

24 December 2021

Dear Shareholder,

LETTER TO SHAREHOLDERS REGARDING 2021 AGM

The Annual General Meeting (**AGM** or **Meeting**) of Donaco International Limited (**Donaco**) will be held at **2.00 pm (AEDT)** on **Friday, 28 January 2022.** The meeting will be held using virtual meeting technology, in accordance with recent amendments to the *Corporations Act (Cth) 2001*.

The Notice of Annual General Meeting is being made available to shareholders electronically. This means that you can access the Meeting Materials and the Voting Guide online on the ASX market announcements platform or on the Donaco website (http://www.donacointernational.com). If the share registry does not have your email address on file, a proxy form and reply-paid envelope will be mailed to your nominated address.

Shareholders can listen and participate in the Meeting using the online platform at https://us02web.zoom.us/webinar/register/WN PiG-al4ISJCR7D6SUte14A

Your participation at the Meeting via the online platform will be both welcome and appreciated by your directors. If you are unable to participate at the meeting, a proxy voting form is enclosed for your use. Online proxies and proxy voting forms must be received **no later than 2.00pm (AEDT) on Wednesday, 26 January 2022.**

Shareholders are invited to ask relevant questions at the meeting. However, shareholder may also submit questions in advance of the Meeting to the Company secretary (hasaka.martin@emersonoperations.com.au) by no later than 5.00pm (AEDT) on Thursday, 27 January 2022.

I look forward to your participation in the Meeting.

Yours sincerely,

Mr Porntat Amatavivadhana

Chairman

Donaco International Limited

c/- Lumina, Level 43 25 Martin Place Sydney, NSW 2000



DONACO INTERNATIONAL LIMITED ABN 28 007 424 777 NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting (**Meeting**) of Shareholders of Donaco International Limited (the **Company**) will be held online as a virtual meeting on <u>Friday 28 January</u> 2022 commencing at 2.00pm (AEDT).

The Company is pleased to provide Shareholders with the opportunity to participate in the Meeting electronically through an online platform. Further information on how to participate in the meeting electronically is set out in this notice of annual general meeting (**Notice**) and which will also be available at the Company's website.

Due to current circumstances relating to COVID-19, there will be no physical meeting where Shareholders and proxies can attend in person.

This Notice is an important document and should be read in its entirety. The Explanatory Notes to this Notice provide additional information on matters to be considered at the Annual General Meeting. The Proxy Form and Explanatory Notes form part of this notice.

BUSINESS OF THE MEETING

Item 1: Financial Statements and Reports

To receive and consider the Financial Report, the Directors' Report and the Auditor's Report for the year ended 30 June 2021.

Item 2: Remuneration Report (Resolution 1)

To consider and, if thought fit, to pass the following as a non-binding resolution of the Company:

"To adopt the Remuneration Report for the year ended 30 June 2021."

Notes:

- In accordance with section 250R of the Corporations Act, the vote on this resolution will be advisory only and will not bind the directors or the Company.
- A voting prohibition applies to this resolution (see Explanatory Notes for details).

Item 3: Election of Director – Mr Rod Sutton (Resolution 2)

To consider and, if thought fit, pass the following as an **ordinary resolution** of the Company:

"That Mr Rod Sutton, who retires in accordance with clause 12.4 of the Company's Constitution be re-elected as a Director of the Company, effective immediately."

Item 4: Election of Director – Mr Porntat Amatavivadhana (Resolution 3)

To consider and, if thought fit, pass the following as an **ordinary resolution** of the Company:

"That Mr Porntat Amatavivadhana, who retires in accordance with clause 12.4 of the Company's Constitution be re-elected as a Director of the Company, effective immediately."

The Explanatory Notes to this Notice provide additional information on matters to be considered at the Annual General Meeting.



