



CAQ Holdings Limited
ACN 091 687 740

Notice of Annual General Meeting

**Annual General Meeting to be held at
Level 2, 1176 Hay Street, West Perth, Western Australia
on 27 May 2022, commencing at 10.30 am (AWST)
and virtually at www.advancedshare.com.au/virtual-meeting.**

IMPORTANT

This Notice of Annual General Meeting should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their professional adviser prior to voting. Should you wish to discuss the matters in this Notice of Annual General Meeting, please do not hesitate to contact the Company Secretary on 0416107244.

Notice of Annual General Meeting

Notice is given that the Annual General Meeting of Shareholders of CAQ Holdings Limited (ACN 091 687 740) ("**Company**") will be held at 10.30am on 27 May 2022, commencing at 10.30am (AWST).

The Board has made the decision that it will hold a physical Annual General Meeting with the appropriate social gathering and physical distancing measures in place to comply with the Federal Government and State Government's restrictions that may be in place for physical gatherings at the location and time specified above.

However, in light of the status of the evolving COVID-19 situation, the Board encourages Shareholders to consider participating in the Annual General Meeting virtually or voting by proxy rather than attending the Annual General Meeting in person. In accordance with section 249S of the Corporations Act, the Company invites Shareholders to attend and participate via the virtual Annual General Meeting through an online meeting platform powered by the Share Registry accessible at www.advancedshare.com.au/virtual-meeting ("**Virtual Meeting**").

Please refer to the Meeting ID and Shareholder ID on the Proxy Form to login to the Virtual Meeting website.

A live webcast and electronic voting via the Virtual Meeting will be offered to allow Shareholders to watch, listen to and participate in the Annual General Meeting and vote online. To facilitate such participation, voting on each Resolution will occur by a poll rather than a show of hands.

Shareholders may submit questions ahead of the Annual General Meeting via the portal from 23 May 2022.

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

Terms and abbreviations used in this Notice of Annual General Meeting (including in the Explanatory Statement and the Proxy Form) are defined in the Glossary (or elsewhere in the body of this Notice of Annual General Meeting).

Business

1. Annual Report for year ended 31 December 2021

To receive and consider the Annual Report of the Company for the year ended 31 December 2021 which includes the Financial Report of the Company, the Director's Report, the Remuneration Report and the Auditor's Report.

2. Resolution 1 – Adoption of Remuneration Report

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

“That, for the purposes 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 31 December 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 Section 250R of the Corporations Act, a vote on Resolution 1 must not be cast by, or on behalf of a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report, or a Closely Related Party of such a member, whether the votes are cast as a Shareholder, proxy or in any other capacity.

However, the Company will not disregard a vote if:

- (a) It is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- (b) It is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

3. Resolution 2 – Election of Xiao Huan Wei

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

“That Mr Xiao Huan Wei, was appointed as a director during the year and retires in accordance with the Corporations Act 2001 and the Company's Constitution, and being eligible for election, offers himself for election, is elected as a Director.”

4. Resolution 3 – Re-election of Michael Siu

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

“That Mr Michael Sui, who as a Director retires by rotation in accordance with clauses 11.1.3 and 11.1.5 of the Constitution and being eligible for re-election, offers himself for re-election, is re-elected as a Director.”

5. Resolution 4 – Re-election of KC Ong

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

“That Mr KC Ong, who as a Director retires by rotation in accordance with clauses 11.1.3 and 11.1.5 of the Constitution and being eligible for re-election, offers himself for re-election, is re-elected as a Director.”

6. Resolution 5 – Re-election of Ching Chung

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

“That Mr Ching Chung, who as a Director retires by rotation in accordance with clauses 11.1.3 and 11.1.5 of the Constitution and being eligible for re-election, offers himself for re-election, is re-elected as a Director.”

7. Resolution 6 – Approval of 10% Placement Facility

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

“That, in accordance with Listing Rule 7.1A, and for all other purposes, approval is given for the issue of Equity Securities totalling up to 10% of the of the issued capital, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of this Resolution by or on behalf a person who is expected to participate in, or will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity), and any associate of those persons.

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

- (a) a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chair to vote on this Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met (i) 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 this Resolution, and (b) the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

8. Other business

In accordance with section 250S(1) of the Corporations Act, Shareholders are invited to ask questions about or make comments on the management of the Company and to raise any other business which may lawfully be brought before the Annual General Meeting.

