

## ASX RELEASE

5 May 2025

### NOTICE OF ANNUAL GENERAL MEETING AND RELATED DOCUMENTS

**Xamble Group Limited (ASX:XGL)** ("Xamble" or the "Company" together with its subsidiaries, the "Group"), a pioneering platform of influencer-centric digital marketing solutions, advises that the following documents (together the "**AGM Documents**") in relation to the Company's Annual General Meeting ("**AGM**"), have today been dispatched to Securityholders in accordance with their communication preference:

- Letter to Securityholders
- Notice of Annual General Meeting
- CDI Voting Instruction Form
- Proxy Form

The AGM will be held as a virtual meeting at 1.00pm (MYT) / 3.00pm (AEST) on Thursday, 29 May 2025. Securityholders wishing to attend the virtual meeting can do so by registering via the following link: [https://us06web.zoom.us/webinar/register/WN\\_1xYCj5UjSgul28D0IoVNHq](https://us06web.zoom.us/webinar/register/WN_1xYCj5UjSgul28D0IoVNHq)

Further information on how to vote, attend and the business to be considered at the AGM can be found in the AGM Documents.

*This announcement was approved for release by the Xamble Board of Directors.*

#### For further information, please contact:

**Mr Jason Thoe**

Chief Executive Officer, Xamble Group Limited

Email: [jason@xamble.com](mailto:jason@xamble.com)

#### About Xamble Group Limited

Xamble Group Limited is a leading platform of influencer-centric digital marketing solutions in South East Asia.

The Group provides its diverse client base of leading brands with results-focused growth strategies backed by end-to-end expertise spanning Influencer Marketing, Social Media Marketing, Performance Marketing and Social Commerce.

Listed on the Australian Securities Exchange Limited (ASX:XGL) and headquartered in Malaysia, Xamble aims to deliver wealth and value to its ecosystem of brands, influencers or 'creators', and consumers.



Dear Securityholder,

## **Xamble Group Limited - Annual General Meeting - 29 May 2025**

Notice is hereby given that an Annual General Meeting of Securityholders of Xamble Group Limited (ARBN 605 927 454) (**Xamble** or the **Company**) will be held at 1:00pm (MYT) / 3:00pm (AEST) on Thursday, 29 May 2025 as a virtual meeting (**Meeting** or **AGM**).

In accordance with section 387A of the Companies Act 1967 - Singapore, the Company will only be dispatching physical copies of the Notice of Meeting (**Notice**) to those Securityholders who have elected to receive the Notice in physical form.

If you are receiving this letter by post, your communication election is to receive documents by post however, you have not elected to receive a physical copy of the Notice. You can access the Notice electronically via the ASX Announcements page on the Company's website: <https://www.xamble.com/asx-announcements/>.

Xamble reminds Securityholders that you can elect how to receive documents from the Company and encourages all Securityholders to receive communications via email. If you wish to change your communication preference you can do so through the Company's security registry, Automic at: <https://portal.automic.com.au/investor/home>.

### **Virtual Meeting**

If you wish to attend the AGM (which will be broadcast as a live webinar), please preregister in advance for the virtual meeting here:

[https://us06web.zoom.us/webinar/register/WN\\_1xYCj5UjSgul28D0loVNHq](https://us06web.zoom.us/webinar/register/WN_1xYCj5UjSgul28D0loVNHq)

After registering, you will receive a confirmation containing information on how to attend the virtual meeting on the day of the AGM.

Securityholders will be able to ask questions at the virtual AGM however, you can also submit questions in advance by sending them to the Company's Local Agent at [lee.tamplin@complycorporate.com.au](mailto:lee.tamplin@complycorporate.com.au) at least 48 hours before the AGM.

### **Your Vote is Important**

The business of the AGM affects your holdings, and your vote is important.

Only Shareholders are able to vote during the Meeting.

If you are a CDI Holder, you are welcome to attend the virtual AGM (as set out above) but you cannot vote during the Meeting.

CDI Holders wishing to have their vote counted should submit a Voting Instruction via one of the methods set out in the table over the page:



<b>Online</b>	Lodge the Proxy Form/CDI Voting Instruction Form online at <a href="https://investor.automic.com.au/#/loginsah">https://investor.automic.com.au/#/loginsah</a> by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form/CDI Voting Instructions Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Securityholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form or CDI Voting Instruction Form.
<b>By post</b>	Automic, GPO Box 5193, Sydney NSW 2001, Australia
<b>By hand</b>	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000, Australia

Your Proxy Form or CDI Voting Instruction Form must be received not later than 48 hours before the commencement of the Meeting. **Proxy Forms or CDI Voting Instruction Forms received later than this time will be invalid.**

Yours faithfully



Lee Tamplin  
Representative of the Company's Local Agent

**For further information, please contact:**

**Mr Jason Thoe**

Chief Executive Officer, Xamble Group Limited

Email: [jason@xamble.com](mailto:jason@xamble.com)

**About Xamble Group Limited**

Xamble Group Limited is a leading platform of influencer-centric digital marketing solutions in South East Asia.

The Group provides its diverse client base of leading brands with results-focused growth strategies backed by end-to-end expertise spanning Influencer Marketing, Social Media Marketing, Performance Marketing and Social Commerce.

Listed on the Australian Securities Exchange (ASX:XGL) and headquartered in Malaysia, Xamble aims to deliver wealth and value to its ecosystem of brands, influencers or 'creators', and consumers.





# Xamble Group Limited

ARBN 605 927 464

## Notice of Annual General Meeting and Explanatory Statement

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Date of Meeting:	Thursday, 29 May 2025
Time of Meeting:	1.00pm MYT   3.00pm AEST
Place of Meeting:	Virtual meeting

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**The business of the Meeting affects your security holding and your vote is important.**

**This Notice of Meeting should be read in its entirety. If Securityholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.**



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## Venue and Voting Information

The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 1:00PM (MYT) on 29 May 2025 as a virtual meeting (**AGM** or **Meeting**):

If you wish to virtually attend the AGM (which will be broadcast as a live webinar), please **pre-register** in advance for the virtual meeting here:

[https://us06web.zoom.us/webinar/register/WN\\_1xYCj5UjSgul28D0loVNhg](https://us06web.zoom.us/webinar/register/WN_1xYCj5UjSgul28D0loVNhg)

After registering, you will receive a confirmation containing information on how to attend the virtual meeting on the day of the AGM.

