



15 December 2021

Wiseway Group Limited
(ASX: WWG)
ABN 26 624 909 682

Registered office:
39-43 Warren Avenue
BANKSTOWN NSW 2200
T: +612 9790 7888

ASX Announcement

Wiseway Group Notice of Annual General Meeting

Wiseway Group Limited (ASX: WWG, “**Wiseway**” or “the **Company**”), attaches for lodgment the following documents in relation to the Company’s Annual General Meeting:

- Notice of Meeting; and
- Sample Proxy Form;

This announcement was authorised for release by the Company Secretary.

ENDS

For further information, please contact:

Investor enquiries

Florence Tong
Managing Director
E: admin@wiseway.com.au

Media enquiries

Noha Habib
Symbol Strategic Communications
E: Wiseway@symbolstrategic.com.au

About Wiseway Group Limited (the Company)

Wiseway (ASX: WWG) is a leading provider of integrated logistics solutions, with a global network of strategically located warehouses and facilities and a large modern fleet of trucks and delivery vehicles.

Established in 2005 to serve the growing Australia-Asia Pacific trade industry, Wiseway has grown to become one of the top three outbound air freight logistics providers in Australia. With multiple strategically located operation hubs in Australia, the US, and the Asia Pacific, the Company provides its large base of domestic and international customers with specialist cross-border logistics services including air freight, sea freight, import, domestic transportation, warehousing, and customs clearance.

For more information, please visit www.wiseway.com.au

Wiseway Group Limited
39-43 Warren Avenue
Bankstown, NSW
Australia 2200
ACN: 624 909 682

admin@wiseway.com.au
www.wiseway.com.au



Wiseway Group Limited

Notice of 2021 Annual General Meeting Explanatory Statement | Proxy Form

Date: 20 January 2022

Time: 11.00AM AEDT

Location:

Automic Group, Level 5, 126 Philip Street, Sydney
NSW 2000 Australia

This Notice of Meeting 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.

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Important Information for Shareholders about the Company's 2021 AGM

Shareholders are invited to attend and participate in this AGM in person. However, physical attendance at the AGM will be subject to any change in applicable government and venue restrictions at the time of the meeting.

In the lead up to the AGM, the Company will closely monitor the evolving COVID-19 situation and, if necessary, we will revert to an online meeting only. The Company will ensure that shareholders are given as much notice as possible by lodging an announcement on the ASX and on its website www.wiseway.com.au.

Shareholders are urged to monitor the ASX announcements platform and the Company's website.

Venue and Voting Information

The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 11:00am AEDT on Thursday, 20 January 2022 at Automic Group, Level 5, 126 Philip Street, Sydney, NSW 2000 Australia.

Your vote is important

The business of the Annual General Meeting affects your shareholding, and your vote is important.

Voting in person

To vote in person, attend the Annual General Meeting on the date and at the place set out above.

Voting by proxy

To vote by proxy, please use one of the following methods:

Online	www.linkmarketservices.com.au Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form). Please note that the online proxy facility is not suitable for shareholders wishing to appoint two proxies.
By post	Wiseway Group Ltd C/- Link Market Services Limited, Locked Bag A14, Sydney South NSW 1235, Australia.
By hand	Link Market Services Limited, Level 12, 680 George Street, Sydney NSW 2000, Australia
By fax	+61 2 9287 0309

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting. **Proxy Forms received later than this time will be invalid.**

Power of Attorney

If the proxy form is signed under a power of attorney on behalf of a shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the proxy form, unless the power of attorney has already provided it to the Share Registry.

Corporate Representatives

If a representative of a corporate shareholder or a corporate proxy will be attending the Meeting, the representative should bring to the Meeting adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

Notice of Annual General Meeting

Notice is hereby given that an Annual General Meeting of Shareholders of Wiseway Group Limited ACN 624 909 682 will be held at 11:00 (AEDT) on Thursday, 20 January 2022 at Automic Group, Level 5, 126 Philip Street, Sydney NSW 2000 Australia (**Meeting**).

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and the Proxy Form forms part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 7:00pm (AEDT) on Tuesday, 18 January 2022.

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 30 June 2021 together with the declaration of the Directors, the Directors’ Report, the Remuneration Report and the Auditor’s Report for that financial year.”

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

Pursuant to the Corporations Act, Shareholders 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

Ordinary business

Remuneration Report

1. Resolution 1 – Adoption of Remuneration Report

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

“That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company’s Annual Financial Report for the financial year ended 30 June 2021.”

Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion Statement: In accordance with the Corporations Act, the Company will disregard any votes cast on Resolution 1 by or on behalf of a member of the Company’s key management personnel (including the Directors), whose remuneration details are included in the Remuneration Report (**KMP**), or any of that person’s Closely Related Parties (such as close family members and any controlled companies of those persons) (collectively referred to as Restricted Voter). However, the Company need not disregard a vote if:

- (a) it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 1; and
- (b) it is not cast on behalf of a Restricted Voter.

If you appoint the person chairing the Meeting (**Chair**) and you are not a Restricted Voter, by submitting the Proxy Form you authorise the person chairing the Meeting to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP, and you will be taken to have directed the Chair to vote in accordance with his or her stated intention to vote in favour of Resolution 1. If you do not want your vote exercised in favour of Resolution 1, you should direct the person chairing the Meeting to vote “against”, or to abstain from voting on, this Resolution.