ENTITLEMENT TO VOTE

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations* 2001 (Cth) and *ASX Settlement Operating Rule 5.6.1*, that the persons eligible to vote at the Meeting are those who are registered Shareholders of the Company as at 7.00pm (AEDT) on Wednesday, 26 January 2022 (the **Entitlement Time**).

This means that if you are not the registered holder of a Share in the Company at the Entitlement Time, you will not be entitled to participate in and vote at the Meeting.

PARTICIPATING IN THE MEETING

The Board has determined to conduct the Meeting as a virtual meeting and that Shareholders will have the opportunity to participate in the Meeting by electronic means through an online platform.

There will be no physical meeting where the Shareholders or proxies can attend in person. Shareholders who wish to participate in the Meeting online may do so from their computer by logging into the online platform https://investor.automic.com.au/.

Shareholders are encouraged to pre-register in advance for the meeting at https://us02web.zoom.us/webinar/register/WN PiG-al4ISJCR7D6SUte14A

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

If you choose to participate in the Meeting, you will be able to view the Meeting live, lodge a direct vote in real time and 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.

How do I create an account with Automic?

To create an account with Automic, please go to the Automic website (https://investor.automic.com.au/) click on 'register' and follow the steps. Shareholders will require their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) to create an account with Automic.

I have an account with Automic, what are the next steps?

Shareholders who have an existing account with Automic (with a username and password) are advised to take the following steps to attend and vote virtually on the day of the Meeting:

- 1) (**Login**) Login to the Automic website (https://investor.automic.com.au/#/home) using your username and password.
- 2) (**Registration on the day**) If registration for the virtual meeting is open, click on 'Meeting open for registration' and follow the steps.
- 3) (**Live voting on the day**) If live voting for the virtual meeting is open, click on 'Meeting open for voting' and follow the steps.

It is recommended that Shareholders wishing to attend the Meeting log in from 1:30pm (AEDT) on Friday, 28 January 2022.

The Virtual Meeting Registration and Voting Guide appended to this Notice includes details of how to ensure your browser is compatible with the online platform, and a step-by-step guide to logging in, navigating the site and asking questions and voting at the meeting.



VOTING AT THE MEETING AND APPOINTMENT OF PROXIES

Voting on all Items of business will be decided by way of a poll. The Chairman of the Meeting will open the poll at the beginning of the Meeting and the poll will remain open until the close of the Meeting. Shareholders are encouraged to lodge a directed proxy before the proxy deadline even if they plan to attend the meeting online.

Shareholders may vote at the Meeting in either of two ways:

- during the Meeting, while participating in the Meeting through the online platform; or
- by appointing a proxy prior to the deadline of <u>2.00pm (AEDT) on Wednesday, 26 January</u> 2022.

Appointment of a Proxy

A Shareholder who is entitled to participate in and vote at the Meeting is entitled to appoint a proxy to participate in the meeting and vote on behalf of the Shareholder. A Shareholder who is entitled to cast two or more votes may appoint up to two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. A proxy need not be a Shareholder of the Company.

Appointment of two proxies

If the Shareholder appoints two proxies:

- The Shareholder may specify the proportion or number of votes that each proxy is entitled to exercise.
- If no proportion or number of votes is specified, each proxy may exercise half of the Shareholder's votes.
- If the specified proportion or number of votes exceeds that to which the Shareholder is entitled, each proxy may exercise half of the Shareholder's votes.
- Any fractions of votes brought about by the apportionment of votes to a proxy will be disregarded.

Proxy Voting by the Chair

With respect to Item 2 (Remuneration Report), if the Chair is appointed as a Shareholder's proxy and that Shareholder has not specified the way in which the Chair is to vote on Item 2 (by marking the appropriate box directing the Chair to vote "For" or "Against", or to "Abstain"), then, as stated on the Proxy Form, the Shareholder will be taken to be authorising the Chair to vote IN FAVOUR of Item 2, even though Item 2 is connected directly or indirectly with the remuneration of Key Management Personnel, which includes the Chair.

