

**CRIGEN RESOURCES LIMITED ACN 644 338 018**  
**NSX CODE: CRG**

**NOTICE OF ANNUAL GENERAL MEETING 2023**

The Annual General Meeting of Crigen Resources Limited (ACN 644 338 018) will be held as follows:

**TIME:** 4.00 pm MYT / 7.00 pm AEDT.

**DATE:** 14 October 2023

**PLACE:** G Hotel Kelawai, 2, Persiaran Maktab, 10250 George Town, Pulau Pinang, and accessible via zoom video conference, meeting to be accessed at [www.advancedshare.com.au/virtual-meeting](http://www.advancedshare.com.au/virtual-meeting).

*This is an important document and requires your immediate attention.*

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

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

## AGENDA

### 1. FINANCIAL REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2023 together with the declaration of the Directors, the Director's report, the remuneration report and the auditor's report (together, the **annual report**).

**Note: Except as set out in resolution 1, there is no requirement for shareholders to approve these reports, and no resolution will be put to shareholders on this item of business.**

*Sufficient time will be allowed at the Meeting to discuss the reports and to ask questions of the Directors and the Company's auditor.*

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### 2. RESOLUTION 1 – ADOPTION OF THE REMUNERATION REPORT

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

That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the remuneration report contained in the Company's annual report for the financial year ended 30 June 2023 be adopted.

**Note: this resolution shall be determined as if it were an ordinary resolution but under section 250R(3) of the Corporations Act, the vote on this resolution is advisory only and does not bind the Directors or the Company. The Directors will consider the outcome of the vote and comments made by shareholders on the remuneration report at the AGM when reviewing the Company's remuneration policies.**

**Voting exclusion statement:**

A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

- a member of the Key Management Personnel (KMP), details of whose remuneration are included in the remuneration report; or
- a Closely Related Party of such a member.

However, a person (the voter) described above may cast a vote on this resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this resolution; or
- the voter is the Chair and the appointment of the Chair as proxy:
  - does not specify the way the proxy is to vote on this resolution; and
  - expressly authorises the Chair to exercise the proxy even though this resolution is connected directly or indirectly with the remuneration of a member of the KMP.

**3. RESOLUTION 2 - RETIREMENT BY ROTATION NOT TO APPLY TO DIRECTORS**

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

Resolved that, as allowed under clause 20.2 of the Constitution, the provision in clause 20.2 of the Constitution for retirement by rotation which applies to Directors will not apply and Directors are not subject to retirement by rotation until determined otherwise.

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**4. RESOLUTION 3 - APPOINTMENT OF AUDITOR AT FIRST AGM**

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

That for the purposes of section 327B(1)(a) of the Corporations Act and for all other purposes, Moore Australia (WA) Pty Ltd (ABN: 73 009 297 769) of Exchange Plaza, 2 The Esplanade, Perth WA 6000, having been nominated by a shareholder and consented in writing to act as auditor of the Company, be appointed as auditor of the Company.

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Dated: 07/09/2023

**By order of the Board**

**Tan Chuen Hooi (Dennis Tan)**

## Explanatory Memorandum

This explanatory memorandum has been prepared to help shareholders understand the items of business at the 2023 AGM.

### **1. FINANCIAL REPORTS**

In accordance with the Corporations Act, the business of the AGM will include receipt and consideration of the annual report of the Company for the financial year ended 30 June 2023 together with the declaration of the Directors, the Directors' report, the remuneration report and the auditor's report.

Neither the Corporations Act nor the Company's Constitution requires a vote of the shareholders on the reports. However, shareholders will be given an opportunity to raise questions or comments on the management of the Company.

A reasonable opportunity will also be given to shareholders at the AGM to ask the Company's auditor questions relevant to the conduct of the audit, the preparation and conduct of the auditor's report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.

The Company will not provide a hard copy of the Company's annual report to shareholders unless specifically requested to do so. Shareholders may access the annual report from the Company's website: <https://investor.danaiwellness.com/> or via the Company's announcement platform on NSX.

Except as set out in resolution 1, no resolution is required on these reports.

### **2. RESOLUTION 1 – ADOPTION OF THE REMUNERATION REPORT**

#### **2.1 General**

Shareholders will have a reasonable opportunity at the AGM to ask questions about or make comments on the remuneration report. The remuneration report sets out the remuneration policies of the Company and reports on the remuneration arrangements in place for the Company's KMP during the year ended 30 June 2023.

As prescribed by the Corporations Act, the vote on the adoption of the remuneration report is advisory only and does not bind the Directors or the Company. The Board will, however, take the outcome of the vote and discussion at the AGM into account in setting the remuneration policy for future years.