Election & Re-election of Directors

2. Resolution 2 – Election of Mr Robert McNutt as Director

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

“That Mr Robert McNutt, a Director appointed as an additional Director and holding office until the next general meeting of the Company after his appointment in accordance with the Company’s Constitution and ASX Listing Rule 14.4, be elected as a Director of the Company, effective immediately.”

3. Resolution 3 – Election of Mr Brandon Teo as Director

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

“That Mr Brandon Teo, a Director appointed as an additional Director and holding office until the next general meeting of the Company after his appointment in accordance with the Company’s Constitution and ASX Listing Rule 14.4, be elected as a Director of the Company, effective immediately.”

4. Resolution 4 – Election of Mr Ken Tong as Director

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

“That Mr Ken Tong, a Director appointed as an additional Director and holding office until the next general meeting of the Company after his appointment in accordance with the Company’s Constitution and ASX Listing Rule 14.4, be elected as a Director of the Company, effective immediately.”

5. Resolution 5 – Re-election of Ms Florence Tong as Director

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

“That Ms Florence Tong, a Director who retires by rotation in accordance with the Company’s Constitution and ASX Listing Rule 14.4 and 14.5 and being eligible offers herself for re-election as a Director of the Company, effective immediately.”

Special Business

Adoption of Employee Incentive Plan

6. Resolution 6 – Approval of Employee Incentive Plan

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

“That, for the purposes of ASX Listing Rule 7.2 (exception 13(b)), and for all other purposes, the Shareholders of the Company approve the adoption of the Employee Incentive Plan, 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 6 by or on behalf of:

- (a) a person who is eligible to participate in the Employee Incentive Plan; 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.

Voting Prohibition Statement: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 6 if:

- (a) the proxy is either:
 - (i) a member of the Company's Key Management Personnel; or
 - (ii) a closely related party of a member of the Company's Key Management Personnel; and
- (b) the appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair of the Meeting; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

7. **Resolution 7 – Approval of Issue of Incentive Awards to Ms Florence Tong, Managing Director and Executive Director**

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

"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 452,978 Unlisted Options and 59,323 Unlisted Performance Rights under the Employee Incentive Plan to Ms Florence Tong, Managing Director and Executive Director, 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 referred to in rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Employee Share Option Plan; 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 to be excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder vote on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 7 if:

- (a) the proxy is either:
 - (i) a member of the Company's Key Management Personnel; or
 - (ii) a closely related party of a member of the Company's Key Management Personnel; and
- (b) the appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair of the Meeting; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

8. **Resolution 8 – Approval of Proportional Takeover Provisions**

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

"That, for the purposes of section 136 of the Corporations Act and for all other purposes, the proportional takeover provisions in the Constitution of the Company be approved, with effect from the date of the meeting for a period of three years."

BY ORDER OF THE BOARD



Roger Tong
Company Secretary

15 December 2021

Explanatory Statement

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at 11:00am AEDT on 20 January 2022 at Automic Group, Level 5, 126 Philip Street, Sydney NSW 2000 Australia.

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 Annual General Meeting are set out below.

Agenda

Ordinary business

Financial statements and reports

In accordance with the Constitution and the Corporations 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 30 June 2021 together with the declaration of the Directors, the Director's Report, the Remuneration Report and the Auditor's Report.

In accordance with the amendments to the Corporations Act, the Company is no longer required to provide a hard copy of the Company's Annual Financial Report to Shareholders unless a Shareholder has specifically elected to receive a printed copy.

Whilst the Company will not provide a hard copy of the Company's Annual Financial Report unless specifically requested to do so, Shareholders may view the Company Annual Financial Report on its website at www.wiseway.com.au/investor/

No resolution is required for this item, but Shareholders 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 Company Secretary. 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 Thursday, 13 January 2022:

- to Wiseway Group Ltd, C/- Link Market Services Limited, Locked Bag A14, Sydney South NSW 1235, Australia; or
- by facsimile to +61 2 9287 0309 with a copy via email to roger@wiseway.com.au; or
- to the registered office of the Company at 39-43 Warren Avenue, Bankstown, NSW 2200, with a copy via email to roger@wiseway.com.au

At the AGM, the Chairman of the meeting will give KPMG (or their representative) a reasonable opportunity to answer written questions submitted in accordance with the Corporations Act. If written answers are tabled at the AGM, they will be made available to shareholders as soon as practicable after the AGM.

Resolutions

Ordinary business

Remuneration Report

Resolution 1 – Adoption of Remuneration Report

In accordance with section 250R(2) of the Corporations Act, the Company is required to present to its Shareholders the Remuneration Report as disclosed in the Company's Annual Financial Report.

The vote on the Resolution is advisory only and does not bind the Directors or the Company. The Remuneration Report is set out in the Company's Annual Financial Report and is also available on the Company's website at www.wiseway.com/investor/

However, if at least 25% of the votes cast are against the adoption of the Remuneration Report at the Meeting (subject of this Notice of Meeting), and then again at the 2023 Annual General Meeting (**2023 AGM**), the Company will be required to put to the vote a resolution (**Spill Resolution**) at the 2023 AGM to approve the calling of a further meeting (**Spill Meeting**). If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the Spill Meeting within 90 days of the 2023 AGM. All of the Directors who were in office when the 2023 Directors' Report was approved, other than the Managing Director, will (if desired) need to stand for re-election at the Spill Meeting.