Shareholders and CDI Holders will have the opportunity to ask questions during the Meeting in respect to the formal items of business as well as general questions in respect to the Company and its business. Shareholders and CDI Holders are also able to submit questions in advance of the Meeting and can do so by submitting your question in writing to the Company's Local Agent at [lee.tamplin@complycorporate.com.au](mailto:lee.tamplin@complycorporate.com.au). Questions should be submitted no later than 48 hours before the Meeting to ensure they can be answered at the Meeting.

## Your vote is important

The business of the AGM affects your holdings, and your vote is important.

## Voting during the Meeting

Only Shareholders are able to vote during the Meeting.

If you are a CDI Holder, you are welcome to attend the AGM but you cannot vote during the Meeting.

CDI Holders wishing to have their vote counted should complete the CDI Voting Instruction Form included with this Notice of Meeting or online per the instructions below.

## Voting by proxy / voting instruction

To vote by proxy (applicable to Shareholders only) or to lodge your voting instruction (applicable to CDI Holders only), please use one of the following methods:

<b>Online</b>	Lodge the Proxy Form/CDI Voting Instruction Form online at <a href="https://investor.automic.com.au/#/loginsah">https://investor.automic.com.au/#/loginsah</a> by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form/CDI Voting Instructions Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Securityholders will need their holder number (Securityholder
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	Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form or CDI Voting Instruction Form.
<b>By post</b>	Automatic, GPO Box 5193, Sydney NSW 2001, Australia
<b>By hand</b>	Automatic, Level 5, 126 Phillip Street, Sydney NSW 2000, Australia

Your Proxy Form or CDI Voting Instruction Form must be received not later than 48 hours before the commencement of the Meeting. Proxy Forms or CDI Voting Instruction Forms received later than this time will be invalid.

## Power of Attorney

If the Proxy Form or CDI Voting Instruction Form is signed under a power of attorney on behalf of a securityholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the Proxy Form or CDI Voting Instruction Form, unless the power of attorney has already provided it to the Share Registry.

## Corporate Representatives

If a representative of a corporate shareholder or CDI holder or a corporate proxy will be attending the Meeting, the representative should provide adequate evidence of their appointment, to the Share Registry.



# Notice of Annual General Meeting

Notice is hereby given that an Annual General Meeting of Shareholders of Xamble Group Limited (ARBN 605 927 454) will be held at 1:00pm (MYT) on Thursday 29 May 2025, as a virtual meeting. **(Meeting or AGM).**

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the AGM. The Explanatory Statement, Proxy Form and CDI Voting Instruction Form form part of this Notice of Meeting.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

## Agenda

### **Ordinary business**

#### Financial statements and reports

*"To receive and to consider the Annual Financial Report of the Company for the financial year ended 31 December 2024 together with the Statement by Directors and the report of the Auditor thereon."*

**Note:** This item of ordinary business is **for discussion only and is not a resolution.**

Securityholders will be given a reasonable opportunity at the Meeting to ask questions about, or make comments in relation to, each of the aforementioned reports during consideration of these items.

### **Resolutions**

#### **Resolution 1 – Re-election of Ganesh Kumar Bangah as Director**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

*"That, Ganesh Kumar Bangah a Director who retires in accordance with the Company's Constitution, and being eligible offers himself for re-election, be re-elected as a Director of the Company effective immediately."*

#### **Resolution 2 – Re-election of Robert Sultan as Director**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

*"That, Robert Sultan a Director who retires in accordance with the Company's Constitution and ASX Listing Rule 14.4, and being eligible offers himself for re-election, be re-elected as a Director of the Company effective immediately."*

#### **Resolution 3 – Approval of Re-appointment of Auditor**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution:**

*"That, pursuant to, and in accordance with, Section 205(2) of the Companies Act and for all other purposes, Auditor RSM Chio Lim LLP, having consented to act as the Company's auditor, be appointed as the Company's Auditor effective from the date of the Meeting to hold office until the conclusion of the next Annual General Meeting of the Company, and the Directors be authorised to agree the remuneration with said Auditor as deemed appropriate."*



## Resolution 4 – Approval of Directors Emoluments

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

*“That, pursuant to, and in accordance with, Section 169 of the Companies Act and for the purposes of ASX Listing Rule 10.17, and for all other purposes, payment of the Directors’ fees of up to \$200,000 per annum in aggregate, be approved for the financial year ending 31 December 2025 on the terms and conditions in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of:

- (a) Any Directors of the Company; or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 4 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## Resolution 5 – Approval of Authority to Issue Shares and Instruments

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

*“That, pursuant to, and in accordance with, Section 161 of the Companies Act and with regard to the Listing Rules and regulations of the ASX, the Directors be authorised to:*

- (a) *issue Shares (whether by way of rights issue, bonus issue or otherwise);*
- (b) *make or grant offers, agreements, or options (collectively, Instruments) that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) CDIs, options, warrants, debentures, other instruments convertible or exchangeable into Shares;*
- (c) *issue Shares in pursuance of any Instruments made or granted by the Directors while this Resolution is in force; and*
- (d) *issue any of the above mentioned securities upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit,*

*provided that:*

- (e) *the aggregate number of Shares ( to be issued pursuant to this Resolution (including Shares to be issued in pursuance of the Instruments made or granted pursuant to this Resolution and including Shares which may be issued pursuant to any adjustment effected under any relevant Instruments) shall not exceed such limit as may be prescribed under the Listing Rules and*



*regulations of the ASX for the time being in force (unless such compliance has been modified by ASX, including by waiver);*

- (f) in exercising the power to make or grant Instruments (including the making of any adjustment under any relevant instrument), the Company shall comply with the Listing Rules and regulations of the ASX for the time being in force (unless such compliance has been modified by ASX, including by waiver) and the Constitution; and*
- (g) unless revoked or varied by the Company in general meeting, such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company, or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier."*

## **Resolution 6 – ASX Listing Rule 7.1A Approval of Future Issue of Securities**

To consider and, if thought fit, to pass the following resolution, with or without amendment, as a **Special Resolution**:

*"That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, the Shareholders approve the issue of equity securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."*

**Voting Exclusion Statement:** As at the date of this Notice of Meeting, the Company has not committed to issue securities under Listing Rule 7.1A and therefore no existing Securityholders will be excluded from voting on this Resolution.