By order of the Board

Michael Sui
Director
CAQ Holdings Limited

20 April 2022

Explanatory Statement

The accompanying Explanatory Statement forms part of this Notice of Annual General Meeting and should be read in conjunction with it.

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the Resolutions in the accompanying Notice of Annual General Meeting.

Shareholders are specifically referred to the Glossary in the Explanatory Statement which contains definitions of capitalised terms used in this Notice of Annual General Meeting and the Explanatory Statement.

Proxies

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instruction set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has the right to appoint a proxy;
- the proxy need not be a Shareholder of the Company;
- a Shareholder who is entitled to cast two (2) or more votes may appoint two (2) proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the Shareholder appoints two (2) proxies and the appointment does not specify the proportion or number of the Shareholder's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one half of the votes;
- Shareholders and their proxies should be aware that:
 - if proxyholders vote, they must cast all directed proxies as directed; and
 - any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed;
- section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:
 - the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
 - if the proxy has two (2) or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and
- if the proxy is the Chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the Chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Transfer of non-Chair Proxy to the Chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members;
- the appointed proxy is not the Chair of the meeting;
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
 - the proxy is not recorded as attending the meeting; or
 - the proxy does not vote on the resolution;

the Chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

Return of Proxy Form: To vote by proxy, please complete and sign the enclosed Proxy Form and return to:

By Mail	Advanced Share Registry Limited 110 Stirling Hwy, Nedlands WA 6009; or PO Box 1156, Nedlands WA 6909
Online	www.advancedshare.com.au/investor-login
By Fax	+61 8 6370 4203
Custodian Voting	for intermediary online subscribers only (so that it is received not later than 48 hours prior to the Meeting)

Voting Entitlements

In accordance with Regulations 7.11.37 and 7.11.38 of the Corporations Regulations, the Board has determined that a person's entitlement to vote at the Annual General Meeting will be the entitlement of that person set out in the register of Shareholders as at 5.00pm (AWST) on, 26 May 2022. Accordingly, transactions registered after that time will be disregarded in determining Shareholder's entitlement to attend and vote at the Annual General Meeting.

Regulatory Information

1. Annual Report for the year ended 31 December 2021

The Corporations Act requires the Annual Report of the Company for the year ended 31 December 2021, which includes the Financial Report of the Company, the Directors' Report, the Remuneration Report and the Auditor's Report, to be laid before the Annual General Meeting. The financial statements and reports are contained in the Annual Report. Shareholders who have elected to receive the Annual Report have been provided with a copy. The Annual Report is also available on ASX's website.

While no resolution is required in relation to this item, Shareholders will be given the opportunity to ask questions and make comments on the financial statements and reports.

2. Resolution 1 – Approval of Remuneration Report

Section 249L(2) of the Corporations Act requires a company to inform shareholders that a resolution on the Remuneration Report will be put at the Annual General Meeting. However, section 250R(3) of the Corporations Act expressly provides that the vote on this Resolution is advisory only and does not bind the Directors of the Company.

The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The Remuneration Report is part of the Directors' Report contained in the Annual Report.

If at least 25% of the votes on this Resolution are voted against adoption of the Remuneration Report at the Annual General Meeting, and then again at the Company's 2023 annual general meeting, the Company will be required to put to Shareholders a resolution proposing the calling of an extraordinary general meeting to consider the appointment of the Directors ("**Spill Resolution**").

If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the extraordinary general meeting ("**Spill Meeting**") within ninety (90) days. All of the Directors (other than the Chairman), 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 is approved will be the directors of the Company.

In accordance with section 250SA of the Corporations Act, the Chairman will provide a reasonable opportunity for discussion of the Remuneration Report at the Annual General Meeting.

3. Resolution 2 – Election of Xiao Huan Wei

In accordance with clause 11.4.2 of the Constitution, any

Director appointed to fill a casual vacancy or as an additional to the Board must retire from office and will be eligible for re-election at the next annual general meeting following their appointment, but that director will not be taken into account in determining the number of Directors who are to retire by rotation.

Information about Mr. Xiao Huan Wei is set out below.