The Remuneration Report explains the Board's policies in relation to the nature and amount of remuneration paid to KMPs (including Directors) and sets out remuneration details, service agreements and the details of any share-based compensation.

Voting

Note that a voting exclusion applies to Resolution 1 in the terms set out in the Notice of Meeting. In particular, the Directors and other Restricted Voters must not vote on this Resolution and must not cast a vote as proxy, unless the appointment gives a direction on how to vote, or the proxy is given to the Chair and you submit the Proxy Form, authorising the Chair to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP and that in doing so you will be taken to have directed the Chair to vote in accordance with the Chair's stated intention to vote in favour of Resolution 1.

Shareholders are urged to read carefully the Proxy Form and to provide a direction to the proxy on how to vote on this Resolution.

Board Recommendation and Chair Voting Intention

The Board considers that the Company's remuneration policies are structured to provide rewards based on its performance and are competitive with those in the markets in which it operates. On that basis, and with each Director acknowledging their own personal interest, the Board unanimously recommends that shareholders vote in favour of this non-binding ordinary resolution.

The Chair intends to vote undirected proxies in **FAVOUR** of Resolution 1.

Re-election of Directors

Resolution 2 – Election of Mr Robert McNutt as Director

In accordance with clause 20.6 of the Company's Constitution, any Director appointed in addition to the existing Directors will hold office until the next annual general meeting and is then eligible for re-election.

ASX Listing Rule 14.4 also provides that each additional director appointed during the year is to hold office until the next annual general meeting and is then eligible for election as a Director of the Company.

Mr McNutt was appointed as an additional Director of the Company on 9 August 2021 and has since served as a Director of the Company.

Under this Resolution, Mr McNutt seeks election as a Director of the Company at this AGM.

Mr McNutt has more than 30 years' experience in leadership and senior managerial positions across US corporations. Mr McNutt has overseen financial and strategic planning functions and worked on US based and cross border merger and acquisition transactions. Mr McNutt's most recent role was Chief Financial Officer at Lamb Weston, a US based food processing company that is one of the largest producers and processors of frozen potato products.

Directors' recommendation

The Directors (excluding Mr McNutt) recommend that Shareholders vote for this Resolution.

The Chair intends to vote undirected proxies in **FAVOUR** of Resolution 2.

Resolution 3 – Election of Mr Brandon Teo as Director

In accordance with clause 20.6 of the Company's Constitution, any Director appointed in addition to the existing Directors will hold office until the next annual general meeting and is then eligible for re-election.

ASX Listing Rule 14.4 also provides that each additional director appointed during the year is to hold office until the next annual general meeting and is then eligible for election as a Director of the Company.

Mr Teo was appointed as an additional Director of the Company on 18 August 2021 and has since served as a Director of the Company.

Under this Resolution, Mr Teo seeks election as a Director of the Company at this AGM.

Mr Teo is the Founder of TAF E-Logistics, a Singapore based freight and logistics company that was recently acquired by Wiseway Group Limited. Mr Teo's career spans 40 years working with well-regarded international companies in the freight industry including Qantas, Northern Airfreight, and Air Express International, where he helped establish their footprint in Southeast Asia.

Directors' recommendation

The Directors (excluding Mr Teo) recommend that Shareholders vote for this Resolution.

The Chair intends to vote undirected proxies in **FAVOUR** of Resolution 3.

Resolution 4 – Election of Mr Ken Tong as Director

In accordance with clause 20.6 of the Company's Constitution, any Director appointed in addition to the existing Directors will hold office until the next annual general meeting and is then eligible for re-election.

ASX Listing Rule 14.4 also provides that each additional director appointed during the year is to hold office until the next annual general meeting and is then eligible for election as a Director of the Company.

Mr Tong was appointed as an additional Director of the Company on 1 March 2021 and has since served as a Director of the Company.

Under this Resolution, Mr Tong seeks election as a Director of the Company at this AGM.

Mr Tong has a Bachelor of Commerce (Distinction) and Law (First Class Honours) from the University of New South Wales. Mr Tong currently has a career in management consulting.

Directors' recommendation

The Directors (excluding Mr Tong) recommend that Shareholders vote for this Resolution.

The Chair intends to vote undirected proxies in **FAVOUR** of Resolution 4.

Resolution 5 – Re-election of Ms Florence Tong as Director

Clause 21.1 of the Company's Constitution requires that a Director shall not hold office for a period in excess of three years or past the third annual general meeting following his or her appointment.

ASX Listing Rule 14.4 also provides that each Director must not hold office (without re-election) past the third annual general meeting following the Director's appointment or three years, whichever is longer. ASX Listing Rule 14.5 also provides that an entity which has Directors must hold an election of Directors at each annual general meeting.

Ms Tong was appointed a Director of the Company on 16 March 2018 and not sought re-election since appointment.

Under this Resolution, Ms Tong has elected to retire by rotation, and being eligible, seeks re-election as a Director of the Company at this AGM.

