



STAR COMBO PHARMA LTD
ABN 38 6157 283 75
171 -177 Woodpark Rd
Smithfield NSW 2164
P: +61 2 9756 6555
sales@starcombo.com.au

22 October 2021

Dear Star Combo Pharma Limited Shareholder

Re: 2021 AGM and Annual Report.

Star Combo Pharma Limited (ASX: S66) (Company) is pleased to advise that the 2021 Annual General Meeting (**AGM**) of the Company will be held as follows:

Venue: **Virtual Meeting.**
Date: **Tuesday 23 November 2021**
Time: **11:00am (AEDT).**

In light of restrictions introduced due to COVID-19, the meeting will be held as a virtual meeting. Shareholders can participate by logging in online via <https://meetings.linkgroup.com/s6621>

We are writing to you by mail as you have not elected to participate in our electronic communications programme. You can elect to receive all documents electronically by logging in to the Link Market Services Investor Centre at the following link www.linkmarketservices.com.au

The Company's Notice of Annual General Meeting and Online Guide and 2021 Annual Report are available to download from the Company's website by following the link <https://investors.starcombo.com.au/Investors/> and moving to the ASX Announcements section.

To lodge your proxy vote on-line, please follow the instructions below:

1. Go to investorcentre.linkmarketservices.com.au
2. Enter Issuer Name or ASX Code – Star Combo Pharma Limited (ASX Code: S66)
2. Enter the SRN or HIN for your holding.
3. Enter the postcode (Australian address) or country (overseas address) relevant to each shareholding.
4. Enter the security code and tick the box once you have read the terms and conditions.
5. Click 'Voting' from the menu at the top of the page.

Your voting instruction or your proxy form must be lodged no later than **11:00am (AEDT) on Sunday, 21 November 2021.**

A handwritten signature in black ink, appearing to read "Patrick Raper".

By Order of the Board
Patrick Raper - Company Secretary
Star Combo Pharma Limited

If you require any assistance, please contact our Share Registry, Link Market Services Limited on +61 1300 554 474 or email registrars@linkmarketservices.com.au. If you wish to change your communication options, please go to the registry's website at www.linkmarketservices.com.au



STAR COMBO PHARMA LIMITED

ACN 615 728 375

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of members of Star Combo Pharma Limited (**Company**) is to be held for the purpose of conducting the business of the meeting as itemised.

Venue: This Annual General Meeting (**Meeting**) will be conducted as a virtual Meeting,

Date: Tuesday 23rd November 2021

Time: 11.00 a.m. (Sydney time)

Participation at the AGM

Shareholders are invited to participate in the Star Combo Pharma Limited AGM by:

Watching and participating live online.

Enter <https://meetings.linkgroup.com/s6621> into a web browser on your computer or online device:

- Shareholders will need their Shareholder Reference Number (SRN) or Holder Identification Number (HIN); and postcode. Shareholders with a registered address outside Australia should click 'Outside Australia' and select the country of their registered address.
- Proxyholders will need their proxy code which Link Market Services will provide via email no later than 48 hours prior to the Meeting.

We recommend logging in to the meeting online platform at least 15 minutes prior to the scheduled start time for the AGM.

BUSINESS OF THE MEETING

Ordinary Business

Financial Statements and Reports

To receive and consider the Financial Statements and Reports of the Directors and Auditor for the financial year ended 30 June 2021.

Resolution 1: Remuneration Report

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

"That for the purpose of section 250R of the Corporations Act and for all other purposes, the Remuneration Report as set out in the Directors' Report for the year ended 30 June 2021 be adopted."

Voting Exclusion Statement

The Company will disregard any votes on Resolution 1 by or on behalf of a member of the Key Management Personnel of the Company (including Directors) ("**KMP**") whose details are included in the Remuneration Report, or their closely related parties. However, the Company will not disregard a vote cast on Resolution 1 by a KMP or closely related party of a KMP if:

- (a) the person is acting as proxy and the proxy form specifies how the proxy is to vote, and the vote is not cast on behalf of a person who is otherwise excluded from voting on Resolution 1 as described above;
- or

- (b) the person is the Chair voting an undirected proxy which expressly authorises the Chair to vote the proxy on a resolution connected with the remuneration of a member of the KMP.