However, should the Company commit to issuing securities under Listing Rule 7.1A prior to the date of the Meeting, the Company will disregard any votes cast in favour of Resolution 6 by or on behalf of:

- (a) a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 6 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.



## Resolution 7 – Ratification of Prior Issue of CHESS Depositary Interests to Convenience Shopping (Sabah) Sdn. Bhd. Issued Under Listing Rule 7.1.

To consider and, if thought fit, to pass the following resolution, with or without amendment, as an **Ordinary Resolution**:

*“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the prior issue of 13,241,433 CDIs to Convenience Shopping (Sabah) Sdn. Bhd and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of Resolution 7 by or on behalf of:

- (a) a person who participated in the issue or is a counterparty to the agreement being approved; or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 7 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## Resolution 8 – Ratification of Prior Issue of CHESS Depositary Interests to Convenience Shopping (Sabah) Sdn. Bhd. Issued Under Listing Rule 7.1A.

To consider and, if thought fit, to pass the following resolution, with or without amendment, as an **Ordinary Resolution**:

*“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the prior issue of 29,615,710 CDIs to Convenience Shopping (Sabah) Sdn. Bhd and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast in favour of Resolution 8 by or on behalf of:

- (a) a person who participated in the issue or is a counterparty to the agreement being approved; or



- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 8 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
  - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

**BY ORDER OF THE BOARD**

Lee Tamplin

Representative of Local Agent

5 May 2025



# Explanatory Statement

This Explanatory Statement has been prepared for the information of the Securityholders in connection with the business to be conducted at the Annual General Meeting to be held at 1:00PM (MYT) on 29 May 2025 as a virtual meeting.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

If you are in any doubt about what to do in relation to the Resolutions contemplated in the Notice of Meeting and this Explanatory Statement, it is recommended that you seek advice from an accountant, solicitor or other professional advisor.

Full details of the business to be considered at the AGM are set out below.

## Agenda

### **Ordinary business**

#### Financial statements and reports

In accordance with the Constitution and the Companies Act, the business of the Annual General Meeting will include receipt and consideration of the Annual Financial Report of the Company for the financial year ended 31 December 2024 together with the Statement of the Directors and the report of the Auditor.

Shareholders may view the Company's Annual Financial Report on its website at <https://www.xamble.com/>.

No resolution is required for this item, but Securityholders will be given the opportunity to ask questions and to make comments on the management and performance of the Company.

The Company's auditor will be present at the Meeting. During the discussion of this item, the auditor will be available to answer questions on the:

- Conduct of the audit;
- Preparation and content of the Auditor's Report;
- Accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- Independence of the auditor in relation to the conduct of the audit.

#### **Written questions of the auditor**

If you would like to submit a written question about the content of the Auditor's Report or the conduct of the audit of the Annual Financial Report of the Company's auditor, please send your question to the Auditor at [Naveensasidaran@rsmsingapore.sg](mailto:Naveensasidaran@rsmsingapore.sg). A list of qualifying questions will be made available at the Meeting.

Please note that all written questions must be received at least five business days before the Meeting, which is by 22 May 2025.



## **Resolutions**

### **Resolution 1 – Re-election of Ganesh Kumar Bangah as Director**

Article 84 of the Company's Constitution provides that, at the Company's annual general meeting, one third of the Directors for the time being, or if their number is not 3 or a multiple of 3, then the number nearest one third shall retire from office. Article 88 of the Company's Constitution provides that the Directors to retire every year shall be those who have been longest in office since their last election. Article 89 of the Company's Constitution provides that a retiring Director shall be eligible for re-election.

Ganesh Kumar Bangah was elected as a Non-Executive Director of the Company on 9 July 2020 at the Company's 2020 Annual General Meeting. Effective 1 September 2020, Ganesh became Executive Chairman of the Company and since then has not been required to retire from office due to the exemption provided by Article 123 of the Company's Constitution.

Following the appointment of Jason Thoe as the Company's CEO in September 2024, Ganesh Kumar Bangah transitioned to Non-Executive Chairman effective 1 March 2025. As the exemption provided by Article 123 of the Company's Constitution no longer applies to Ganesh, he is the Director longest in office since their last re-election and therefore, in accordance with the Company's Constitution, retires and being eligible, seeks re-election as a Director of the Company at this AGM.

Ganesh is an award-winning serial entrepreneur and startup investor. Ganesh was the Ernst & Young Technology Entrepreneur of the Year Malaysia 2012 and one of Asia's most influential people according to Society Magazine 2015. Ganesh was also recognised as one of Southeast Asia's Top 30 Tech Founders by Tech in Asia 2016 and was recognised as one of the most inspiring Malaysian technology entrepreneurs by Top 10 of Malaysia.

Ganesh founded Commerce.Asia, an all-in-one eCommerce ecosystem in 2017. Prior to founding Commerce.Asia Ganesh was the founder and CEO of MOL Global Inc. which became Southeast Asia's first internet company to be listed on NASDAQ in 2014.

Ganesh is currently an Advisor (and former Chairman) of the National Tech Association of Malaysia ("PIKOM") as well as the Chair of E-Commerce Malaysia, a chapter of PIKOM. Ganesh is an Independent Non-Executive Director of Malaysia's National Payment Network (Paynet) and the Malaysian Digital Economy Corporation (MDEC). Ganesh is also a member of the Entrepreneurship Council of the Asia Pacific University of Technology and Innovation (APU).

#### **Directors' recommendation**

The Directors (excluding Ganesh Kumar Bangah) recommend that Securityholders vote for this Resolution.