Ms Tong is the Co-Founder and Managing Director and Executive Director of the Company. Ms Tong has 15 years' experience in the logistics industry and has led the growth of Wiseway Group Limited through building strategic partnerships with airlines and ecommerce platforms. Ms Tong's experience includes previous roles with Australian banks and working with Fortune 500 companies on expanding their footprint into China and Asia.

Directors' recommendation

The Directors (excluding Ms Tong) recommend that Shareholders vote for this Resolution.

The Chair intends to vote undirected proxies in **FAVOUR** of Resolution 5.

Special Business

Approval of Employee Incentive Plan

Resolution 6 – Approval of Employee Incentive Plan

Background

The Company's Employee Incentive Plan (**Incentive Plan**) was originally adopted by the Company as outlined in the prospectus dated 30 October 2018. Now that the Company has been included in the official list of the ASX for more than three years, the Company can no longer rely on the exception in Listing Rule 7.2 (Exception 13(a)) – which applies to employee incentive schemes established by a company before listing (but only for a period of three years). Accordingly, the Company seeks Shareholder approval to approve the Incentive Plan for the purposes set out in this Explanatory Statement.

A summary of the key terms of the Incentive Plan is set out in Annexure A, and a copy of the rules of the Incentive Plan is available upon request from the Company Secretary on roger@wiseway.com.au

ASX Listing Rules

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.

If this Resolution is approved by Shareholders for all purposes under the Corporations Act and the ASX Listing Rules, including ASX Listing Rule 7.2 (exception 13(b)), it will have the effect of enabling the securities issued by the Company under the Incentive Plan to be automatically excluded from the formula to calculate the number of securities which the Company may issue in any 12-month period using Listing Rule 7.1 (15% capacity) during the next three-year period.

If the Resolution is not approved by Shareholders, any securities issued by the Company under the Incentive Plan will be included in the formula to calculate the number of securities which the Company may issue in any 12-month period using Listing Rule 7.1 (15% capacity).

The number of securities issued under the Incentive Plan since listing in 2018 are set out below.

Date of Grant	Type of Securities	Number Granted
26/10/2018	Long Term Incentive Plan - Performance Rights	1,401,000
06/11/2020	Short Term Incentive Plan – Shares granted in lieu of cash	194,194

The Company advises that Shareholder approval for the Incentive Plan has not been previously sought from Shareholders under ASX Listing Rule 7.2 (exception 13(b)). Accordingly, this would be the first time that the Company has sought Shareholder approval for the Incentive Plan for the purposes of ASX Listing Rule 7.2 (exception 13(b)). If this Resolution is approved by Shareholders, the Company will issue up to a maximum of 5% of the Shares on issue at the time of this Notice of Meeting, less any Awards (as defined in Annexure A) issued under the Incentive Plan since listing, being 142,623,575 (144,218,769 – 1,595,194) Awards (as defined in Annexure A) under the Incentive Plan during the three-year period following approval (for the purposes of exception 13).

Directors Recommendation

Noting that any director allotments would require separate shareholder approval, the Board of Directors recommend that Shareholders vote for this Resolution.

The Chair intends to vote undirected proxies in **FAVOUR** of Resolution 6.

Issue of Incentive Awards under Employee Incentive Plan

Resolution 7 – Approval of Issue of Incentive Awards to Ms Florence Tong, Managing Director and Executive Director.

Background

The Company's Employee Incentive Plan (**Incentive Plan**) was originally adopted by the Company as outlined in the prospectus dated 30 October 2018.

The Company is seeking to invite Ms Florence Tong, subject to Shareholder approval that is sought under this Resolution, to participate in the Incentive Plan by subscribing for the following Awards under the Incentive Plan (**Awards**):

- (a) 452,978 Options; and
- (b) 59,323 Performance Rights

A summary of the full terms of Ms Tong's Awards are set out in Annexure B and C to this Notice of Meeting.

Director and Related Party Approvals

ASX Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire securities under an employee incentive scheme unless it obtains the approval of its shareholders:

- (a) a director of the Company;
- (b) an associate of a director of the Company; or
- (c) a person whose relationship with the Company or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its shareholders.

As Ms Tong is the Managing Director and Executive Director, the proposed issue of Awards constitutes the acquisition of securities under an employee incentive scheme for the purposes of Listing Rule 10.14 and therefore requires the approval of the Company's shareholders under Listing Rule 10.14.

To this end, this Resolution seeks the required Shareholder approval to issue the Incentive Awards to Ms Tong under and for the purposes of Listing Rule 10.14.

If approval is obtained under Listing Rule 10.14, in accordance with Listing Rule 10.12 (exception 8), separate approval is not required under Listing Rule 10.11.

If this Resolution is passed, the Company will be able to proceed with the proposed issue of Incentive Awards.

If this Resolution is not passed, the Company will not be able to proceed with the proposed issue and will likely need to find an alternate form of remuneration for Ms Tong.

Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit to a related party of the Company unless either:

- (a) the giving of the financial benefit falls within one of the exceptions to the provisions; or
- (b) Shareholder approval is obtained prior to the giving of the financial benefit.

The proposed issue of Incentive Awards constitutes the giving of a financial benefit.