A voting exclusion statement applies to this resolution, as set out on page 2.

## Board Recommendation

The Board recommends that shareholders vote in favour of this resolution.

### 2.2 Voting consequences

A company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

### 2.3 Previous voting results

As this is the Company's first AGM, the remuneration report of the Company has not been considered before. Accordingly, a Spill Resolution will not be relevant for this Meeting.

### 2.4 Proxy voting restrictions

Shareholders appointing a proxy for this resolution should note the following:

Proxy	Directions given	No directions given
Key Management Personnel (KMP) <sup>1</sup>	Vote as directed	Unable to vote <sup>3</sup>
Chair <sup>2</sup>	Vote as directed	Able to vote at discretion of proxy <sup>4</sup>
Other	Vote as directed	Able to vote at discretion of proxy

Notes:

<sup>1</sup> Refers to Key Management Personnel (other than the Chair) whose remuneration details are included in the remuneration report, or a Closely Related Party of such a member.

<sup>2</sup> Refers to the Chair (where he/she is also a member of the Key Management Personnel whose remuneration details are included in the remuneration report), or a Closely Related Party of such a member.

<sup>3</sup> Undirected proxies granted to these persons will not be voted and will not be counted in calculating the required majority if a poll is called on this resolution.

<sup>4</sup> The proxy form notes it is the Chair's intention to vote all undirected proxies in favour of all resolutions.

### **3. RESOLUTION 2 – RETIREMENT BY ROTATION NOT TO APPLY TO DIRECTORS**

Clause 20.2 of the Company's constitution states:

#### **20.2 Retirement by rotation**

Unless otherwise determined by a resolution of the Company, while the Company is listed, one third of the Directors for the time being, or if their number is not a multiple of 3, then the whole number nearest one third, must retire from office at each annual general meeting. The Directors to retire will be those who have been longest in office since their last election, but as between persons who became Directors on the same day, those to retire will, unless they otherwise agree among themselves, be determined by drawing lots. A retiring Director may act as a Director throughout the meeting at which it retires and at any adjournment. This clause does not apply to the managing director, but if there is more than 1 managing director, only the managing director who was first appointed is entitled not to be subject to re-election.

Clause 20.2 specifies an ordinary resolution.

The Company and the shareholders will have the opportunity to revisit the issue and determine otherwise should there be a change in circumstances.

#### ***Board Recommendation***

The Board recommends that shareholders vote in favour of this resolution. The Chair intends to vote undirected proxies in favour of resolution 2.

### **4. RESOLUTION 3 – APPOINTMENT OF AUDITOR AT FIRST AGM**

Section 327B(1) of the Corporations Act provides that a public company must appoint an auditor at its first AGM and at any subsequent AGM thereafter where there is a vacancy.

The Directors appointed Moore Australia (WA) Pty Ltd (**Moore Australia**) as the Company's auditor following registration of the Company.

In accordance with section 328B, the Company has sought and obtained a nomination

from a shareholder for Moore Australia to be appointed as the Company's auditor. A copy of this nomination is attached to this Explanatory Memorandum as Annexure A.

Moore Australia has given its written consent to act as the Company's auditor in accordance with section 328A(1) of the Corporations Act (subject to shareholder approval of this resolution).

If this resolution is passed, the appointment of Moore Australia (WA) as the Company's auditor will take effect at the close of this Meeting.

***Board Recommendation***

The Board recommends that Shareholders vote in favour of this resolution.

## GLOSSARY

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**\$** means Australian dollars.

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

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

**Chair** means the chair of the Meeting.

**Closely Related Party** of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth) for the purposes of the definition of 'closely related party' in the Corporations Act.

**Company** means Crigen Resources Limited ACN 644 338 018.

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

**Corporations Act** means the *Corporations Act 2001* (Cth).

**Directors** means the current directors of the Company.

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

**Key Management Personnel** has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.



**Notice** or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

**Proxy Form** means the proxy form accompanying the Notice.

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

**Section** means a section of the Explanatory Statement.

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

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

## ANNEXURE A – NOMINATION OF AUDITOR LETTER

15 September 2023

Crigen Resources Limited

I, Shanil Nanayakkara, being a director of Crigen Resources Limited ACN 644 338 018 (**Company**), nominate Moore Australia (WA) Pty Ltd in accordance with section 328B(1) of the *Corporations Act 2001* (Cth) (**Act**) to fill the office of auditor of the Company.

Please distribute copies of this notice of this nomination as required by section 328B(3) of the Act.

Signed and dated 15 September 2023.

A handwritten signature in black ink, appearing to be 'S. Nanayakkara', with a long horizontal line extending to the right.

**SHANIL NANAYAKKARA**

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