

**AUSGROUP LIMITED**  
(Company Registration No.: 200413014R)  
(Incorporated in The Republic of Singapore)

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting (“AGM”) of AusGroup Limited (the “Company”) will be convened and held by way of electronic means on Thursday, 21 October 2021 at 10.00 a.m. (Singapore time) for the following purposes:

**AS ORDINARY BUSINESS**

1. To receive and adopt the Directors’ Statement and the Audited Financial Statements of the Company for the year ended 30 June 2021 together with the Auditors’ Report. **(Resolution 1)**

2. To re-elect the following Directors of the Company retiring pursuant to Regulation 91 of the Constitution of the Company:

Mr Wu Yu Liang	<b>(Resolution 2 (a))</b>
Ms Ooi Chee Kar	<b>(Resolution 2 (b))</b>
Mr Poh Boon Kher, Melvin	<b>(Resolution 2 (c))</b>

*Mr Wu Yu Liang will, upon re-election as a Director of the Company, remain as Non-Executive Chairman and a member of the Audit Committee, the Nominating Committee and the Remuneration and Human Capital Committee and will be considered independent.*

*Ms Ooi Chee Kar will, upon re-election as a Director of the Company, remain as Non-Executive, Chairman of the Audit Committee and a member of the Nominating Committee and the Remuneration and Human Capital Committee and will be considered independent.*

*Mr Poh Boon Kher will, upon re-election as a Director of the Company, remain as a Non-Executive Director and will be considered non-independent.*

[See Explanatory Note (i)]

3. To approve the payment of Directors’ fees of up to S\$430,000 for the year ending 30 June 2022, to be paid quarterly in arrears (2021: up to S\$450,000). **(Resolution 3)**
4. To re-appoint KPMG LLP as the Auditor of the Company and to authorise the Directors of the Company to fix its remuneration. **(Resolution 4)**
5. To transact any other ordinary business which may properly be transacted at an Annual General Meeting.

**AS SPECIAL BUSINESS**

To consider and if thought fit, to pass with or without modifications, the following resolutions as Ordinary Resolutions:

6. **Authority to issue shares**

That pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore and the Listing Manual of the Singapore Exchange Securities Trading Limited (“SGX-ST”), the Directors of the Company be authorised and empowered to:

- (a) (i) issue shares in the Company (“**shares**”) whether by way of rights, bonus or otherwise; and/or
  - (ii) make or grant offers, agreements or options (collectively, “**Instruments**”) that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into shares,
- at any time and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company may in their absolute discretion deem fit; and
- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instruments made or granted by the Directors of the Company while this Resolution was in force,

provided that:

- (1) the aggregate number of shares (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) to be issued pursuant to this Resolution shall not exceed one hundred per centum (100%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares to be issued other than on a pro rata basis to shareholders of the Company shall not exceed twenty per centum (20%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (1) above, the total number of issued shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:
  - (a) new shares arising from the conversion or exercise of any convertible securities which were issued and are outstanding or subsisting at the time of the passing of this Resolution;
  - (b) new shares arising from exercising share options or vesting of share awards which were issued and are outstanding or subsisting at the time of the passing of this Resolution; and
  - (c) any subsequent bonus issue, consolidation or subdivision of shares;and, in sub-paragraph (1) above and this sub-paragraph (2), “subsidiary holdings” has the meaning given to it in the Listing Manual of the SGX-ST;
- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution of the Company; and
- (4) unless revoked or varied by the Company in a general meeting, such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier.

**(Resolution 5)**

[See Explanatory Note (ii)]

**7. Authority to issue shares under the AusGroup Employee Share Option Scheme**

That pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore, the Directors of the Company be and are hereby authorised to grant options in accordance with the rules and provisions of the AusGroup Employee Share Option Scheme (the “**AusGroup ESOS**”), and to allot and issue from time to time such number of fully paid-up shares as may be required to be allotted and issued pursuant to the exercise of the options under the AusGroup ESOS, provided that the aggregate number of shares available under the AusGroup ESOS, when added to all shares, options or awards granted under any other share option scheme, share award scheme or share incentive scheme of the Company then in force, shall not exceed 15% of the total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company from time to time and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier.