A “related party” for the purposes of the Corporations Act and the Listing Rules is widely defined and includes a director of a public company, a spouse of a director of a public company or an entity controlled by a director of a public company. The definition of “related party” also includes a person whom there is reasonable grounds to believe will become a “related party” of a public company.

The non-conflicted Directors of the Company (being Mr Michael Hughes, Mr Brandon Teo, Mr Robert McNutt and Mr Ken Tong) carefully considered the issue of these Incentive Awards to Ms Tong, and formed the view that the giving of this financial benefit as part of their remuneration would be reasonable, given the circumstances of the Company, the quantum and terms of the Incentive Awards, and the responsibilities held by Ms Tong in the Company.

Accordingly, the non-conflicted Directors of the Company believe that the issue of these Incentive Awards to Ms Tong fall within the “reasonable remuneration” exception as set out in section 211 of the Corporations Act, and relies on this exception for the purposes of this Resolution. Therefore, the proposed issue of Unlisted Options and Unlisted Performance Rights to Ms Tong requires Shareholder approval under and for the purposes of Listing Rule 10.11 only.

Information Required by ASX Listing Rule 10.15

The following information in relation to the issue of Incentive Awards to Ms Tong is provided to Shareholders for the purposes of ASX Listing Rule 10.15:

- (a) The allottee is Ms Tong;
- (b) Ms Tong is the Managing Director and Executive Director;
- (c) The maximum number of Incentive Awards that may be acquired by Ms Tong is 452,978 Options and 59,323 Performance Rights; and
- (d) The current total remuneration package received by the relevant Director is \$250,000 total fixed remuneration (excluding superannuation), with a service agreement that has no fixed term and 6 months’ notice period. For the year ended 30 June 2021, the total remuneration comprised:
 - Cash salary: \$250,000;
 - Bonus: \$27,750;
 - Superannuation: \$23,502; and
 - Noncash share-based payments: \$15,000.

Since the Incentive Plan was adopted prior to listing on the ASX in October 2018, the Company has issued the following Incentive Securities to Ms Tong:

Name	Number of securities received	Exercise Price	Expiry
Florence Tong	97,097 Shares issued	N/A: In lieu of cash short term incentive of \$15,000	N/A

- (e) the Company is issuing unlisted options and unlisted performance rights as a form of equity security as it is a cost effective, noncash incentive which creates share price alignment between executives and other shareholders, but do not provide the executive with full benefits of share ownership (including dividend and voting rights) unless and until the options and performance rights vest and are exercised;
- (f) The material terms of the Incentive Securities are set out in Annexure B of this Notice of Meeting;
- (g) There is no loan in relation to the acquisition by Ms Tong;
- (h) The Incentive Securities are expected to be issued no later than 12 months after the Meeting; and
- (i) Details of any securities issued under the Incentive Plan will be published in each annual report of the Company relating to a period which securities have been issued, and that approval for the issue of securities was obtained under ASX Listing Rule 10.14. Any additional persons who become entitled to participate in the Incentive Plan after the resolution was approved and who were not named in the notice of meeting will not participate until approval is obtained under ASX Listing Rule 10.14.

Directors' Recommendation

The Directors (excluding Ms Tong) recommend that Shareholders vote for this Resolution.

The Chair intends to vote undirected proxies in **FAVOUR** of Resolution 7.

Proportional Takeover Provisions

Resolution 8 – Approval of Proportional Takeover Provisions

The proportional takeover provisions in the Company's Constitution have been approved by shareholders and adopted on 16 March 2018, prior to listing. Section 648G(1) of the Corporations Act provides that a company's proportional takeover provisions will cease to have effect at the end of three years from the date of adoption.

The following information is provided for the purposes of Section 648G of the Corporations Act.

Proportional takeover bid

A proportional takeover bid is a takeover bid where the offer made to each Shareholder is only for a proportion of the Shareholder's Shares. If a Shareholder accepts, in full, an offer under a proportional takeover bid, the Shareholder will only dispose of a specified portion of their Shares in the Company and retain the balance of the Shares.

The Proportional Takeover Provisions are designed to assist Shareholders to receive proper value for their Shares if a proportional takeover bid is made for the Company by providing, in the Constitution, that:

- a) in the event of a proportional takeover bid being made for Shares in the Company, Shareholders are required to vote and collectively decide whether to accept or reject the offer; and
- b) the majority decision of the Company's members will be binding on all Shareholders.

Effect of the proposed provisions

Where offers have been made under a proportional takeover bid in respect of a class of securities in a company, the registration of a transfer giving effect to a contract resulting from the acceptance of an offer made under such a proportional takeover bid is prohibited unless and until a resolution to approve

the proportional takeover bid is passed by Shareholders or otherwise, as pursuant to the terms of the Proportional Takeover Provisions.