Note: The vote on Resolution 1 is advisory only and does not bind the Directors or the Company.

Resolution 2: Re-election of Director – Mr Richard Allely

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

"That, for the purposes of ASX Listing Rule 14.4 and the Constitution and for all other purposes, Mr Richard Allely, who retires by rotation in accordance with the Company's constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company."

Voting Exclusion Statement

The Company will disregard any votes on Resolution 2 by Mr Allely and his nominee and any of his associates. However, the Company need not disregard a vote if it is cast:

- (a) by Mr Allely or an associate of Mr Allely as a proxy for a person who is entitled to vote, in accordance with the direction on the proxy form; or
- (b) by the Chair as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Resolution 3: Re-election of Director – Mr Jialong Ding

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

"That, for the purposes of ASX Listing Rule 14.4 and the Constitution and for all other purposes, Mr Jialong Ding, who retires by rotation in accordance with the Company's constitution and, being eligible, offers himself for re-election, be re-elected as a Director of the Company."

Voting Exclusion Statement

The Company will disregard any votes on Resolution 3 by Mr Jialong Ding and his nominee and any of his associates. However, the Company need not disregard a vote if it is cast:

- (c) by Mr Jialong Ding or an associate of Mr Ding as a proxy for a person who is entitled to vote, in accordance with the direction on the proxy form; or
- (d) by the Chair as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Resolution 4: Cancellation of Shares issued to DW & RL Pty Ltd and to Liang Zuo

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

"That 125,741 shares in the Company issued to DW & RL Pty Ltd and 83,827 shares in the Company issued to Liang Zuo pursuant to the ATY and KOM Share Sale and Purchase Agreement dated 5 February 2019 be cancelled and the capital of the Company be reduced accordingly."

General

To consider any other business as may be lawfully put forward in accordance with the Constitution.

Other Information

The Explanatory Memorandum accompanies and forms part of this Notice.

All Shareholders should read the Explanatory Memorandum carefully and in its entirety. Shareholders who are in doubt regarding any part of the business of the annual general meeting should consult their financial or legal adviser for assistance.

Voting by Proxy

Any Shareholder of the Company entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote instead of that Shareholder.

The proxy does not need to be a Shareholder of the Company. A Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half of the Shareholder's votes (in which case any fractional votes will be disregarded).

Proxies must be:

- (a) lodged (by hand) or posted to the Company's share registry, Link Market Services;
- (b) faxed at the fax number specified below; or
- (c) lodged online at the website specified below,

not later than 11:00 a.m. (Sydney time) on Sunday 21 November 2021.

Link Market Services (hand deliveries)

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

Link Market Services (postal deliveries)

Star Combo Pharma Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235

Fax number for lodgment

+61 2 9287 0309

Online

www.linkmarketservices.com.au

A form of proxy is provided with this notice.

Proxies given by corporate Shareholders must be executed in accordance with the Corporations Act and their constitutions, or signed by a duly authorised attorney.

A proxy may decide whether to vote on any motion, except where the proxy is required by law or the Constitution to vote or abstain from voting, in their capacity as proxy. If a proxy is directed how to vote on a resolution, the proxy may vote on that item only in accordance with that direction. Any directed proxies which are not voted on a poll will automatically default to the Chair of the Meeting, who must vote the proxies as directed. If a proxy is not directed how to vote on a resolution, a proxy may vote as they think fit. If a Shareholder appoints the Chair of the Meeting as a Shareholder's proxy and does not specify how the Chair is to vote on the resolution, the Chair will vote, as proxy for that Shareholder, in favour of the resolution.

Voting by corporate representatives

A corporate Shareholder wishing to appoint a person to act as its representative at the Meeting must provide that person with an authority executed in accordance with the Company's constitution and the Corporations Act authorising him or her to act as a corporate representative. The authority must be sent to the Company or its share registry in advance of the Meeting or be handed in at the Meeting when registering as a corporate representative.