**(Resolution 6)**

[See Explanatory Note (iii)]

**8. Authority to issue shares under the AusGroup Performance Share Plan**

That pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore, the Directors of the Company be and are hereby authorised to grant awards in accordance with the rules and provisions of the AusGroup Performance Share Plan (the “**AusGroup PSP**”), and to allot and issue from time to time such number of fully paid-up shares as may be required to be allotted and issued pursuant to the vesting of awards under the AusGroup PSP, provided that the aggregate number of shares available under the AusGroup PSP, when added to all shares, options or awards granted under any other share option scheme, share award scheme or share incentive scheme of the Company then in force, shall not exceed 15% of the total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company from time to time and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier.

**(Resolution 7)**

[See Explanatory Note (iv)]

By Order of the Board

Chin Bo Wui  
Secretary  
Singapore,

6 October 2021

**Explanatory Notes:**

- (i) Detailed information on directors who are seeking re-appointment under the Ordinary Resolutions 2(a) to 2(c) (including information as set out in Appendix 7.4.1 of the Listing Manual of the SGX-ST) can be found under “Board of Directors” in the Company’s Annual Report 2021 and the “Additional Information on Directors Seeking Re-appointment”.
- (ii) The Ordinary Resolution 5, if passed, will empower the Directors of the Company, effective until the conclusion of the next Annual General Meeting of the Company, or the date by which the next Annual General Meeting of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares, make or grant Instruments convertible into shares and to issue shares pursuant to such Instruments, up to a number not exceeding, in total, 100% of the total number of issued shares (excluding treasury

shares and subsidiary holdings) in the capital of the Company (“**Enhanced Share Issue Limit**”), of which up to 20% may be issued other than on a pro-rata basis to shareholders.

For determining the aggregate number of shares that may be issued, the total number of issued shares (excluding treasury shares and subsidiary holdings) will be calculated based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time this Ordinary Resolution is passed after adjusting for new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which were issued and are outstanding or subsisting at the time when this Ordinary Resolution is passed and any subsequent bonus issue, consolidation or subdivision of shares.

The authority for the Enhanced Share Issue Limit mandate is pursuant to the SGX-ST news release of 8 April 2020 titled “SGX RegCo announces measures to support issuers amid challenging COVID-19 business climate” (and subsequently updated on 16 March 2021). Pursuant to the SGX-ST news release of 16 March 2021, Mainboard issuers have up to 31 December 2021 to seek or renew a general mandate for the Enhanced Share Issue Limit, which will expire at the conclusion of the next Annual General Meeting of the Company or on the date by which the next Annual General Meeting is required by law or the SGX-ST Mainboard Listing Manual to be held, whichever is the earliest (the “**Expiry Date**”) and by the Expiry Date the shares issued pursuant to the Enhanced Share Issue Limit mandate must be listed and no further shares shall be issued under such mandate.

The Board of Directors is of the view that the Enhanced Share Issue Limit mandate is in the interest of the Company and its shareholders in the event that the COVID-19 situation evolves before the next Annual General Meeting of the Company to such an extent that a 50% limit for pro rata issue of shares is not sufficient to meet the Company’s needs. If such circumstances were to occur and there was no Enhanced Share Issue Limit mandate in place, fund raising efforts would be unnecessarily hampered and compromised by the time needed to obtain shareholders’ approval to issue shares above the 50% threshold. The Enhanced Share Issue Limit mandate will provide the Company with an option to strengthen its balance sheet, if required and the flexibility to raise funds expeditiously, if required.

- (iii) The Ordinary Resolution 6, if passed, will empower the Directors of the Company, effective until the conclusion of the next Annual General Meeting of the Company, or the date by which the next Annual General Meeting of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, to issue shares in the Company pursuant to the exercise of options granted or to be granted under the AusGroup ESOS, provided always that the aggregate number of ordinary shares which may be issued pursuant to the AusGroup ESOS and any other share based schemes shall not exceed 15% of the total number of issued shares of the Company excluding treasury shares and subsidiary holdings from time to time.
- (iv) The Ordinary Resolution 7, if passed, will empower the Directors of the Company, effective until the conclusion of the next Annual General Meeting of the Company, or the date by which the next Annual General Meeting of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, to issue shares in the Company pursuant to the vesting of awards granted or to be granted under the AusGroup PSP, provided always that the aggregate number of shares to be issued in respect of the AusGroup PSP and any other share based schemes shall not exceed 15% of the total number of issued shares of the Company (excluding treasury shares and subsidiary holdings) from time to time.