In more detail, the effect of the Proportional Takeover Provisions are as follows:

- a) if a proportional takeover bid is made for Securities of the Company, the Directors must ensure that a meeting of Shareholders is convened to vote on a resolution to approve that bid;
- b) the bidder and persons associated with the bidder may not vote;
- c) approval of the bid will require a simple majority of the votes cast;
- d) the meeting must take place more than 14 days before the last day of the bid period (**Resolution Deadline**);
- e) if the resolution is rejected before the Resolution Deadline, the bid cannot proceed and any transfers giving effect to takeover contracts for the bid will not be registered;
- f) the bid will be taken to have been approved if, as at the end of the day before the Resolution Deadline, the resolution has not been voted on;
- g) if the resolution is approved, the transfers must be registered (subject to other provisions of the Corporations Act and the Constitution); and
- h) the Directors will breach the Corporations Act if they fail to ensure the resolution is voted on. However, the bid will still be taken to have been approved if it is not voted on within the Resolution Deadline.

The Proportional Takeover Provisions do not apply to full takeover bids. If the Proportional Takeover Provisions are renewed, they will cease to apply at the end of three years after renewal unless renewed by a Special Resolution of Shareholders.

Reasons for the proposed provisions

In the absence of the Proportional Takeover Provisions, a proportional takeover bid may result in control of the Company changing without Shareholders having an opportunity to dispose of all their Shares. By making a partial bid, a bidder can obtain practical control of the Company by acquiring less than a majority interest. Shareholders could be exposed to the risks of passing control to the bidder without payment of an adequate control premium for all their Shares and being left with a minority interest in the Company. Such Shareholders could suffer potential further loss if the takeover bid were to cause a decrease in the Share price or otherwise make the Shares less attractive and, therefore, more difficult to sell.

Knowledge of any acquisition proposals

As at the date of this Notice of Meeting, no Director is aware of any proposal to acquire, or to increase the extent of, a substantial interest in the Company.

Advantages and disadvantages during the period in which they have been in effect

The advantages and disadvantages of the Proportional Takeover Provisions for Shareholders include those set out below.

Potential advantages and disadvantages

The approval of the Proportional Takeover Provisions will enable the Directors to formally ascertain the views of the Shareholders in respect of a proportional takeover bid. Without such provisions, the Directors are dependent upon their perception of the interests and views of Shareholders. Other than this advantage, the Directors consider that the Proportional Takeover Provisions have no potential advantages or disadvantages for them and that they remain free to make a recommendation on whether an offer under a proportional takeover bid should be accepted.

The potential advantages of the Proportional Takeover Provisions for Shareholders include:

- a) providing the right to discuss, in a meeting called specifically for that purpose, and then decide, by majority vote, whether an offer under a proportional takeover bid should proceed;
- b) assisting the prevention of Shareholders being locked in as a minority;
- c) increasing the bargaining power of Shareholders which may assist in ensuring that any proportional takeover bid is adequately priced;

- d) potentially increasing the likelihood of a full takeover bid rather than a proportional takeover bid; and/or
- e) enabling individual Shareholders to better assess the likely outcome of the proportional takeover bid, by knowing the view of the majority of Shareholders, which may assist in deciding whether to accept or reject an offer under the bid;

The potential disadvantages of the Proportional Takeover Provisions for Shareholders include:

- a) imposing a hurdle to, and potentially discouraging the making of, proportional takeover bids which, in turn, may reduce any takeover speculation element in the price of Shares;
- b) potentially reducing the likelihood of success of a proportional takeover bid;
- c) possible reduction or loss of opportunities for Shareholders sell some or all of their Shares at a premium; and/or
- d) potentially causing some Shareholders to form the view that the Proportional Takeover Provisions impose an unreasonable restriction on their ability to freely deal with their Shares.

Prior to the Meeting, a copy of the Constitution is available for review by Shareholders at the Company's registered office during normal business hours. A copy of the Constitution can also be sent to Shareholders of the Company upon a request being made to the Company Secretary on roger@wiseway.com.au

Pursuant to section 136(2) of the Corporations Act, a modification to the Company's Constitution can only be affected by way of a Special Resolution passed by its Shareholders. Therefore, this Resolution is a Special Resolution that can only be passed if at least 75% of the total votes cast by Shareholders entitled to vote on this Resolution are voted in its favour.

Professional Advice

If you have any doubt or do not understand this Resolution, it is strongly recommended that you seek advice from a solicitor or other professional advisor.

Directors' Recommendation

The Directors recommend that Shareholders vote for this Resolution.

The Chair intends to vote undirected proxies in **FAVOUR** of Resolution 8.

Enquiries

Shareholders are asked to contact the Company Secretary on + 61 2 9790 7888 if they have any queries in respect of the matters set out in these documents.

Annexure A – Summary of Employee Incentive Plan (Resolution 6)

The following is a summary of the key terms of the Employee Incentive Plan:

The Company has adopted the Employee Incentive Plan (EIP) in order to assist the motivation and retention of selected Company employees. The EIP is designed to align the interests of eligible employees more closely with the interests of the Company by providing an opportunity for eligible employees to receive an equity interest in the Company. Under the EIP, eligible employees may be offered Performance Rights, Options, Deferred Share Awards or Exempt share Awards which may be subject to vesting conditions set by the Board.