With respect to <u>all other Items of business</u>, where the Chair is appointed as a Shareholder's proxy and that Shareholder has not specified the way in which the Chair is to vote, the Chair intends to vote all such undirected proxies **IN FAVOUR** of the resolutions in the Notice of Meeting.

Deadline for submission of Proxy Forms and online appointment of proxies

To be effective, the Proxy Form must be completed, signed and submitted with the Company's share registry by **no later than** 2.00pm (AEDT) on Wednesday, 26 January 2022 (the **Proxy Deadline**).

The Proxy forms can also be submitted by the following means:

By Post Automic Pty Ltd GPO Box 5193

Sydney NSW 2001



By Hand Automic Pty Ltd

Level 5

126 Phillip Street Sydney NSW 2000

By Email <u>meetings@automicgroup.com.au</u>

By Facsimile +61 2 8583 3040

Lodge the Proxy Form online at (https://investor.automic.com.au/) by **Online**Conline

Conline

Con

holding details as shown on the Proxy Form. Click on 'View Meetings'

- 'Vote'. To use the online lodgement facility, Shareholders will need
their holder number (Securityholder Reference Number (SRN)) or
Holder Identification Number (HIN)) as shown on the front of the Proxy

Form.

Proxy Forms signed by attorneys

If the Proxy Form is signed by an attorney, the relevant original power of attorney, or a certified copy of it, must also be submitted by mail or delivered by hand, and must be received by the Company's share registry before the Proxy Deadline.

CORPORATE REPRESENTATIVES AND CORPORATE PROXIES

Bodies corporate who are Shareholders, or who have been appointed as proxies, may appoint an individual as a corporate representative to participate in and vote at the Meeting on their behalf. Corporate representatives must be appointed in accordance with section 250D of the Corporations Act.

The Company requires evidence of the appointment as a corporate representative, in the form of a copy of the letter or other document confirming that the corporate representative is authorised to act in that capacity, properly executed in accordance with the body corporate's constitution, to be received by the Company before the commencement of the Meeting. Shareholders and corporate representatives are encouraged to provide the documentation evidencing appointment to share registry by 2.00pm (AEDT) on Wednesday, 26 January 2022.

ASKING QUESTIONS - BEFORE AND AT THE MEETING

Written questions for the Company's auditor should be submitted to the Company no later than the fifth business day before the Meeting, being Monday 24 January 2022, and should relate to the content of the Auditor's Report and the conduct of the audit. The auditor will also participate online in the Meeting.

It is preferred that written questions for the Company's auditor and also in relation to other items are submitted by email to cosec@emersonoperations.com.au

Participants in the Meeting may also submit questions and comments online during the Meeting via the online platform.



ANNUAL REPORT

Copies of the Company's full 2021 Annual Report may be accessed on our website at http://www.donacointernational.com/irm/content/annual-reports.aspx?RID=398

By order of the Board.

H. Hellin

Hasaka Martin Company Secretary

24 December 2021



EXPLANATORY NOTES

These Explanatory Notes provide additional information on matters to be considered at the Annual General Meeting. The Explanatory Notes form part of the Notice of Meeting.

ITEM 1 - Financial Statements

As required by section 317 of the Corporations Act, the Financial Report, Directors' Report and Auditor's Report of the Company for the most recent financial year will be tabled at the Meeting. The Financial Report contains the financial statements of the Company and its subsidiaries.

There is no requirement for a formal resolution on this Item of business.

The Chair of the Meeting will allow a reasonable opportunity during the Meeting for Shareholders to ask questions about or make comments on the management of the Company. Shareholders will also be given a reasonable opportunity during the Meeting to ask the Company's auditor, questions about the Auditor's Report, the conduct of its audit of the Company's Financial Report for the year ended 30 June 2021, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in its preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.