Entitlement to Vote

In accordance with Section 1074E(2)(g)(i) of the Corporations Act and Regulation 7.11.37 of the Corporations Regulations, the Company has determined that for the purposes of the meeting all shares will be taken to be held by the persons who held them as registered Shareholders at 7.00 p.m. (Sydney time) on Sunday 21 November 2021. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

Shareholder questions and comments

The Chair of the Meeting will provide Shareholders with an opportunity at the meeting to ask questions and make comments.

During the AGM, shareholders and proxyholders may ask questions online, or orally by telephone, once they have been verified. It may not be possible to respond to all questions asked during the meeting. Accordingly, shareholders are encouraged to lodge questions prior to the meeting either online at www.linkmarketservices.com.au

Shareholders and proxyholders will be given an opportunity to ask questions in real-time by telephone. A personalised PIN is needed to ask questions by telephone. To receive a personalised PIN, please contact Link Market Services before the AGM. Dial-in details for the AGM and contact details for Link Market Services are included in the Online Guide. If you plan to ask questions by telephone, you will still need to log into the online platform if you wish to vote during the meeting.

By Order of the Board
Star Combo Pharma Limited

A handwritten signature in black ink, appearing to read 'Patrick Raper', with a long horizontal stroke extending from the bottom of the signature.

Patrick Raper
Company Secretary
Star Combo Pharma Limited.
22 October 2021

STAR COMBO PHARMA LIMITED

ACN 615 728 375

EXPLANATORY MEMORANDUM

This Explanatory Memorandum relates to the Annual General Meeting of the Company to be held as a virtual meeting on Tuesday 23 November 2021 at 11:00 am (Sydney time).

Financial Report and Reports of the Directors and Auditor

This item allows Shareholders the opportunity to consider the Financial Report, Directors' Report and Auditor's Report of the Company. Under Section 317 of the Corporations Act the Company is required to lay these three reports, together comprising the Company's Annual Report, before its Shareholders at the Meeting.

Resolution 1 Remuneration Report

Resolution 1 provides Shareholders the opportunity to vote on the Company's Remuneration Report. Under Section 250R(2) of the Corporations Act, the Company must put the adoption of its Remuneration Report to a vote at the annual general meeting. The Remuneration Report is contained in the Directors' Report. Section 250R(3) of the Corporations Act provides that Resolution 1 is advisory only and does not bind the Directors or the Company, and a failure of Shareholders to pass Resolution 1 will not require the Directors to alter any arrangements in the Remuneration Report. The Chairman will allow reasonable opportunity for Shareholders to ask about or make comments on the Remuneration Report.

The Board recommends that Shareholders vote for this resolution.

The Chairman intends to exercise all undirected proxies in favour of Resolution 1. If the Chairman is appointed as your proxy and you have not specified the way the Chairman is to vote on Resolution 1, by signing and returning the Proxy Form, you are considered to have provided the Chairman with an express authorisation for the Chairman to vote the proxy in accordance with the Chairman's intention.

Noting that four of the current executive and non-executive Directors have a personal interest in their own remuneration from the Company as set out in the Remuneration Report, and that each of them (and their closely related parties) would be excluded from voting on Resolution 1, the Board recommends that Shareholders vote in favour of adopting the Remuneration Report.

Resolution 2 and Resolution 3 Re-election of Mr Richard Allely and Mr Jialong Ding

ASX Listing Rule 14.5 and rule 26.6 of the Company's Constitution provide that an election of directors must be held each year at the annual general meeting of the Company. The Board has determined that Mr Richard Allely and Mr Jialong Ding will retire by rotation. Being eligible, Mr Allely and Mr Ding offer themselves for re-election.

Resolution 2: Re-election of Mr Richard Allely

Resolution 2 provides for the re-election of Richard Allely as a non-executive Director of the Company in accordance with Listing Rule 14.4 and rule 26.3 of the Constitution.