Mr. Xiao Huan Wei has served as the Deputy General Manager, General Manager and Group President of China Shanghai Minsheng Industrial Group since November 1991. This is a comprehensive industry and trade group jointly invested by large enterprises such as China State Shipbuilding Corporation, China Baoshan Iron and Steel Group, and China Jinshan Petrochemical Group. In the four years from 1992 to 1996, this company was an important agent and transportation service provider for Chinese steel companies to purchase iron ore from Australia.

From 1999 to June 2005, he was hired by Top Image System (stock code: Tis), a listed company in Nasda, as the chairman of the company's China region, responsible for the construction of a data centre industrial park. At the same time, Mr. Xiao joined and Edugate, an Australian education institution for studying abroad, signed a tripartite long-term cooperation contract with Australia's Westpac Bank and China Bank of Communications on financial services for Chinese students studying in Australia.

In July 2005, he was appointed to serve as the Executive Director of VXL Group Malaysia. Between July 2008 to May 2014, he represented the group as an Executive Director, Group Chief Executive Officer, Chairman of the Executive Committee, and Group Chief Executive Officer of VXL Capital (stock code 0727.HK), a Hong Kong listed company. Since May 2014, he has served as the CEO & President of Secret Garden (Zhangjiakou) Resort Co., Ltd. in China. This is a mountain tourism resort project with a total investment of RMB 22 billion, in which 3,500 guest rooms have been built and put into operation. Genting Snow Park hosted 20 competitions in the snow events of the Beijing 2022 Winter Olympic Games.

From December 2020, Mr. Xiao has concurrently served as an Independent Director and Chairman of the remuneration committee of China Industrial Gas Holdings Group (stock code 1940.HK), a Hong Kong listed company.

Mr Xiao Huan Wei retires in accordance with the requirements of the Corporations Act 2001 and the Company's Constitution and being eligible for election is offering himself for election as a Director of the Company.

4. Resolution 3 – Re-election of Mr. Michael Siu (Mr Siu Kin Wai)

In accordance with clause 11.1.3 of the Constitution, every year one third of the Directors for the time being, or the number nearest one third must retire from office. Clause 11.1.5 provides that the directors to retire at any annual general meeting must be those who have been longest in office since their last election. Clause 11.1.4 provides that a retiring Director is eligible for re-election.

Mr Michael Siu has extensive experience in corporate management in Asia. Mr. Siu is an Executive Director and Chief Executive Officer of Beijing Properties (Holdings) Limited, an executive director of MillenMin Ventures Inc. and an executive director of Beijing Enterprises Medical and Health Industry Group Limited (SSEHK stock code: 2389). Mr Siu is a director of Brilliant Light Holdings Limited, who is a controlling shareholder of Beijing Property (Holdings) Limited.

Mr Siu has a Bachelor's Degree in Accounting from the City University of Hong Kong and is a fellow member of the Association of Chartered Certified Accountants and the Hong Kong Institute of Certified Public Accountants. Mr Siu is also a member of the Institute of Chartered Accountants in England and Wales.

Mr Siu retires by rotation and being eligible for re-election is offering himself for election as a Director of the Company.

5 Resolution 4 – Re-election of KC Ong

In accordance with clause 11.1.3 of the Constitution, every year one third of the Directors for the time being, or the number nearest one third must retire from office. Clause 11.1.5 provides that the directors to retire at any annual general meeting must be those who have been longest in office since their last election. Clause 11.1.4 provides that a retiring Director is eligible for re-election.

Mr KC Ong is an independent corporate adviser and has extensive experience in corporate advice and financial management specialising in assisting from small to medium sized businesses and public clients, both internationally and domestically on strategic planning and transaction structuring. KC has assisted start-up companies on arranging funding and corporate advisory

activities. KC is a founding director of Symmetry Capital Partners. Mr Ong has a Bachelor of Commerce from Deakin University.

Mr KC Ong retires by rotation and being eligible for re-election is offering himself for election as a Director of the Company.

6 Resolution 5 – Re-election of Ching Chung

In accordance with clause 11.1.3 of the Constitution, every year one third of the Directors for the time being, or the number nearest one third must retire from office. Clause 11.1.5 provides that the directors to retire at any annual general meeting must be those who have been longest in office since their last election. Clause 11.1.4 provides that a retiring Director is eligible for re-election.

Mr Ching has over 30 years of experience investing, operating and managing companies in Hong Kong and China. The industries which he has been involved with include gambling, mining and property development. Mr Ching has established relationships with the China Government and various other Chinese associations.