**Notes:**

1. The Company’s Annual General Meeting (the “**AGM**”) is being convened, and will be held, by way of electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020.
2. Printed copies of this Notice of AGM dated 6 October 2021 (“**AGM Notice**”), Proxy Form and the Company’s FY2021 Annual Report **will not** be mailed to shareholders, instead, these documents will be available to shareholders by way of electronic means via publication on SGXNet at the URL <https://www.sgx.com/securities/company-announcements> and the Company’s website at the URL <https://www.ausgroupltd.com/investor-centre/>.

3. **Shareholders will not be able to attend the AGM in person.** Alternative arrangements have been put in place to allow shareholders to participate in the AGM by way of: (i) watching and/or listening to the AGM proceedings via electronic means (including arrangements by which the AGM can be electronically accessed via “live” audio-visual webcast and “live” audio-only stream); (ii) submission of questions to the Chairman of the AGM in advance of the AGM, addressing of substantial and relevant questions before or at the AGM; and (iii) voting by appointing the Chairman of the AGM as proxy at the AGM, details of which are set out below.

4. **Pre-registration**

Shareholders, including CPF and/or SRS investors, may begin to pre-register to watch the live audio-visual webcast or listen to the live audio-only stream of the AGM proceedings via the Company’s pre-registration website at the URL <https://conveneagm.com/sg/ausgroup> from now till **10.00 a.m. on Monday, 18 October 2021** to enable the Company to verify their status as shareholders.

Following the verification, authenticated shareholders will receive a confirmation email which will contain their login credentials and the instructions to access the live audio-visual webcast and a telephone number to access the live audio-only stream of the AGM proceedings. Shareholders who do not receive the confirmation email by 10.00 a.m. on 20 October 2021, but have registered by 10.00 a.m. on 18 October 2021 deadline should contact the Company’s Share Registrar at [gp@mnscingapore.com](mailto:gp@mnscingapore.com).

Shareholders will be able to observe the live audio-visual webcast of AGM proceedings via mobile phones, tablets or computers or listen to the live audio-only stream of AGM proceedings via telephone.

**Deadline to pre-register: By 10.00 a.m. on 18 October 2021.**

Investors who hold shares of the Company through a relevant intermediary (as defined below), other than CPF or SRS investors, **will not** be able to pre-register via the above-mentioned pre-registration website for the live audio-visual webcast or audio-only stream of the AGM proceedings. Such investors who wish to participate in the AGM via electronic means should contact their relevant intermediary through which they hold such shares as soon as possible in order for the necessary arrangements to be made for their participation in the AGM.

“Relevant intermediary” has the meaning ascribed to it in Section 181 of the Companies Act:

- (a) a banking corporation licensed under the Banking Act, Chapter 19 of Singapore, or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity; or
- (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act, Chapter 289 of Singapore, and who holds shares in that capacity; or
- (c) the Central Provident Fund Board (“**CPF Board**”) established by the Central Provident Fund Act, Chapter 36 of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the CPF Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

5. **Submission of questions in advance of the AGM**

Shareholders **will not** be able to ask any questions during the live audio-visual webcast or audio-only stream of the AGM proceedings. Therefore, it is important for shareholders to submit their question related to the resolutions to be tabled for approval at the AGM, to the Chairman of the AGM in advance of the AGM, in the following manner by **10.00 a.m. on 18 October 2021**:

- (a) via the pre-registration website at the URL <https://conveneagm.com/sg/ausgroup>; or
- (b) by email to the Company at [agm@ausgrouppltd.com](mailto:agm@ausgrouppltd.com); or

- (c) if submitted by post, be deposited at the Share Registrar's Office of the Company at 112 Robinson Road #05-01 Singapore 068902.

Shareholders who submit questions via email or by post to the Company must provide the following information:

- (1) the Shareholder's full name;
- (2) the Shareholder's address; and
- (3) the manner in which the Shareholder holds shares in the Company (e.g. via CDP, CPF or SRS).