The key terms to the EIP are as follows:

Term	Description
Awards	Under the EIP, the Company may offer or issue to eligible employees: <ul style="list-style-type: none"> • Performance Rights – rights to be issued or provided with fully paid ordinary Shares in the Company at nil issue price upon specific vesting conditions being achieved. • Options – rights to be issued or provided with Shares upon payment of an exercise price and which can only be exercised if specific vesting conditions are achieved. • Share awards – Shares issued to employees in lieu of or in addition to wages, salary or bonus. • Exempt Share awards – Shares issued for no consideration or at an issue price which is a discount to the market price with the intention that up to \$1,000 (or such other amount which is exempted from tax under the Income Tax Assessment Act 1936 or the Income Tax Assessment Act 1997 from time to time) of the total value or discount received by each employee which will be exempt from tax.
Eligible employees	Awards may be granted at the discretion of the Board to any person who is an employee, officer, Director or consultant of Wiseway Group.
Price	The Board has discretion to determine the issue price and/or exercise price for the Awards.
Vesting and exercise of Awards	The Awards held by a participant will vest in and become exercisable by the participant upon the satisfaction of any vesting conditions specified in the offer and in accordance with the rules of the EIP. Vesting conditions may be waived at the discretion of the Board.
Change of control	In the event a takeover bid is made to acquire all of the issued Shares of the Company, or a scheme of arrangement, selective capital reduction or other transaction is initiated which has an effect similar to a full takeover bid, the Board may waive unsatisfied vesting conditions in relation to some or all Awards. Further, if a takeover bid is made to acquire all of the issued Shares of the Company, participants may accept the takeover bid in respect of any Awards (other than exempt Share awards) which they hold notwithstanding the restriction period in respect of those Awards has not expired.
Clawback	If any vesting conditions of an Award are mistakenly waived or deemed satisfied when in fact they were not satisfied, then in accordance with the terms of the EIP, the Board may determine that the relevant Awards expire (if not yet exercised), or it may otherwise recover from the participant some or all Shares issued upon exercise of the Awards of any proceeds received from the sale of those Shares.
Variation of Share capital	If prior to the exercise of an Award, the Company undergoes a reorganisation of capital or bonus issue, the terms of the Awards will be changed to the extent necessary to comply with the ASX Listing Rules.

Annexure B - Summary of Options (Resolution 7)

The Company will issue, subject to shareholder approval, 452,978 Options to Ms Florence Tong, subject to all the usual Company Employee Incentive Plan conditions (refer Annexure A), including those relating to pricing, timing, vesting, directors' discretions regarding matters such as in the event of a takeover.

The Options will be issued as follows:

Number of options:	452,978
Issue price per option:	Nil
Exercise price per option:	\$0.45
Issue date (expected):	On or around 1 February 2022 (Grant Date)
Vesting terms:	In order for Options to vest, you must remain an employee of the Company for two years from the Grant Date
Expiry date:	31 March 2026

Other Key Terms are as follows:

- Each one Option is exercisable to one Share.
- The Options may be exercised in whole or in part, and if exercised in part, multiples of 100,000 must be exercised on each occasion.
- Holders may exercise their Options by lodging with the Company, before the Expiry Date:
 - a written notice of exercise of Options specifying the number of Options being exercised; and
 - a cheque or electronic funds transfer for the Exercise Price for the number of Options being exercised, (Exercise Notice).
- An Exercise Notice is only effective when the Company has received the full amount of the Exercise Price in cleared funds.
- Within 10 Business Days of receipt of the Exercise Notice accompanied by the Exercise Price, the Company will allot the number of Shares required under these terms and conditions in respect of the number of Options specified in the Exercise Notice.
- The Options are non-transferrable.
- All Shares allotted upon the exercise of Options will upon allotment rank pari passu in all respects with other Shares.
- The Company will not apply for quotation of the Options on the ASX.
- The Company will apply for quotation of all Shares allotted pursuant to the exercise of the Options on ASX immediately after the allotment of those Shares.
- If at any time the issued capital of the Company is reconstructed, all rights of the Holder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of reconstruction.
- There are no participating rights or entitlements inherent in the Options and the Holder will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least 3 Business Days after the issue is announced. This will give the Holder the opportunity to exercise the Options prior to the date for determining entitlements to participate in any such issue.
- In the event the Company proceeds with a pro rata issue (except a bonus issue) of securities to Shareholders after the date of issue of the Options, the exercise price of the Options may be reduced in accordance with the formula set out in ASX Listing Rule 6.22.2.

13. In the event the Company proceeds with a bonus issue of securities to Shareholders after the date of issue of the Options, the number of securities over which an Option is exercisable may be increased by the number of securities which the Holder would have received if the Option had been exercised before the record date for the bonus issue.

Annexure C - Summary of Performance Rights (Resolution 7)

The Company will issue, subject to shareholder approval, 59,323 Performance Rights to Ms Florence Tong, subject to all the usual company Employee Incentive Plan conditions (refer Annexure A), including those relating to pricing, timing, vesting, directors' discretions regarding matters such as in the event of a takeover.