Mr Ching Chung retires by rotation and being eligible for re-election is offering himself for election as a Director of the Company.

7 Resolution 6 – Approval of 10% Placement Facility

Resolution 6 is a special resolution which seeks Shareholder approval for the issue of Equity Securities totalling up to 10% of the issued capital of the Company under and in accordance with Listing Rule 7.1A (“**10% Placement Facility**”).

Listing Rule 7.1A

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

Under Listing Rule 7.1A, however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an extra 10% to 25%.

An ‘eligible entity’ means an entity which is not included in the S&P/ASX 300 Index and which has a market capitalisation of \$300 million or less. The Company is an eligible entity for these purposes.

Resolution 6 seeks shareholder approval by way of special resolution for the Company to have the additional 10% capacity provided for in Listing Rule 7.1A to issue equity securities without shareholder approval.

If Resolution 6 is passed, the Company will be able to issue equity securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further shareholder approval.

If Resolution 6 is not passed, the Company will not be able to access the additional 10% capacity to issue equity securities to issue equity securities without shareholder provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing equity securities without shareholder approval set out in Listing Rule 7.1.

Approval of the 10% Placement Facility is valid from the date of the Annual General Meeting until the earlier of:

- twelve (12) months after the Annual General Meeting;

- the time and date of the Company's next annual general meeting; and
- the date shareholders approve a transaction under Listing Rule 11.1.2 (significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

("10% Placement Period").

The number of Equity Securities that the Company will have the capacity to issue under the 10% Placement Facility will be calculated in accordance with the following formula:

$$(A \times D) - E$$

A has the same meaning as in Listing Rule 7.1 when calculating an entity's 15% placement capacity – i.e. the number of shares on issue twelve (12) months before the date of issue or agreement:

- plus the number of fully paid shares issued in the twelve (12) months under an exception in Listing Rule 7.2 other than exceptions 9, 16 or 17;
- plus the number of fully paid Equity Securities issued in the relevant period on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:
 - the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
 - the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved, under rule 7.1 or rule 7.4,
- plus the number of fully paid Equity Securities issued in the relevant period under an agreement to issue securities within Listing Rule 7.2 exception 16 where:
 - the agreement was entered into before the commencement of the relevant period; or
 - the agreement or issue was approved, or taken under these rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4,
- plus the number of any other Equity Securities issued in the relevant period with approval under Listing Rule 7.1 or Listing Rule 7.4,
- plus the number of partly paid Equity Securities that became fully paid in the relevant period,
- less the number of fully paid Equity Securities cancelled in the relevant period;

D is 10%.

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the twelve (12) months before the date of the issue or agreement to issue where the issue or agreement has not been subsequently approved by the holders of its ordinary securities under Listing Rule 7.4.

For the purposes of Listing Rule 7.3A, the following information is provided to Shareholders in relation to Resolution 6:

(a) **Minimum price at which the securities may be issued**

In accordance with Listing Rule 7.1A.3, any Equity Securities issued under the 10% Placement Facility will be issued for at least 75% of the VWAP of Equity Securities in the same class calculated over the fifteen (15) Trading Days on which trades in that class were recorded immediately before:

- the date on which the price of the Equity Securities is agreed; or
- if the Equity Securities are not issued within ten (10) Trading Days of the above date, the date on which the Equity Securities are issued.

(b) **Risk of economic and voting dilution**

Any issue of Equity Securities under the 10% Placement Facility will dilute Shareholders who do not participate in the issue. The table below shows the potential economic and voting dilution of existing Shareholders as a result of the Company issuing Shares under the 10% Placement Facility, based on different issue prices and values for variable 'A' in the formula above.

The table also shows:

- two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at future meetings of Shareholders; and
- two examples of where the issue price of ordinary securities has decreased by 50% and increased by 50% as against the current market price.