### **Resolution 2 – Re-election of Robert Sultan as Director**

Article 86 of the Company's Constitution provides that a Director must not hold office without re-election: a) following the third annual general meeting after that Director's last appointment or re-election; or b) for more than 3 years, whichever is longer. Article 89 of the Company's Constitution provides that a retiring Director shall be eligible for re-election.

ASX Listing Rule 14.4 also provides that a Director must not hold office (without re-election) past the third annual general meeting following their appointment, or three years, whichever is longer.

Robert Sultan was last re-elected as a Director of the Company on 26 May 2022, at the Company's 2022 Annual General Meeting. Accordingly, as this AGM is the third annual general meeting since last being re-elected, Robert Sultan in accordance with the Company's Constitution and ASX Listing Rules 14.4, retires and being eligible, seeks re-election as a Director of the Company at this AGM.

Robert is a corporate and commercial lawyer, and is a senior consultant to, and former partner of,



the leading international law firm, Norton Rose Fulbright. Robert has over 35 years' experience in mergers and acquisitions, equity capital markets and corporate advisory and governance. Robert has been a member of corporate governance and advisory boards in the aged care and local government sectors. Robert is also a member of the Corporations Committee of the Business Law Section of the Law Council of Australia and is a former chair of that Committee.

Robert continues to act for a number of listed tech companies with operations in Australia and overseas. Robert is also recognised by his peers by being included in the M&A and corporate categories in the Best Lawyers Australia publication.

Robert is a former member of the Australian Takeovers Panel and is currently the Independent director of the Gourlay Family Office which includes the Gourlay Charitable Trust. The Charitable Trust, in conjunction with Trinity College Melbourne, established the Gourlay Visting Professor of Ethics in Business.

Robert holds a first-class honours Bachelor of Laws degree and a Bachelor of Arts degree, majoring in economics from the University of Melbourne.

#### **Directors' recommendation**

The Directors (excluding Robert Sultan) recommend that Securityholders vote for this Resolution.

### **Resolution 3 - Approval of Re-appointment of Auditor**

The current auditor, RSM Chio Lim LLP, were re-appointed as auditor of the Company on 30 May 2024 at the Company's 2024 Annual General Meeting.

Section 205(2) of the Companies Act states:

*"A company must at each annual general meeting of the company appoint an accounting entity or accounting entities to be the auditor or auditors of the company, and any auditor or auditors so appointed hold office, subject to this section, until the conclusion of the next annual general meeting of the company."*

The Board has been satisfied with the services of RSM Chio Lim LLP as auditor of the Company and thanks RSM Chio Lim LLP for these services and proposes to re-appoint them as auditor of the Company for the 2025 financial year.

Resolution 3, being an ordinary resolution, seeks that RSM Chio Lim LLP be re-appointed as auditor of the Company until the conclusion of the next annual general meeting of the Company and the Directors be authorised to agree the remuneration with the Auditor as deemed appropriate.

#### **Directors' recommendation**

The Board of Directors recommend that Securityholders vote for this Resolution.

### **Resolution 4 – Approval of Director Emoluments**

Section 169 of the Companies Act requires that Directors' emoluments (which include fees as well as non-cash benefits) in respect of their office as such be approved by Securityholders. Securityholders previously set the maximum aggregate non-executive Directors' fees for the financial year ended 31 December 2024 at \$160,000 of which \$105,340 (approximately SGD\$90,539) was paid to non-executive Directors as remuneration.

ASX Listing Rule 10.17 provides that an entity must not increase the total aggregate amount of Directors' fees payable to all of its non-executive Directors without the approval of holders of its ordinary securities.

Resolution 4 therefore, seeks approval, in accordance with Section 169 of the Companies Act and ASX Listing Rule 10.17, for the proposed maximum aggregate Directors' fees payable to all of its non-executive Directors to be set at \$200,000 for the financial year ending 31 December 2025, an



increase of \$40,000 on the prior approved maximum aggregate for the financial year ended 31 December 2024.

Effective 1 March 2025, Ganesh Kumar Bangah converted from Executive Chairman to non-executive Chairman of the Company. As a result of this change, Ganesh is no longer paid a salary by the Company and his Director fees are paid out of the securityholder approved maximum aggregate non-executive Director fees. To accommodate Ganesh's Director fees whilst maintaining the flexibility to attract appropriately qualified Directors should the opportunity arise, the Board considers it reasonable to increase the maximum aggregate directors fees to \$200,000.

The Remuneration Committee reviews and approves the Company's remuneration policy in order to ensure that the Company is able to attract and retain executives and directors who will create value for Securityholders, having regard to the amount considered to be commensurate for an entity of the Company's size, complexity and level of activity as well as the relevant Directors' time, commitment and responsibility.

In accordance with the requirements of ASX Listing Rule 10.17, the Company confirms that no securities have been issued to non-executive Directors in the preceding three years under Listing Rules 10.11 or 10.14.

If this Resolution is not passed the Company will not be able to pay any Directors' emoluments for the financial year ended 31 December 2025. The Company expects that it would be hard to retain its existing Directors or attract any new Directors without the ability to remunerate them appropriately.

#### **Directors' recommendation**

Given the nature of this Resolution, the Board of Directors do not consider it appropriate to make a recommendation to Securityholders on how to vote on this Resolution. However, Securityholders should note that the Chair of the Meeting intends to cast any undirected proxies in favour of the Resolution.

## **Resolution 5 – Approval of Authority to Issue Shares and Instruments**

Section 161 of the Companies Act requires that the issue of any new Shares or other securities in the Company be approved by Securityholders.

Resolution 5 therefore seeks approval for the Directors to be empowered to issue Shares and other securities in the Company from the date of the Meeting to the conclusion of the next annual general meeting of the Company or the date by which next annual general meeting for the Company is required by law to be held, whichever is the earlier.

This authority will, unless revoked or varied at a general meeting of the Company, expire at the conclusion of the next annual general meeting of the Company.

Resolution 5 is not seeking approval for:

- (a) the issue of securities in the Company pursuant to the requirements of Listing Rule 7.1 or Listing Rule 7.1A; or
- (b) the issue of securities to related parties pursuant to the requirements of Listing Rule 10.11 or Listing Rule 10.14.