Shareholders may submit written questions for the auditor in relation to the above matters. Written questions to the auditor must be received by the Company no later than 2.00pm (AEDT) on Monday, 24 January 2022.

ITEM 2 - Adoption of Remuneration Report (Resolution 1)

In accordance with section 300A of the Corporations Act, the Company has prepared a Remuneration Report for the consideration of Shareholders.

The Remuneration Report is found in the Annual Report for the year ended 30 June 2021.

As provided by section 250R(3) of the Corporations Act, the resolution on this Item of business is advisory only and does not bind the Board or the Company. However, the Directors will take into account the discussion on this Item of business and the outcome of the vote when considering future remuneration arrangements for Directors and senior executives.

Shareholders will have an opportunity to comment on or ask questions about the Remuneration Report during the Meeting.

Board Recommendation

The Board unanimously recommends that Shareholders vote **IN FAVOUR** of this resolution.

Voting Prohibition

As required by the Corporations Act, the Company will disregard any votes cast on Item 2 by any member of the Company's Key Management Personnel or a Closely Related Party of any such member unless the person:

i. votes as a proxy appointed by writing that specifies how the person is to vote on the resolutions; or



ii. is the Chair of the Meeting and votes as a proxy appointed by writing that expressly authorises the Chair to vote on the resolution even though that resolution is connected with the remuneration of a member of the Company's KMP.

What this means for Shareholders: If you intend to appoint a member of the KMP (such as one of the Directors) as your proxy, please ensure that you direct them how to vote on the proposed resolution in Item 2. If you intend to appoint the Chair of the Meeting as your proxy, you can direct him or her how to vote by marking the boxes for Item 2 (for example, if you wish to vote for, against or abstain from voting), or you can choose not to mark any of the boxes for Item 2, in which case, as stated on the Proxy Form, you will be taken to be expressly authorising the Chair to vote your undirected proxy as the Chair determines (in which case the Chair will vote IN FAVOUR of this Item 2).

ITEM 3: Election of Director - Mr Rod Sutton (Resolution 2)

Mr Rod Sutton was appointed as non-executive Director on 29 November 2019 and was last elected at the 2020 Annual General Meeting. Mr Sutton retires by rotation in accordance with clause 12.4 of the Constitution. Item 3 provides for the re-election of Mr Sutton as Director of the Company in accordance with the Constitution.

Mr Sutton has over 25 years' experience in business advisory and management. He is currently a Special Advisor to the Asia Pacific region of FTI Consulting, a professional services and consulting business listed on the New York Stock Exchange. Upon joining FTI Consulting in 2010, Rod was appointed as its Chairman of Asia Pacific. In that role he had oversight of all elements of the Asia Pacific business including FTI Consulting's numerous client-facing activities, regional and global strategy, vetting of acquisition opportunities, and management of all support functions including but not limited to the Finance, Human Resources, Information Technology, Marketing and Operations departments. In addition, he was a member of FTI Consulting's global Executive Committee. He moved back to a full client facing role in June 2017 as a Special Advisor.

Board Recommendation

The Directors, (excluding Mr Sutton), unanimously recommend that the Shareholders vote **IN FAVOUR** of Item 3.

Chair's Voting Intention

The Chairman intends to vote all available undirected proxies **IN FAVOUR** of this Item 3. Any change to the Chairman's voting intention will be announced to the ASX.

ITEM 4: Election of Director - Mr Porntat Amatavivadhana (Resolution 3)

Mr Porntat Amatavivadhana is the Chair of the Board of Directors and a non-executive Director. He was appointed as Director on 3 August 2020 and was last elected at the 2020 Annual General Meeting. Mr Amatavivadhana retires by rotation in accordance with clause 12.4 of the Constitution. Item 4 provides for the re-election of Mr Amatavivadhana as Director of the Company in accordance with the Constitution.