Variable A in Listing Rule 7.1A.2		Dilution		
		\$0.006 50% decrease in market price	\$0.012 current market price	\$0.024 100% increase in market price
Current variable "A" 717,786,281	10% voting dilution	71,778,628 Shares	71,778,628 Shares	71,778,628 Shares
	Funds raised	\$430,672	\$861,344	\$1,722,687
50% increase in current variable "A" 1,076,679,421	10% voting dilution	107,667,942 Shares	107,667,942 Shares	107,667,942 Shares
	Funds raised	\$646,008	\$1,292,015	\$2,584,031
100% increase in current variable "A" 1,435,572,562	10% voting dilution	143,557,256 Shares	143,557,256 Shares	143,557,256 Shares
	Funds raised	\$861,344	\$1,722,687	\$3,445,374

Notes (the table has been prepared on the basis of the following assumptions):

1. The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
2. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
3. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Annual General Meeting.

4. The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
5. The issue of Equity Securities under the 10% Placement Facility consists only of Shares. If the issue of Equity Securities includes Options, it is assumed that those Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
6. The issue price is \$0.012, being the closing price of the Shares on ASX on 19 April 2022.

Shareholders should further note that:

- the market price for the Equity Securities may be significantly lower on the date of issue than on the date of the Annual General Meeting; and
- the Equity Securities may be issued at a price that is at a discount to the market price for the Equity Securities on the date of issue.

(c) Date by which the securities may be issued

In accordance with Listing Rule 7.1A.1, any Equity Securities issued under the 10% Placement Facility will be issued during the 10% Placement Period. The 10% Placement Facility will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

(d) Purposes for which the securities may be issued

Any Equity Securities issued under the 10% Placement Facility may only be issued for cash consideration to raise funds in order to raise funds for continued investment in the Company's current operating/business activities, the acquisition of new assets or investments (including expenses associated with such acquisition), and/or for general working capital.

(e) Allocation policy for issues of securities

The Company's allocation policy for any Equity Securities issued under the 10% Placement Facility will depend on the prevailing market conditions at the relevant time, however, recipients will not be related parties of the Company. The identity of recipients of Equity Securities will otherwise be determined on a case by case basis having regard to the following factors (without limitation):

- the purpose of the issue;
- alternative methods for raising funds that are available to the Company including rights issues or other issues in which existing Shareholders can participate;
- the effect of the issue on the control of the Company;
- the financial situation and solvency of the Company;
- prevailing market conditions; and
- advice from corporate, financial and broking advisers.

The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 and 3.10.5A upon issuing any Equity Securities.

(f) **Previous issues of securities**

There have been no issues of securities since the previous annual general meeting of the Company.

8 Director's Recommendations

The Directors unanimously recommend that Shareholders vote in favour of all Resolutions, other than to the extent that a Director abstains from expressing an opinion or making a recommendation in the relevant Resolutions due to having a material personal interest in the Resolution.

Glossary

In this Explanatory Statement, the following terms have the following meaning unless the context otherwise requires:

10% Placement Facility	means the issue of Equity Securities totalling up to 10% of the issued capital of Company under and in accordance with Listing Rule 7.1A.
10% Placement Period	means the period for which approval of the 10% Placement Facility is valid, being from the date of the Annual General Meeting until the earlier of: <ul style="list-style-type: none">• twelve (12) months after the Annual General Meeting;• the time and date of the Company's next annual general meeting; and• the date Shareholders approve a transaction under Listing Rule 11.1.2 (significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).
Annual General Meeting	means the 2022 annual general meeting of the Company.
Annual Report	means the annual report of the Company for the year ended 31 December 2021.
ASX	means ASX Limited (ABN 98 008 624 691) or the Australian Securities Exchange, as the context requires.
Auditor's Report	means the auditor's report of the Company located in the Annual Report.
AWST	means Australian Western Standard Time.
Board	means the board of Directors of the Company.
Chair/Chairman	means the chair of the Company, being Mr Paul Price as at the date of this Notice of Annual General Meeting.
Closely Related Party	means a closely related party of a member of Key Management Personnel as defined in Section 9 of the Corporations Act, being: <ul style="list-style-type: none">(a) a spouse or child of the member;(b) a child of that member's spouse;(c) a dependant of that member or of that member's spouse;(d) anyone else who is one of that member's family and may be expected to influence that member, or be influenced by that member, in that member's dealings with the Company;(e) a company that is controlled by that member; or(f) any other person prescribed by the Regulations.