Qualifications

- MBA (Finance Major); DipCM; FCPA; FAICD

Experience and expertise

Richard was appointed to the Board in 2018 as an independent Non-executive Director and Chairman. Richard has previously held non-executive roles on the boards of Australian Medical Publishing Company Pty Ltd, Perisher Blue Pty Ltd, Australian Property Monitors Pty Ltd and Source Financial Inc. (a USA Public Company). He has also been an independent member of Work Cover Authority of NSW and an advisory board member of Renoir Consulting Group.

Richard was the Managing Director and CEO of PMP Ltd (PMP) until 2012, when he stepped down from the position, after serving just over 10 years with the company (seven years as CFO). PMP is the largest printing and distribution company in Australia and New Zealand with a turnover in excess of \$A1 billion.

Prior to this, Richard held senior executive roles with a number of leading Australian and International companies including Tenix Pty Ltd (formerly Transfield Pty Ltd), John Fairfax Holdings Ltd, Boral Ltd, James Hardie Industries Ltd and Fanner-PLP Pty Ltd. Richard has significant experience in the manufacturing, building and construction, and publication and media sectors within Australia and South East Asia.

The Board, other than Mr Richard Allely, recommends the reappointment of Mr Richard Allely as a non-executive Director.

The Chairman intends to exercise all undirected proxies in favour of Resolution 2. If the Chairman is appointed as your proxy and you have not specified the way the Chairman is to vote on Resolution 2, by signing and returning the Proxy Form, you are considered to have provided the Chairman with an express authorisation for the Chairman to vote the proxy in accordance with the Chairman's intention.

Resolution 3: Re-election of Mr Jialong Ding

Resolution 3 provides for the re-election of Mr Jialong Ding as a non-executive Director of the Company in accordance with Listing Rule 14.4 and rule 26.3 of the Constitution.

Qualifications

- Senior Technician (in Pharmaceutical Marketing and Human Resource)

Experience and expertise

Mr Ding was elected to the Board in April 2020 as a non-executive Director.

As the Vice President of the pharmaceutical business in Goldenmax International, Mr. Ding has over 30 years of experience in pharmaceutical distribution, production, and compliance. Prior to this, Mr. Ding held senior executive roles in several Chinese pharmaceutical companies, including subsidiaries of Shanghai Pharma.

Mr. Ding was Vice President of China Nonprescription Medicines Association (CNMA) and Vice President of Shanghai Pharmaceutical Profession Association (SPPA).

The Board, other than Mr Jialong Ding, recommends the reappointment of Mr Ding as a non-executive Director.

The Chairman intends to exercise all undirected proxies in favour of Resolution 3. If the Chairman is appointed as your proxy and you have not specified the way the Chairman is to vote on Resolution 3, by signing and returning the Proxy Form, you are considered to have provided the Chairman with an express authorisation for the Chairman to vote the proxy in accordance with the Chairman's intention.

Resolutions 4: Cancellation of Shares issued to DW & RL Pty Ltd and to Liang Zuo

Overview

Star Combo Pharma Limited announced on 19 February 2019 that it had completed the acquisition of the businesses of Koala Mall Pty Ltd ("KOM") and Austoyou Group Pty Ltd ("ATY") for A\$10 million.

ATY and KOM were acquired via the Share Sale and Purchase Agreement dated 5 February 2019 which set out a three-stage completion process.

Stage 1. Completed on 19 February 2019 consisted of 70% of the Purchase Amount structured as 50% cash payment and 50% payment in shares issued at \$0.51.

Stage 2. 12 months post settlement, (on or about 19 February 2020) a further \$1.5m or 15% of the Purchase Amount. If any shares are to be issued for this payment, they will be issued at a 10% discount from the VWAP in the 10 days prior to payment.

Stage 3. 24 months post settlement, (on or about 19 February 2021) a final \$1.5m or 15% of the Purchase Amount. If any shares are to be issued for this payment, they will be issued at a 10% discount from the VWAP in the 10 days prior to payment.