Resolution 5 will therefore be subject to the Listing Rules, in particular:

- (a) Listing Rule 7.1, which provides that the Company must not, subject to specified exceptions, issue or agree to issue, without Securityholder approval, more securities during any 12-month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period;



- (b) Listing Rule 10.11, which provides that the Company must not issue new securities to a related party and certain other persons without Securityholder approval; and
- (c) Listing Rule 10.14 which provides that the Company must not issue new securities under an employee share plan to a Director or an associate of a Director without Securityholder approval.

Resolution 5 is an ordinary resolution.

### **Directors' Recommendation**

The Board of Directors recommend that Securityholders vote for this Resolution.

## **Resolution 6 – ASX Listing Rule 7.1A Approval of Future Issue of Securities**

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its shareholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

Under Listing Rule 7.1A, however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to add an additional 10% capacity.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation less than the amount prescribed by ASX (currently \$300 million).

As of the date of this Notice of Meeting, the Company has a market capitalisation of approximately \$7.1 million and therefore is an eligible entity. If at the time of the Meeting the Company is no longer an eligible entity this Resolution will be withdrawn.

This Resolution seeks Securityholder approval by way of a special resolution for the Company to have the additional 10% capacity provided for in Listing Rule 7.1A to issue equity securities without Securityholder approval.

If this Resolution is passed, the Company will be able to issue equity securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Securityholder approval.

If this Resolution is not passed, the Company will not be able to access the additional 10% capacity to issue equity securities without Shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing equity securities without Securityholder approval set out in Listing Rule 7.1.

### **Information Required by ASX Listing Rule 7.3A**

The following information is provided to Securityholder for the purposes of Listing Rule 7.3A.

#### Period for which the approval will be valid

An approval under this Listing Rule 7.1A commences on the date of the annual general meeting at which the approval is obtained and expires on the first to occur of the following:

- (a) the date which is 12 months after the date of the annual general meeting at which the approval is obtained;
- (b) the time and date of the entity's next annual general meeting; and
- (c) the time and date on which Securityholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).



#### Minimum price at which the equity securities may be issued under Listing Rule 7.1A

Any equity securities issued under Listing Rule 7.1A.2 must be an existing quoted class of the Company's equity securities and issued for cash consideration.

The issue price per equity security must not be less than 75% of the volume weighted average market price of the equity securities in that class, calculated over 15 trading days on which trades in that class were recorded immediately before:

- (a) the date on which the price at the equity securities are to be issued is agreed by the Company and the recipient of the equity securities; and
- (b) if the equity securities are not issued within 10 trading days of the date in paragraph (a), the date on which the equity securities are issued.

#### Purposes for which the funds raised by an issue of equity securities under Listing Rule 7.1A may be used

As noted above, any equity securities issued under Listing Rule 7.1A.2 must be issued for cash consideration. Accordingly, every issue of equity securities under Listing Rule 7.1A.2 will have an accompanying proposed use of funds at the time of issue.

As at the date of this Notice, the Company has not formed an intention to offer any equity securities under Listing Rule 7.1A during the Listing Rule 7.1A mandate period, if Shareholders approve this Resolution. However, if Securityholders approved this Resolution and the Company did raise funds from the issue of equity securities under Listing Rule 7.1A, based on the Company's existing plans, the Company considers that the funds may be used for the following purposes:

- (a) raising funds to further develop the Company's business;
- (b) raising funds for possible acquisitions, joint ventures or strategic alliances; and
- (c) raising funds to be applied to the Company's working capital requirements.

#### Risk of economic and voting dilution to existing ordinary Securityholders

If this Resolution is approved, and the Company issues equity securities under Listing Rule 7.1A, the existing Securityholders' economic and voting power in the Company will be diluted.

There is a risk that:

- (a) the market price for the Company's equity securities in that class may be significantly lower on the issue date than on the date of the approval under Listing Rule 7.1A; and
- (b) the equity securities may be issued at a price that is at a discount (as described above) to the market price for the Company's equity securities on the issue date;

which may have an effect on the amount of funds raised by the issue of equity securities under Listing Rule 7.1A.

The table below shows the potential dilution of existing Securityholders on the basis of 3 different assumed issue prices and values for the variable "A" in the formula in rule 7.1A.2:



Variable "A" ASX Listing Rule 7.1A.2		Potential Dilution and Funds Raised		
		\$0.0095 50% decrease in issue price	\$0.019 issue price (b)	\$0.038 100% increase in issue price
<b>"A" is the number of shares on issue (a), being 339,014,246 Shares</b>	<b>10% voting dilution (c)</b>	33,901,424	33,901,424	33,901,424
	<b>Funds raised</b>	\$322,064	\$644,127	\$1,288,254
<b>"A" is a 50% increase in shares on issue, being 508,521,369 Shares</b>	<b>10% voting dilution (c)</b>	50,852,136	50,852,136	50,852,136
	<b>Funds raised</b>	\$483,095	\$966,191	\$1,932,381
<b>"A" is a 100% increase in shares on issue, being 678,028,492 Shares</b>	<b>10% voting dilution (c)</b>	67,802,849	67,802,849	67,802,849
	<b>Funds raised</b>	\$644,127	\$1,288,254	\$2,576,508

**Notes:**

- (a) Based on the total number of fully paid ordinary Shares on issue as at 22 April 2025.
- (b) Based on the closing price of the Company's Shares on ASX as at 22 April 2025.
- (c) The table assumes that the Company issues the maximum number of ordinary Shares available to be issued under Listing Rule 7.1A.
- (d) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of issues of equity securities under Listing Rule 7.1A based on that Shareholder's holding at the date of this Explanatory Statement.
- (e) The table shows the effect of an issue of equity securities under Listing Rule 7.1A only, not under the Company's 15% placement capacity under Listing Rule 7.1.

