



JATCORP LIMITED

ABN 31 122 826 242

NOTICE OF GENERAL MEETING

Time: 2.00 pm (Sydney time)

Date: 14 June 2023

Place: 502/2 Bligh Street Sydney NSW 2000 and by
video conference

IMPORTANT INFORMATION

Venue and Voting Information

The General Meeting of Shareholders to which this Notice of Meeting relates will be held at 2.00 PM (Sydney time) on 14 June 2023 at 502/2 Bligh Street Sydney NSW 2000 and as a virtual meeting.

Shareholders will be able to vote and ask questions at the virtual meeting. Shareholders are also encouraged to submit questions in advance of the Meeting to the Company. Questions must be submitted in writing to by email to admin@jatcorp.com or by calling (02) 8098 0232 at least 48 hours before the AGM. The Company will also provide Shareholders with the opportunity to ask questions during the Meeting in respect to the formal items of business.

Your vote is important

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

Voting virtually at the Meeting

Shareholders who wish to vote virtually on the day of the AGM will need to login to the Automic website (<https://investor.automic.com.au/#/home>) with their username and password. Shareholders who do not have an account with Automic are strongly encouraged to register for an account as soon as possible and well in advance of the Meeting to avoid any delays on the day of the Meeting.

How do I create an account with Automic?

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

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

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

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

For further information on the live voting process please see the Registration and Voting Guide at

https://web.automic.com.au/er/public/api/documents/BCT?fileName=Virtual_Meeting_Shareholder_Registration_Voting_Guide_.pdf

Voting eligibility

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the General Meeting are those who are registered as at 7.00pm (Sydney time) on 12 June 2023.

Voting by proxy

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

- | | |
|----------------|---|
| Online | Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form.
For further information on the online proxy lodgement process please see the Online Proxy Lodgment Guide at https://www.automicgroup.com.au/virtual-agms/ |
| By post | Automic, GPO Box 5193, Sydney NSW 2001 |
| By hand | Automic, Level 5, 126 Phillip Street, Sydney NSW 2000 |

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 provide the Share Registry with adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

NOTICE OF GENERAL MEETING

Notice is hereby given that a General Meeting of Shareholders of Jatcorp Limited ACN 122 826 242 will be held at 2.00 PM (AEDT) 14 June 2023 at 502/2 Bligh Street Sydney NSW 2000 and as a virtual meeting (**Meeting**).

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

AGENDA

RESOLUTION 1: REMOVAL OF AUDITOR

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

“That LNP Audit + Assurance, the current auditor of the Company, be removed as auditor effective immediately.”

RESOLUTION 2: APPOINTMENT OF AUDITOR

To consider and, if thought fit, to pass the following as a **special resolution**:

“That, subject to resolution 1 being passed, and having consented to act in writing, RSM Australia Pty Ltd be appointed as auditor of the Company effective from the date of this meeting.”

BY ORDER OF THE BOARD



Oliver Carton
Company Secretary
12 May 2023

EXPLANATORY STATEMENT

The purpose of this Explanatory Statement is to provide information that the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

RESOLUTIONS 1 AND 2

A Background

Under Section 329 of the Corporations Act, an auditor of a company may be removed from office by resolution at a general meeting of which 2 months notice of intention to move the resolution has been given. The notice of intention to remove LNP Audit + Assurance is provided to Shareholders with this Notice of General Meeting.

It should be noted that under this section, if a company calls a meeting after the notice of intention has been given, the meeting may pass the resolution even though the meeting is held less than 2 months after the notice of intention is given.

The Company provides the notice of intention to Shareholders at Appendix A to this Notice and seeks the approval to remove the auditor even though the meeting will be held less than 2 months after the notice of intention is given.

Under Section 327D of the Corporations Act, the Company in a general meeting may appoint an auditor to replace an auditor removed under Section 329 of the Corporations Act.

If LNP Audit + Assurance is removed under Resolution 1, the Directors propose that RSM Australia Pty Ltd be appointed as the Company's auditor effective from the date of the Meeting. The notice of intention to remove LNP Audit + Assurance as auditor of the Company and nomination of RSM Australia Pty Ltd as auditor of the Company is provided to Shareholders in Annexure A to this Notice of General Meeting. RSM Australia Pty Ltd has given written consent to act as the Company's auditor in accordance with section 328A(1) of the Corporations Act.

If Resolutions 1 and 2 are passed, the appointment of RSM Australia Pty Ltd as the Company's auditor will take effect at the close of this General Meeting.

B Recommendation of Directors

The Directors recommend that Shareholders approve resolutions 1 and 2. RSM Australia Pty Ltd is a national audit firm that better suits the Company's business and operations.

If Resolutions 1 and 2 are not passed, LNP Audit + Assurance will remain as auditor of the Company.

Annexure A - Notice of Removal and Nomination of Auditor

12 May 2023
The Directors
Jatcorp Limited
502/2 Bligh Street Sydney NSW 2000

Dear Directors

Notice of Removal of Auditor and Nomination of Auditor

We, Gold Brick Capital Pty Ltd, being a Shareholder of Jatcorp Limited (JAT), request that a general meeting of Shareholders of JAT be held at the first available time, and in any event no later than 2 months from the date of this Notice, to consider and if through fit pass the following resolutions:

1. That LNP Audit + Assurance be removed as auditor of JAT; and
2. That RSM Australia Pty Ltd be appointed as new auditor of JAT.

For the purposes of s328B(1) of the Corporations Act we hereby nominate RSM Australia Pty Ltd as auditor of the Company.

Yours sincerely



Mr Zhan Wang
Director, Gold Brick Capital Pty Ltd

Schedule 1 - Definitions

In this Explanatory Statement and Notice of General Meeting:

Board means the Board of Directors of the Company.

Company means Jatcorp Limited ACN 122 826 242.

Corporations Act means the Corporations Act 2001 (Cth).

Director means a current director of the Company.

Explanatory Statement means the explanatory statement to the Notice.

JAT means Jatcorp Limited ACN 122 826 242.

Notice or **Notice of Meeting** means this Notice of General Meeting.

Proxy Form means the proxy form attached to the Notice.

Resolution means a resolution referred to in the Notice.

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

Shareholder means a holder of Shares.

Words importing the singular include the plural and vice versa.



Jatcorp Limited | ABN 31 122 826 242

Proxy Voting Form

If you are attending the meeting in person, please bring this with you for Securityholder registration.

Holder Number:

Your proxy voting instruction must be received by **2.00pm (AEST) on Monday, 12 June 2023**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

Individual: Where the holding is in one name, the Shareholder must sign.

Joint holding: Where the holding is in more than one name, all Shareholders should sign.

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

Lodging your Proxy Voting Form:

Online:

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah>

or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBSITE: <https://automicgroup.com.au/>

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

Appoint the Chair of the Meeting (Chair) OR if you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

[illegible]

Unless indicated otherwise by ticking the “for,” against” or “abstain” box you will be authorising the Chair to vote in accordance with the Chair’s voting intention.

Resolutions		For	Against	Abstain
1.	REMOVAL OF AUDITOR	☐	☐	☐
2.	SPECIAL RESOLUTION APPOINTMENT OF AUDITOR	☐	☐	☐

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director / Company Secretary
Contact Name:		
Email Address:		
Contact Daytime Telephone		Date (DD/MM/YY)
		/ /

By providing your email address, you elect to receive all of your communications despatched by the Company electronically (where legally permissible).

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