Mr Amatavivadhana is a founding principal and CEO of Infinite Capital, a successful boutique corporate advisory firm based in Bangkok. He has considerable experience in mergers & acquisitions, corporate restructuring and capital raisings and significant experience with the Company having been non-executive director of the Company from 1 July 2015 through to 3 July 2017. Mr Amatavivadhana holds a Master's in Management Science and a BA in Finance and Banking.

Mr Amatavivadhana is currently an independent director at Sansiri Plc, one of the largest real estate developers in Thailand, which is listed on the Stock Exchange of Thailand.



Board Recommendation

The Directors, (excluding Mr Amatavivadhana), unanimously recommend that the Shareholders vote ${\bf IN}\ {\bf FAVOUR}$ of Item 4.

Chair's Voting Intention

The Chairman intends to vote all available undirected proxies **IN FAVOUR** of this Item 4. Any change to the Chairman's voting intention will be announced to the ASX.



GLOSSARY

AEDT means Australian Eastern Daylight Time as observed in Sydney, Australia.

Annual General Meeting or Meeting or AGM means the meeting convened by this Notice.

Associate has the same meaning as that under the Corporations Act.

ASX means ASX Limited ACN 008 624 691.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

Closely Related Party has the meaning defined in section 9 of the Corporations Act.

Company means Donaco International Ltd ABN 28 007 424 777.

Constitution means the Company's Constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the current directors of the Company.

Equity Securities has the meaning given to that term in the ASX Listing Rules.

Explanatory Notes means the explanatory notes accompanying the Notice.

FY21 means the Company's financial year from 1 July 2020 to 30 June 2021.

Items means the resolutions set out in the Notice, and **Item** means any one of them, as the context requires.

Key Management Personnel (or **KMP**) has the meaning defined in section 9 of the Corporations Act.

Meeting means the annual general meeting of the Company, convened by this Notice.

Notice or **Notice** of **Meeting** or **Notice** of **Annual General Meaning** means this notice of annual general meaning and the Explanatory Notes.

Proxy Form means the proxy form used to appoint a proxy, which can be completed online at https://investor.automic.com.au/ or obtained from the Company's share registry.

Remuneration Report means the remuneration report set out in the Directors' Report in the Company's Annual Report for FY21.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of a Share.

Virtual AGM Online Guide means the guide made available on the Company website to assist Shareholders to participate in the Meeting.



Proxy Voting Form

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

Holder Number:

Your proxy voting instruction must be received by **2.00pm (AEDT) on Wednesday, 26th January 2022,** 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 KMP.

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://automic.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

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

PHONE:

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

FD 5.

Sign Here + Contact Details

Ш

VIRTUAL PARTICIPATION AT THE AGM:

The company is pleased to provide shareholders with the opportunity to attend and participate in a virtual Meeting through an online meeting platform powered by Automic, where shareholders will be able to watch, listen, and vote online.

To access the virtual meeting:

- 1. Open your internet browser and go to investor.automic.com.au
- 2. Login with your username and password or click "register" if you haven't already created an account. Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting

Further information on how to do this is set out in the Notice of Meeting. The Explanatory Notes that accompany and form part of the Notice of Meeting describe the various matters to be considered.

COMPLETE AND RETURN THIS FORM AS INSTRUCTED ONLY IF YOU DO NOT VOTE ONLINE

I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of Donaco International Limited, to be held virtually at 2.00 pm (AEDT) on Friday, 28th January 2022 hereby:

Appoint the Chairman of the Meeting (Chair) OR if you are not appointing the Chairman 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.

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

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

	Resolutions	For	Against Abstain
	1. Adoption of Remuneration Report		
	2. Election of Director – Mr Rod Sutton		
y Ourig	3. Election of Director — Mr Porntat Amatavivadh	ana	
o a land			
; ;			
5			
	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 poll and your votes will not be counted in computing the required majority on a poll.		

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary
ontact Name:		
nail Address:		
ontact Daytime Telephone		Date (DD/MM/YY)
providing your email address, you elect to receive all o		