The Performance Rights will be issued as follows:

Number of performance rights:	59,323
Issue price per performance right:	Nil
Exercise price per performance right:	\$0.00
Issue date (expected):	On or around 1 February 2022
Vesting terms:	1 February 2024
Expiry date:	N/A

Other Key Terms are as follows:

- 1) The LTIP is a 2-year incentive plan, with participation being effective on or around 1 February 2022.
- 2) Time-based Vesting Conditions with vesting on 1 February 2024.
- 3) While a Vesting Condition applies the Performance Rights are classified as "Unvested Performance Rights". If the Vesting Condition is not met, the Unvested Performance Rights will be forfeited.
- 4) In the event that the participant resigns or voluntarily ceases to be an employee of the Group, or where employment is terminated at the participants fault, any Unvested Performance Rights at that time will be forfeited. In the event that the participant ceases to be an employee of the Group for reasons other than resignation, voluntary termination or termination at the participants fault, the participants Unvested Performance Rights will automatically vest.
- 5) No restriction period for shares issued on the exercise of the Performance Rights.
- 6) Participants are not be able to deal with or assign Performance Rights the subject of the LTIP unless the Participation Offer and the LTIP Guidelines expressly permit you to do so. Participants are also not permitted to use Performance Rights as security or collateral for any form of indebtedness.
- 7) Participants do not have any dividend or distribution rights or voting rights in respect of Performance Rights.

Glossary

AEDT means Australian Eastern Daylight Time as observed in Sydney, New South Wales.

Annual Financial Report means the 2021 Annual Report to Shareholders for the period ended 30 June 2021 as lodged by the Company with ASX on 18 October 2021.

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.

ASIC means Australian Securities and Investment Commission.

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's Report means the auditor's report of KPMG dated 18 October 2021 as included in the Annual Financial Report.

Board means the current board of Directors of the Company.

Chair means the person chairing the Meeting.

Closely Related Party of a member of the KMP means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependant of the member or of 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 dealings with the Company;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporation Regulations 2001* (Cth).

Company means Wiseway Group Limited ACN 624 909 682.

Constitution means the Company's constitution.

Corporations Act means the *Corporations Act 2001* (Cth) as amended or replaced from time to time.

Director means a current director of the Company.

Directors' Report means the report of Directors as included in the Annual Financial Report.

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

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

Incentive Plan means the employee incentive scheme entitled Employee Incentive Plan for which Shareholder approval is being sought for the adoption of under Resolution 6 of this Notice of Meeting.

Incentive Securities means the Securities that may be granted by the Company pursuant to the terms of the Incentive Plan.

KMP means key management personnel (including the Directors) whose remuneration details are included in the Remuneration Report.

Notice of Meeting or **Notice of Annual General Meeting** means this notice of annual general meeting dated 15 December 2021 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 at least 50% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

Performance Right means a performance right which, subject to its terms, could convert to a Share.

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

Remuneration Report means the remuneration report as set out in the Annual Financial Report.

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

Restricted Voter means a member of the Company's KMP and any Closely Related Parties of those members.

Securities mean Shares and/or Options (as the context requires).

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

Shareholder means a holder of a Share.

Share Registry means Link Market Services.

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.

Spill Meeting means the meeting that will be convened within 90 days of the 2023 AGM if a threshold of votes is cast against the adoption of the Remuneration Report at the Meeting and the 2023 AGM.

Spill Resolution means the resolution required to be put to Shareholders at the 2023 AGM if a threshold of votes is cast against the adoption of the Remuneration Report at the Meeting and the 2023 AGM.

LODGE YOUR VOTE



ONLINE

www.linkmarketservices.com.au



BY MAIL

Wiseway Group Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



BY FAX

+61 2 9287 0309



BY HAND

Link Market Services Limited
Level 12, 680 George Street, Sydney NSW 2000



ALL ENQUIRIES TO

Telephone: 1300 554 474

Overseas: +61 1300 554 474



X99999999999

PROXY FORM

I/We being a member(s) of Wiseway Group Limited and entitled to participate in and vote hereby appoint:

APPOINT A PROXY

☐

the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **11:00am (AEDT) on Thursday, 20 January 2022 at Automic Group, Level 5, 126 Philip Street, Sydney NSW 2000 Australia** (the Meeting) and at any postponement or adjournment of the Meeting.

Important for Resolutions 1, 6 & 7: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 1, 6 & 7, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an ☒.

Resolutions

For Against Abstain*

For Against Abstain*

1 Adoption of Remuneration Report

☐ ☐ ☐

5 Re-election of Ms Florence Tong as Director

☐ ☐ ☐

2 Election of Mr Robert McNutt as Director

☐ ☐ ☐

6 Approval of Employee Incentive Plan

☐ ☐ ☐

3 Election of Mr Brandon Teo as Director

☐ ☐ ☐

7 Approval of Issue of Incentive Awards to Ms Florence Tong, Managing Director and Executive Director

☐ ☐ ☐

4 Election of Mr Ken Tong as Director

☐ ☐ ☐

8 Approval of Proportional Takeover Provisions

☐ ☐ ☐


* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).



HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

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

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in 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 A SECOND PROXY

You are entitled to appoint up to two persons as proxies to participate in the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to participate in the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **11:00am (AEDT) on Tuesday, 18 January 2022**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" - Securityholder Reference Number (SRN) or Holder Identification Number (HIN).



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link www.linkmarketservices.com.au into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

Wiseway Group Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

Deliver it to Link Market Services Limited*
Level 12
680 George Street
Sydney NSW 2000

*during business hours Monday to Friday (9:00am - 5:00pm) and subject to public health orders and restrictions

**IF YOU WOULD LIKE TO PARTICIPATE IN AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**