The Stage 1 payment included 6,981,115 shares issued at \$0.51

Terms of Issue of the shares under stage 1

The terms of the issue of the shares are as follows:

- (a) The Shares were issued at \$0.51 per Share raising \$3,560,368.
- (b) The Shares have the same rights as all other Shares on issue.
- (c) The funds raised from the issue of the shares were used as part payment for the acquisition of the businesses of Koala Mall Pty Limited and Austoyou Group Pty limited.

Adjustment to the Purchase Consideration

The initial acquisition accounting of KOM and ATY Mall was provisionally determined in the annual financial report for the year ended 30 June 2019.

The Group has subsequently worked with the external valuation expert to gather evidence around the values, to reflect any new information. Under this process an adjustment was made to Austoyou FY18 NPAT.

The purchase consideration has been adjusted in the financial report for the year ended 30 June 2020 to reflect the changes. The value of the identifiable net assets of KOM and ATY have now been finalised.

Had the purchase accounting been finalised, the annual financial report ended 30 June 2019 would have differed to those previously reported in that the purchase consideration would have been \$1.1m lower due to an adjustment made to ATY FY18 NPAT.

The \$1.1m decrease in the purchase consideration is made up of a decrease in the stage 1 cash payment of \$420k, a decrease in the stage 1 shares payment of \$420k and \$300k for each of the two 15% deferred consideration payments referred to under stage 2 and stage 3 above.

Pursuant to s.256C(2)(a) of the Corporations Act the cancellation of the Shares requires a special resolution passed at a general meeting of the Company as the cancellation is a selective reduction of capital of the Company.

At the 2020 AGM, the Company sought and received approval to cancel 824,132 shares being the number of excess shares issued to the vendors of KOM and ATY as part of the stage 1 payment in February 2019.

Number of Shares on Issue:

The following table sets out the shares on issue before the share cancellation and the number of shares on issues after the share cancellation.

	DW & RL Pty Ltd	Liang Zuo	Other Shareholders	Total Shares on Issue
Shares on Issue as at 13 October 2020	4,257,669	2,792,446	128,566,486	135,616,601
Cancellation as approved by shareholders at the 2020 AGM	-494,479	-329,653		-824,132
Shares on Issue after the cancellation	3,763,190	2,462,793	128,566,486	134,792,469

Subsequent to the 2020 AGM, during the December 2020 half year financial statement review by BDO, it was identified that an amount of \$200k worth of stock in the Austoyou Sydney warehouse records was not located in the Austoyou Sydney warehouse during the physical stock count.

It was further identified that the discrepancy was largely related to the purchase of \$196,560 of Bubs stage 2 and stage 3, which was purchased and sold in December 2019 and January 2020. The sales revenue was booked in January 2020, but the purchase costs of \$196,560 was not booked in January 2020. A journal adjustment was raised in the December 2019 half year financial statements to reflect that the stock had already been sold to the customer.

As a result of this omission and subsequent correction, the year 1 earn out calculation for Austoyou and Koala Mall was overstated and needs to be corrected as follows:

- The initial year 1 earnout payment paid by Star Combo was \$450,710.
- The correct year 1 earnout payment by Star Combo should have been \$343,830
- The net reduction to the year 1 earnout payment is therefore \$106,880.

The vendors of KOM and ATY have agreed to pay back the overpayment of \$106,880 by the reduction of previously issued shares to the equivalent value at the share issue price at acquisition of \$0.51 per share. The total number of shares previously issued to the vendors of KOM and ATY which are now proposed to be cancelled is therefore equal to 209,568 shares, being \$106,880 divided by \$0.51 per share.

Number of Shares on Issue:

The following table sets out the shares on issue before the proposed share cancellation and the number of shares on issues after the proposed share cancellation.