Allocation policy for issues under Listing Rule 7.1A

The Company's allocation policy and the identity of the allottees of equity securities under Listing Rule 7.1A will depend on a number of factors, including:

- (a) the Company's intentions in relation to the possible issue of equity securities (for cash consideration) during the Listing Rule 7.1A mandate period;
- (b) the structure and timeframe of the capital raising opportunities available to the Company and any alternative methods for raising funds that are available to the Company (such as a pro rata offer or an offer under a share purchase plan);
- (c) the potential effect on the control of the Company;
- (d) the Company's financial position and the likely future capital requirements; and
- (e) advice from the Company's corporate or financial advisors.

Based on the Company's historical cashflow reports and capital raising activities in the past 12 months, the Company considers that it may raise funds during the Listing Rule 7.1A mandate period, although this cannot be guaranteed. As of the date of this Notice, no specific intention to issue equity securities in relation to any parties, investors or existing Securityholders have been formed. In addition, no intentions have been formed in relation to the possible number of issues, or the time frame in which the issues could be made. Subject to the requirements of the Listing Rules and the Companies Act, the Board of Directors reserve the right to determine at the time of any issue of equity securities under Listing Rule 7.1A, the allocation policy that the Company will adopt for that issue.

If and when the determination is made to proceed with an issue of equity securities during the Listing Rule 7.1A mandate period, details regarding the allottees and purposes of issue will be disclosed pursuant to the Company's obligations under Listing Rules 3.10.3 and 7.1A.4.

Offers made under Listing Rule 7.1A may be made to parties (excluding any related parties) including professional and sophisticated investors, existing Securityholders of the Company, clients of Australian Financial Service Licence holders and/or their nominees, or any other person



to whom the Company is able to make an offer of equity securities.

Issue or agreement to issue equity securities under Listing Rule 7.1A in the 12 months prior to AGM

During the 12 months prior to this AGM, the Company issued the following securities under Listing Rule 7.1A:

Number/Class of equity securities issued	Terms of the securities issued	Price and discount to closing market price on the date of issue (if any) or agreement to issue	Use of Funds	Allottees of the Securities
<i>Issued on 19 December 2024</i>				
<p>29,615,710 Chess Depositary Interests (CDIs) (ASX:XGL)</p> <p>This represented 10% of the total number of equity securities on issue at the commencement of the 12 months prior to this AGM.</p>	<p>The CDIs issued ranked equally with existing CDIs on issue and were Issued as part of a placement under Listing Rules 7.1 and 7.1A which raised a total of \$1.5 million (before costs).</p> <p>See ASX announcement dated 13 December 2024 for more information on the placement</p>	<p>Issue price of \$0.035 per CDI.</p> <p>The issue price represented a 40% premium on the closing price on the date of issue (\$0.025)</p>	<p>The funds raised under the 7.1A placement capacity totalled \$1,036,549.85. To date the Company has used \$279,293.85 of these funds.</p> <p>The funds used to date have been spent on working capital requirements to position the business for growth and enable platform enhancements.</p> <p>The remainder of the funds will be utilised in the same manner and with the same purpose over the coming months and may also be used to support potential investments in acquisitions or strategic alliances aligned with the Company's growth strategy.</p>	<p>The CDIs were issued to Convenience Shopping (Sabah) Sdn. Bhd.</p>



This Resolution is a Special Resolution. For a Special Resolution to be passed, at least 75% of the votes validly cast on the resolution by Securityholders must be in favour of this Resolution.

### **Directors' recommendation**

The Board of Directors recommend that Securityholders vote for this Resolution.

## **Resolutions 7 and 8 – Ratification of Prior Issue of CHESS Depositary Interests Issued Under Listing Rules 7.1 and 7.1A**

### **Background**

As announced on 13 December 2024, the Company secured a \$1.5 million strategic investment to accelerate its growth and further enhance its platform's capabilities. The investment was received from Convenience Shopping (Sabah) Sdn. Bhd. (**CSS**), a wholly owned subsidiary of 7-Eleven Malaysia Holdings Berhad and completed as a private placement in which CSS subscribed for, and were issued with, 42,857,143 new CDIs (**CSS CDIs**) at \$0.035 per CDI (**CSS Investment**).

The funds raised from the CSS Investment will enable the Company to expand its offerings, scale operations, and continue revolutionising the way businesses and brands collaborate with influencers across its key focus segments to broaden revenue streams and enhancing customer loyalty.

The CSS CDIs were issued by utilising the Company's existing placement capacities under Listing Rules 7.1 and 7.1A. 13,241,433 CSS CDIs were issued under Listing Rule 7.1 (**CSS 7.1 CDIs**) and 29,615,710 CSS CDIs were issued under Listing Rule 7.1A (**CSS 7.1A CDIs**).

### **ASX Listing Rules 7.1 and 7.1A**

Resolutions 7 and 8 propose that Securityholders of the Company approve and ratify the aggregate issue of 42,857,143 CDIs in return for the CSS Investment.

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of equity securities that a listed company can issue without the approval of its securityholders over any 12-month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

At the Company's previous AGM, held on 30 May 2024, the Company sought and obtained Securityholder approval under Listing Rule 7.1A, to increase this 15% limit by an extra 10% to 25%.

The issue of the CSS CDIs did not fit within any of the exceptions to Listing Rules 7.1 and 7.1A and, as they have not been approved by the Company's Securityholders, it effectively uses up part of the 25% limit in Listing Rule 7.1 and 7.1A, reducing the Company's capacity to issue further equity securities without Securityholder approval under Listing Rules 7.1 and 7.1A for the 12-month period following the date of issue (noting that the extra 10% under Listing Rule 7.1A will expire unless re-approved by the Company's Securityholders on annual basis).

Listing Rule 7.4 allows the Securityholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the Company's capacity to issue further equity securities without Securityholder approval under Listing Rule 7.1.

A note to Listing Rule 7.4 also provides that an issue made in accordance with Listing Rule 7.1A can be approved subsequently under Listing Rule 7.4 and, if it is, the issue will then be excluded from variable "E" in Listing Rule 7.1A.2 (which means that the Company's capacity to issue further equity securities without Securityholder approval under Listing Rule 7.1A is not reduced).

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Securityholder approval for such issues under Listing Rule 7.1.