Company	means the company, being CAQ Holdings Limited (ACN 091 687 740).
Company Secretary	means the secretary of the Company, being Mr Mark Maine as at the date of this Notice of Annual General Meeting.
Constitution	means the Constitution of the Company.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Corporations Regulations	means the <i>Corporations Regulations 2001</i> (Cth).
COVID-19	means the coronavirus known as COVID-19.
Director	means a director of the Company.
Director's Report	means the director's report of the Company located in the Annual Report.
Equity Securities	means an equity security as defined in chapter 19 of the Listing Rules.
Explanatory Statement	means the explanatory statement accompanying the Notice of Annual General Meeting.
Federal Government	means the Federal Government of Australia.
Financial Report	means the financial report of the Company located in the Annual Report.
Glossary	means this glossary section accompanying the Notice of Annual General Meeting.
Key Management Personnel	means the key management personnel of the Company as defined in Section 9 of the Corporations Act and Australian Accounting Standards Board accounting standard 124, being those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise).
Listing Rules	means the official listing rules of the ASX as amended from time to time.
Meeting ID	means the meeting identification number for the Virtual Meeting, as provided on the Proxy Form.
Notice of Annual General Meeting	means the notice convening the Annual General Meeting which accompanies this Explanatory Statement.
Options	means an option to acquire a Share in the Company.
Proxy Form	means the proxy form accompanying the Notice of Annual General Meeting.
Regulation	means a regulation from the Corporations Regulations.

Remuneration Report	means the remuneration report of the Company located in the Annual Report.
Resolution	means a resolution set out in the Notice of Annual General Meeting.
Share	means a fully paid ordinary share in the capital of the Company.
Shareholder	means a shareholder of the Company.
Share Registry	means the Company's share registry, being Advanced Share Registry Limited.
Shareholder	means a shareholder of the Company.
Shareholder ID	means the shareholder identification number for the Virtual Meeting, as provided on the Proxy Form.
Spill Meeting	means an extraordinary general meeting that must be held within ninety (90) days in circumstances where 50% or more of Shareholders vote in favour of the Spill Resolution.
Spill Resolution	means a resolution put to Shareholders proposing the calling of an extraordinary general meeting to consider the appointment of the Directors which must occur if at least 25% of the votes on a Resolution are voted against adoption of the Remuneration Report at the Annual General Meeting, and then again at the Company's next annual general meeting.
State Government	means the State Government of Western Australia.
Trading Days	means days where the ASX is open for usual trading.
Virtual Meeting	means the virtual Annual General Meeting held on the Share Registry's online meeting platform accessible at www.advancedshare.com.au/virtual-meeting .
VWAP	means the volume weighted average price, which is a trading benchmark used by traders that gives the average price a security has traded at throughout the day, based on both volume and price.



LODGE YOUR PROXY APPOINTMENT ONLINE



ONLINE PROXY APPOINTMENT

www.advancedshare.com.au/investor-login



MOBILE DEVICE PROXY APPOINTMENT

Lodge your proxy by scanning the QR code below, and enter your registered postcode.

It is a fast, convenient and a secure way to lodge your vote.

Important Note: Subject to the Western Australian government's restrictions on public gatherings at the date of the Annual General Meeting, the Company has determined that Shareholders will have the opportunity to participate in the Meeting in person and virtually through an online platform provided by Advanced Share Registry.

2022 ANNUAL GENERAL MEETING PROXY FORM

I/We being shareholder(s) of CAQ Holdings Limited and entitled to attend and vote hereby:

APPOINT A PROXY

The Chair of the Meeting

OR



PLEASE NOTE: If you leave the section blank, the Chair of the Meeting will be your proxy.

or failing the individual(s) or body corporate(s) named, or if no individual(s) or body corporate(s) named, the Chair of the Meeting, as my/our proxy to act generally at the Meeting 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 law, as the proxy sees fit), at the Annual General Meeting of the Company to be held at **Level 2, 1176 Hay Street, West Perth, Western Australia and virtually on 27 May 2022 at 10.30 am (AWST)** and at any adjournment or postponement of that Meeting.

Chair's voting intentions in relation to undirected proxies: The Chair intends to vote all undirected proxies in favour of all Resolutions. In exceptional circumstances, the Chair may change his/her voting intentions on any Resolution. In the event this occurs, an ASX announcement will be made immediately disclosing the reasons for the change.

Chair authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chair of the Meeting as my/our proxy (or 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 this resolution is connected directly or indirectly with the remuneration of a member(s) of key management personnel, which includes the Chair.