	DW & RL Pty Ltd	Liang Zuo	Other Shareholders	Total Shares on Issue
Shares on Issue as at 30 September 2021	3,560,010	2,327,339	128,905,120	134,792,469
Proposed cancellation of shares if approved by shareholders at the 2021 AGM	-125,741	-83,827		-209,568
Shares on Issue after the proposed cancellation	3,560,010	2,327,339	128,905,120	134,582,901

The vendors of KOM and ATY have agreed that 209,568 shares to be cancelled should now be subject to escrow pending the determination of this shareholder resolution at the 2021 AGM and subsequent cancellation in accordance with the shareholder approval.

Directors' Recommendation

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

The Chairman intends to exercise all undirected proxies in favour of Resolution 4. If the Chairman is appointed as your proxy and you have not specified the way the Chairman is to vote on Resolution 4, by signing and returning the Proxy Form, you are considered to have provided the Chairman with an express authorisation for the Chairman to vote the proxy in accordance with the Chairman's intention.

Glossary

In this Notice and Explanatory Memorandum:

\$ means Australian Dollars.

Annual General Meeting or **Meeting** means the annual general meeting to which this Notice relates.

ASX means ASX Limited ACN 008 624 691, and where the context permits the Australian Securities Exchange operated by ASX.

ATY means Austoyou Group Pty Limited ACN 617 759 985

Auditor's Report means the auditor's report in the Financial Report.

Board means the board of Directors.

Chairman means the person appointed to chair the Meeting convened by this Notice.

Company means Star Combo Pharma Limited (ACN 615 728 375).

Constitution means the constitution of the Company as at the commencement of the Meeting.

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

Director means a director of the Company.

Directors' Report means the annual directors' report prepared under chapter 2M of the Corporations Act for the Company and its controlled entities.

Explanatory Memorandum means the explanatory memorandum attached to the Notice.

Financial Report means the annual financial report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

Key Management Personnel means 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) of the Company.

KOM means Koala Mall Pty Limited – ACN 617 759 341

Listing Rules means the listing rules of ASX.

Notice means this notice of meeting.

Proxy Form means the proxy form attached to the Notice.

Resolution or **Resolutions** means the resolutions set out in this Notice.

Share means an ordinary share in the capital of the Company.

Shareholder means a shareholder of the Company.

LODGE YOUR VOTE

 **ONLINE**
www.linkmarketservices.com.au

 **BY MAIL**
Star Combo Pharma 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: +61 1300 554 474



X99999999999

PROXY FORM

I/We being a member(s) of Star Combo Pharma Limited (**Company**) and entitled to attend and vote hereby appoint:

APPOINT A PROXY

☐ **the Chairman (mark box)**

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

Name

Email

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 (Sydney time) on Tuesday, 23 November 2021** (the **Meeting**) and at any postponement or adjournment of the Meeting.

The Meeting will be conducted as a virtual meeting and you can participate by logging in online at <https://meetings.linkgroup.com/S6621> (refer to details in the Notice of Meeting and Virtual Meeting Online Guide).

Important for Resolution 1: 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 Resolution 1, even though the Resolution is 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*

1 Remuneration Report

☐	☐	☐
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2 Re-election of Director – Mr Richard Allely

☐	☐	☐
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3 Re-election of Director – Mr Ding

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4 Cancellation of Shares issued to DW & RL Pty Ltd and to Liang Zuo

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* 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).

S66 PRX2101N

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 Resolution is 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 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 the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- 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
- 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 attend the Meeting virtually the appropriate "Certificate of Appointment of Corporate Representative" must be received at registrars@linkmarketservices.com.au 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 (Sydney time) on Sunday, 21 November 2021**, 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 MAIL

Star Combo Pharma Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering 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

Virtual Meeting Online Guide

Before you begin

Ensure your browser is compatible.
Check your current browser by going to the website: **whatismybrowser.com**

Supported browsers are:

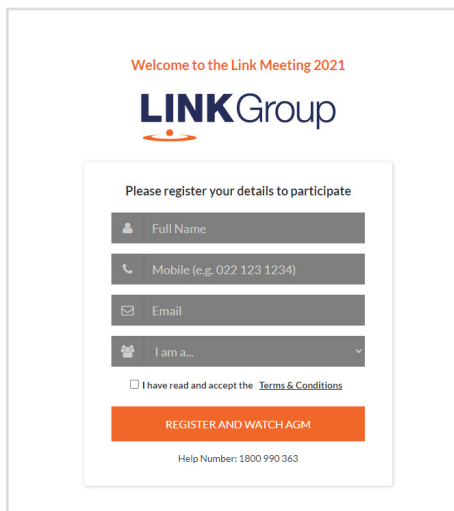
- Chrome – Version 44 & 45 and after
- Firefox – 40.0.2 and after
- Safari – OS X v10.9 & OS X v10.10 and after
- Internet Explorer 9 and up
- Microsoft Edge - 92.0 and after

To attend and vote you must have your securityholder number and postcode.

Appointed Proxy: Your proxy number will be provided by Link before the meeting.

Please make sure you have this information before proceeding.

Virtual Meeting Online Guide



Welcome to the Link Meeting 2021

LINKGroup

Please register your details to participate

Full Name

Mobile (e.g. 022 123 1234)

Email

I am a...

☐ I have read and accept the [Terms & Conditions](#)

REGISTER AND WATCH AGM

Help Number: 1800 990 363

Step 1

Open your web browser and go to <https://meetings.linkgroup.com/S6621>

Step 2

Log in to the portal using your full name, mobile number, email address, and participant type.

Please read and accept the terms and conditions before clicking on the blue **'Register and Watch Meeting'** button.

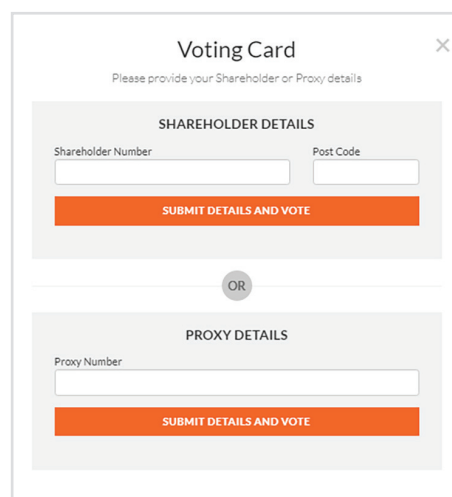
- On the left – a live audio webcast of the Meeting
- On the right – the presentation slides that will be addressed during the Meeting
- At the bottom – buttons for 'Get a Voting Card', 'Ask a Question' and a list of company documents to download

Note: If you close your browser, your session will expire and you will need to re-register. If using the same email address, you can request a link to be emailed to you to log back in.

1. Get a Voting Card

To register to vote – click on the 'Get a Voting Card' button.

This will bring up a box which looks like this.