Please note that the Company will not be able to answer questions from shareholders who provide insufficient details to enable the Company to verify his/her/its shareholder status.

In view of the current COVID-19 situation in Singapore and the related safe distancing measures which may make it difficult for shareholders to submit questions by post, shareholders are strongly encouraged to submit questions electronically via the pre-registration website or by email.

**Deadline to submit questions: By 10.00 a.m. on 18 October 2021.**

## 6. **Submission of Proxy Form to Appoint the Chairman of AGM as Proxy to vote at the AGM**

Shareholders **will not** be able to vote during the live audio-visual webcast or audio-only stream of the AGM proceedings and therefore it is important for shareholders to appoint the Chairman of the AGM as their Proxy to vote at the AGM.

Shareholders (whether individual or corporate) who wish to exercise his/her/its voting rights at the AGM must appoint the Chairman of the AGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM by completing and submitting to the Company the Proxy Form.

### Specific Voting Instruction

In appointing the Chairman of the AGM as proxy, a shareholder must give specific instructions as to voting (whether to vote in favour of or against), or abstentions from voting, in respect of a resolution in the Proxy Form, failing which, the appointment of the Chairman of the AGM as proxy for that resolution will be treated as invalid.

Shareholders who hold shares of the Company through a relevant intermediary (as defined above), including CPF or SRS investors who wish to appoint the Chairman of the AGM as their proxy should approach their relevant intermediary through which they hold such shares or their respective CPF Agent Banks or SRS Operators to submit their votes by **5.00 p.m. on Monday, 11 October 2021**, being 7 working days before the date of the AGM, in order to allow sufficient time for their respective relevant intermediaries to in turn submit a Proxy Form to appoint the Chairman of the AGM to vote on their behalf by the cut-off date.

The Proxy Form appointing the Chairman of the AGM as proxy must be submitted in the following manner **by 10.00 a.m. on 18 October 2021**, being not less than **seventy-two (72) hours** before the time appointed for holding the AGM:

- (a) **If submitted electronically**, be submitted via the pre-registration website at the URL <https://conveneagm.com/sg/ausgroup>, or by email at [gpb@mncsingapore.com](mailto:gpb@mncsingapore.com) by enclosing a signed PDF copy of the Proxy Form; or
- (b) **if submitted by post**, be deposited at the Share Registrar's Office of the Company at 112 Robinson Road #05-01 Singapore 068902.

A Shareholder who wishes to submit a Proxy Form must first download, complete and sign the Proxy Form, before submitting it by post to the address provided above, or before scanning and sending it electronically via the pre-registration website or by email to the email address provided above.

In view of the current COVID-19 situation in Singapore and the related safe distancing measures which may make it difficult for shareholders to submit the completed Proxy Forms by post, shareholders are strongly encouraged to submit the completed Proxy Forms electronically via the pre-registration website or by email.

**Deadline to submit Proxy Form: By 10.00 a.m. on 18 October 2021.**

The Chairman of the AGM, as proxy, need not be a member of the Company.

If the appointor is a corporation, the Proxy Form must be executed under seal or the hand of its duly authorised officer of attorney.

**7. Addressing of Questions**

The Company will address all substantial and relevant questions submitted in advance of the AGM during the AGM through the live audio-visual webcast or live audio-only stream or will publish the responses to all substantial and relevant questions on SGXNet and the Company's website prior to the AGM, depending upon the number of questions received by the Company.

**8. Minutes of AGM**

The Company will, within one month after the date of the AGM, publish the minutes of the AGM on SGXNet and the Company's website, and the minutes will include the responses to substantial and relevant questions referred to above.

9. All documents and information relating to the business of the AGM (including the Annual Report, this Notice of AGM and the Proxy Form) have been published on SGXNet website at the URL <https://www.sgx.com/securities/company-announcements> and the Company's website at the URL <https://www.ausgrouppltd.com/investor-centre/>.

**Personal Data Privacy:**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a shareholder of the Company (i) consents to the collection, use and disclosure of the shareholder's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the shareholder discloses the personal data of the shareholder's proxy(ies) and/or representative(s) to the Company (or its agents), the shareholder has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the shareholder will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the shareholder's breach of warranty.