VOTING DIRECTIONS

Resolutions

	For	Against	Abstain*
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Election of Xiao Huan Wei	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Michael Siu	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Re-election of KC Ong	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Re-election of Ching Chung	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Approval of 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



* If you mark the Abstain box for a particular Resolution, 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, all the shareholder should 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).

Email Address

Please tick here to agree to receive communications sent by the Company via email. This may include meeting notifications, dividend remittance, and selected announcements.

CAQ HOLDINGS LIMITED - ANNUAL GENERAL MEETING

Subject to the Western Australian government's restrictions on public gatherings at the date of the Annual General Meeting, the Company has determined that Shareholders will have the opportunity to participate in the Meeting in person and virtually through an online platform provided by Advanced Share Registry.

The Directors strongly encourage all Shareholders to lodge Proxy Forms prior to the Meeting, by no later than 48 hours prior to the Meeting.

A live webcast and electronic voting via www.advancedshare.com.au/virtual-meeting will be offered to Shareholders who wish to attend, and participate in, the Meeting virtually. Please refer to the Meeting ID and Shareholder ID on the proxy form to login to the website.

Shareholders may submit questions ahead of the Meeting via the portal.

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

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

CHANGE OF ADDRESS

This form shows your address as it appears on 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.

APPOINTMENT OF A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

If you leave Step 1 blank, or if your appointed proxy does not attend the Meeting, then the proxy appointment will automatically default to the Chair of the Meeting.

VOTING DIRECTIONS – PROXY APPOINTMENT

You may direct your proxy on how to vote by placing a mark in one of the boxes opposite each resolution 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 resolution 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 a given resolution, your proxy may vote as they choose to the extent they are permitted by law. If you mark more than one box on a resolution, your vote on that resolution will be invalid.

PROXY VOTING BY KEY MANAGEMENT PERSONNEL

If you wish to appoint a Director (other than the Chair) or other member of the Company's key management personnel, or their closely related parties, as your proxy, you must specify how they should vote on Resolution 1, by marking the appropriate box. If you do not, your proxy will not be able to exercise your vote for Resolution 1.

PLEASE NOTE: If you appoint the Chair as your proxy (or if they are appointed by default) but do not direct them how to vote on a resolution (that is, you do not complete any of the boxes "For", "Against" or "Abstain" opposite that resolution), the Chair may vote as they see fit on that resolution.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning Advanced Share Registry Limited or you may copy this form and return them both together.

To appoint a second proxy you must:

- On each 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
- Return both forms together.

COMPLIANCE WITH LISTING RULE 14.11

In accordance with Listing Rule 14.11, if you hold shares on behalf of another person(s) or entity/entities or you are a trustee, nominee, custodian or other fiduciary holder of the shares, you are required to ensure that the person(s) or entity/entities for which you hold the shares are not excluded from voting on resolutions where there is a voting exclusion. Listing Rule 14.11 requires you to receive written confirmation from the person or entity providing the voting instruction to you and you must vote in accordance with the instruction provided.

By lodging your proxy votes, you confirm to the company that you are in compliance with Listing Rule 14.11.

CORPORATE REPRESENTATIVES

If a representative of a nominated corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A Corporate Representative Form may be obtained from Advanced Share Registry.

SIGNING INSTRUCTIONS ON THE PROXY FORM

Individual:

Where the holding is in one name, the security holder must sign.

Joint Holding:

Where the holding is in more than one name, all of the security holders should sign.

Power of Attorney:

If you have not already lodged the Power of Attorney with Advanced Share Registry, please attach the original or 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 sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held.

LODGE YOUR PROXY FORM

This Proxy Form (and any power of attorney under which it is signed) must be received at an address given below by 10.30 am (AWST) on 25 May 2022, being not later than 48 hours before the commencement of the Meeting. Proxy Forms received after that time will not be valid for the scheduled Meeting.



ONLINE PROXY APPOINTMENT

www.advancedshare.com.au/investor-login



BY MAIL

Advanced Share Registry Limited
110 Stirling Hwy, Nedlands WA 6009; or
PO Box 1156, Nedlands WA 6909



BY FAX

+61 8 6370 4203



BY EMAIL

admin@advancedshare.com.au



IN PERSON

Advanced Share Registry Limited
110 Stirling Hwy, Nedlands WA 6009



ALL ENQUIRIES TO

Telephone: +61 8 9389 8033