To this end, Resolution 7 seeks Securityholder approval to subsequently approve the issue of the CSS 7.1 CDIs for the purposes of Listing Rule 7.4.

If Resolution 7 is passed, the issue of the CSS 7.1 CDIs will be excluded in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Securityholder approval over the 12-month period following the date of issue.

If Resolution 7 is not passed, the issue of the CSS 7.1 CDIs will be included in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Securityholder approval over the 12-month period following the date of issue.

Resolution 8 seeks Securityholder approval to subsequently approve the issue of the CSS 7.1A CDIs for the purposes of Listing Rule 7.4.

If Resolution 8 is passed, the issue of the CSS 7.1A CDIs will be excluded in calculating the Company's additional 10% capacity to issue equity securities under Listing Rule 7.1A without Securityholder approval over the 12-month period following the date of issue.

If Resolution 8 is not passed, the issue of the CSS 7.1A CDIs will be included in calculating the Company's additional 10% capacity to issue equity securities under Listing Rule 7.1A without Securityholder approval over the 12-month period following the date of issue.

### **Information required by ASX Listing Rule 7.5**

The following information is provided to Shareholders for the purposes of Listing Rule 7.5.

- (a) The CSS CDIs were issued to Convenience Shopping (Sabah) Sdn. Bhd.
- (b) 42,857,143 CDIs were issued on 19 December 2024. 13,241,433 CDIs were issued under Listing Rule 7.1 and 29,615,710 CDIs were issued under Listing Rule 7.1A.
- (c) The CSS CDIs were fully paid on issue and ranked equally in all aspects with all existing fully paid ordinary CDIs previously issued by the Company.
- (d) Each of the CSS CDIs was issued at an issue price of \$0.035 per CDI.
- (e) Funds raised from the issue of the CSS CDIs are being used to accelerate the Company's growth and further enhance its platform's capabilities.
- (f) The CSS CDIs were issued under a standard subscription agreement between the Company and CSS.

### **Directors' recommendation**

The Board of Directors recommend that Securityholders vote for this Resolution.

## **Enquiries**

Securityholders are asked to contact the Company Secretary on [lee.tamplin@complycorporate.com.au](mailto:lee.tamplin@complycorporate.com.au) if they have any queries in respect of the matters set out in these documents.



# Glossary

**Annual Financial Report** means the 2024 Annual Report to Shareholders for the financial year ended 31 December 2024 as lodged by the Company with ASX on 28 March 2025 and includes the Audited Financial Statements, the Statement of the Directors and Auditor's Report.

**Annual General Meeting or AGM or Meeting** means an Annual General Meeting of the Company and, unless otherwise indicated, means the meeting of the Company's members convened by this Notice of Meeting.

**Associate** has the meaning given to it by the ASX Listing Rules.

**ASX** means ASX Limited ACN 008 624 691 or the financial market operated by it, as the context requires, of 20 Bridge Street, Sydney, NSW 2000.

**ASX Listing Rules or Listing Rules** means the official ASX Listing Rules of the ASX and any other rules of the ASX which are applicable while the Company is admitted to the official list of the ASX, as amended or replaced from time to time, except to the extent of any express written waiver by the ASX.

**Auditor** means RSM Chio LLP.

**Auditor's Report** means the auditor's report of the Auditor dated 28 March 2025 as included in the Annual Financial Report.

**Board** means the current board of Directors of the Company.

**CDI** means a CHESS Depository Interest issued by Chess Depository Nominees Pty Ltd, where each CDI represents a beneficial interest in one Share.

**CDI Holder** means the holder of one or more CDIs.

**CDI Voting Instruction Form** means the CDI Voting Instruction form attached to the Notice of Meeting.

**Chair** means the person chairing the Meeting.

**Companies Act** means the Companies Act 1967 of Singapore as amended or replaced from time to time.

**Company or Xamble** means Xamble Group Limited ARBN 605 927 464.

**Constitution** means the Company's constitution.

**Director** means a current director of the Company.

**Dollar or "\$"** means Australian dollars.

**Explanatory Statement** means the explanatory statement accompanying the Notice of Meeting.

**Notice of Meeting or Notice of Annual General Meeting** means the notice of annual general meeting dated 5 May 2025 including the Explanatory Statement.

**Option** means an option which, subject to its terms, could be exercised into a Share.

**Ordinary Resolution** means a resolution that can only be passed if more than 50% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

**Proxy Form** means the proxy form attached to this Notice of Meeting.

**Resolutions** means the resolutions set out in the Notice of Meeting, or any one of them, as the context requires.

**Securities** means CDIs, Shares and/or Options (as the context requires).

**Securityholder** means CDI Holders and Shareholders (as the context requires).



**Share** means a fully paid ordinary share in the capital of the Company or CDI (as the context requires).

**Shareholder** means a holder of a Share.

**Share Registry** means Automic Pty Ltd.

**Special Resolution** means a resolution that can only be passed if at least 75% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

**Trading Day** has the meaning given to that term in ASX Listing Rule 19.12.



# Voting Instruction Form

**If you are attending the virtual Meeting please retain this Voting Form for online Securityholder registration.**

In accordance with Article 78 of the Company's Constitution, CHESS Depositary Nominees is required to submit its proxy to the Company not less than 48 hours before the time of the meeting. To ensure that your voting instructions are counted you must therefore submit your Voting Instruction by **1:00PM (MYT) / 3:00PM (AEST) on Tuesday, 27 May 2025.**

## SUBMIT YOUR VOTING INSTRUCTION

**Complete the form overleaf in accordance with the instructions set out below.**

### YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

### STEP 1 - HOW TO VOTE ON ITEMS OF BUSINESS

Each CHESS Depositary Interest (CDI) is equivalent to one share of Company Common Stock, so that every 1 (one) CDI registered in your name entitles you to one vote.

You can vote by completing, signing, and returning your CDI Voting Instruction Form. This form gives your voting instructions to CHESS Depositary Nominees Pty Ltd, which will vote the underlying shares on your behalf. You need to return the form no later than the time and date shown above to give CHESS Depositary Nominees Pty Ltd enough time to tabulate all CHESS Depositary Interest votes and to vote on the underlying shares.

### STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct CHESS Depositary Nominees Pty Ltd how to vote by marking one of the boxes opposite each item of business. All your CDI's will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of CDI's you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

### SIGNING INSTRUCTIONS

**Individual:** Where the holding is in one name, the CDI Holder must sign.

**Joint holding:** Where the holding is in more than one name, all CDI Holders should sign.

**Power of attorney:** If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Voting Instruction Form when you return it.

**Companies:** To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

**Email Address:** Please provide your email address in the space provided.

**By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Voting Instruction Form and Annual Report via email.**

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

### Lodging your Voting Form:

#### Online:

Use your computer or smartphone to appoint a proxy at

<https://investor.automic.com.au/#/loginsah>

or scan the QR code below using your smartphone

**Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.**



#### BY MAIL:

Automic  
GPO Box 5193  
Sydney NSW 2001

#### IN PERSON:

Automic  
Level 5, 126 Phillip Street  
Sydney NSW 2000

#### BY EMAIL:

[meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au)

#### BY FACSIMILE:

+61 2 8583 3040

#### All enquiries to Automic:

**PHONE:** 1300 288 664 (Within Australia)  
+61 2 9698 5414 (Overseas)





## STEP 1 – How to vote

Complete and return this form as instructed only if you do not vote online.

**CHESS Depositary Nominees Pty Ltd will vote as directed.**

### Voting Instructions to CHESS Depositary Nominees Pty Ltd

I/We being a holder of CHESS Depositary Interests of Xamble Group Limited hereby direct CHESS Depositary Nominees Pty Ltd to vote the shares underlying my/our holding at the Annual General Meeting of Xamble Group Limited to be held at **1:00PM (MYT)/3:00PM (AEST) on Thursday, 29 May 2025** **virtually** and at any adjournment or postponement of that meeting.

By execution of this CDI Voting Instruction Form the undersigned hereby authorises CHESS Depositary Nominees Pty Ltd to appoint such proxies or their substitutes to vote in their discretion on such business as may properly come before the meeting.

**The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.**

Unless indicated otherwise by ticking the "for," "against" or "abstain" box you will be authorising the Chair to vote in accordance with the Chair's voting intention.

## STEP 2 – Your voting direction

Resolutions	For	Against	Abstain
1. Re-election of Ganesh Kumar Bangah as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Re-election of Robert Sultan as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Approval of Re-appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Approval of Directors Emoluments	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Approval of Authority to Issue Shares and Instruments	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. ASX Listing Rule 7.1A Approval of Future Issue of Securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Ratification of Prior Issue of CHESS Depositary Interests to Convenience Shopping (Sabah) Sdn. Bhd, Issued under Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Ratification of Prior Issue of CHESS Depositary Interests to Convenience Shopping (Sabah) Sdn. Bhd, Issued under Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

## STEP 3 – Signatures and contact details

Individual or Securityholder 1	Securityholder 2	Securityholder 3
<input type="text"/>	<input type="text"/>	<input type="text"/>
Sole Director and Sole Company Secretary	Director	Director / Company Secretary
Contact Name:		
<input type="text"/>		
Email Address:		
<input type="text"/>		
Contact Daytime Telephone	Date (DD/MM/YY)	
<input type="text"/>	<input type="text"/>	

**By providing your email address, you elect to receive all of your communications despatched by the Company electronically (where legally permissible).**





# Proxy Voting Form

If you are attending the virtual Meeting please retain this Proxy Voting Form for online Securityholder registration.

Xamble Group Limited | ARBN 605 927 464

Your proxy voting instruction must be received by **3.00pm (AEST) on Tuesday, 27 May 2025**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

## SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

### YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

### STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

### DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.

### STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

### APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

### SIGNING INSTRUCTIONS

**Individual:** Where the holding is in one name, the Shareholder must sign.

**Joint holding:** Where the holding is in more than one name, all Shareholders should sign.

**Power of attorney:** If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

**Companies:** To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

**Email Address:** Please provide your email address in the space provided.

**By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.**

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automicgroup.com.au>.

### Lodging your Proxy Voting Form:

#### Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

**Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.**



#### BY MAIL:

Automic  
GPO Box 5193  
Sydney NSW 2001

#### IN PERSON:

Automic  
Level 5, 126 Phillip Street  
Sydney NSW 2000

#### BY EMAIL:

[meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au)

#### BY FACSIMILE:

+61 2 8583 3040

#### All enquiries to Automic:

#### WEBSITE:

<https://automicgroup.com.au>

#### PHONE:

1300 288 664 (Within Australia)  
+61 2 9698 5414 (Overseas)



## STEP 1 - How to vote

## APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of Xamble Group Limited, to be held virtually at **3.00pm (AEST) on Thursday, 29 May 2025** hereby:

**Appoint the Chair of the Meeting (Chair)** OR if you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

[illegible]

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.

Unless indicated otherwise by ticking the “for”, “against” or “abstain” box you will be authorising the Chair to vote in accordance with the Chair’s voting intention.

**VIRTUAL PARTICIPATION AT THE MEETING:**

The Company is pleased to provide shareholders with the opportunity to attend and participate in a virtual Meeting. Instructions on how to attend the virtual Meeting can be found in the Notice of Meeting

## STEP 2 - Your voting direction

Resolutions	For	Against	Abstain
1 Re-election of Ganesh Kumar Bangah as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Robert Sultan as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Approval of Re-appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Approval of Directors Emoluments	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Approval of Authority to Issue Shares and Instruments	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 ASX Listing Rule 7.1A Approval of Future Issue of Securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Ratification of Prior Issue of CHESS Depository Interests to Convenience Shopping (Sabah) Sdn. Bhd, Issued under Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 Ratification of Prior Issue of CHESS Depository Interests to Convenience Shopping (Sabah) Sdn. Bhd, Issued under Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

*Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.*

### STEP 3 – Signatures and contact details

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name:

Email Address:

Contact Daytime Telephone:

Date (DD/MM/YY): 



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**By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible).**