Voting Card

Please provide your Shareholder or Proxy details

SHAREHOLDER DETAILS

Shareholder Number Post Code

SUBMIT DETAILS AND VOTE

OR

PROXY DETAILS

Proxy Number

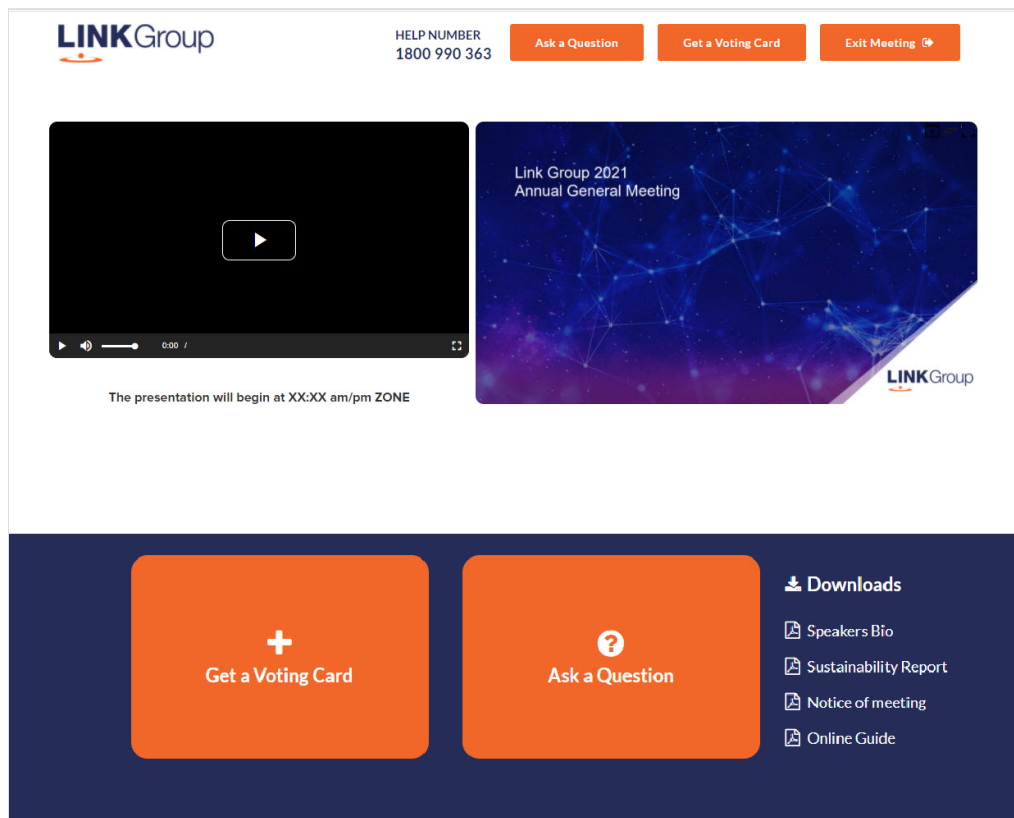
SUBMIT DETAILS AND VOTE

If you are an individual or joint securityholder you will need to register and provide validation by entering your securityholder number and postcode.

If you are an appointed Proxy, please enter the Proxy Number issued by Link in the PROXY DETAILS section. Then click the **'SUBMIT DETAILS AND VOTE'** button.

Once you have registered, your voting card will appear with all of the resolutions to be voted on by securityholders at the Meeting (as set out in the Notice of Meeting). You may need to use the scroll bar on the right hand side of the voting card to view all resolutions.

Securityholders and proxies can either submit a Full Vote or Partial Vote.



ABC COMPANY PTY LTD
X123456789

Voting Card

Please complete your vote by selecting the required voting instruction (For, Against or Abstain) for each resolution. If you would like complete a partial vote, please specify the number of votes for each resolution in the Partial Vote section. Proxy holder votes will only be applied to discretionary (undirected) votes. Directed votes will be applied as per the Unitholder's voting instructions.

Full Vote
Partial Vote

Resolution 2B
For
Against
Abstain

RE-ELECTION OF MRL ABC AS A DIRECTOR

Resolution 2C
For
Against
Abstain

RE-ELECTION OF MS XYZ AS A DIRECTOR

Resolution 3
For
Against
Abstain

INCREASE TO DIRECTORS' MAXIMUM FEE POOL LIMIT

Resolution 4
For
Against
Abstain

ADOPTION OF REMUNERATION REPORT

SUBMIT VOTE

Full Votes

To submit a full vote on a resolution ensure you are in the **'Full Vote'** tab. Place your vote by clicking on the **'For'**, **'Against'**, or **'Abstain'** voting buttons.

Partial Votes

To submit a partial vote on a resolution ensure you are in the **'Partial Vote'** tab. You can enter the number of votes (for any or all) resolution/s. The total amount of votes that you are entitled to vote for will be listed under each resolution. When you enter the number of votes it will automatically tally how many votes you have left.

Note: If you are submitting a partial vote and do not use all of your entitled votes, the un-voted portion will be submitted as No Instruction and therefore will not be counted.

Once you have finished voting on the resolutions scroll down to the bottom of the box and click on the **'Submit Vote'** or **'Submit Partial Vote'** button.

Note: You can close your voting card without submitting your vote at any time while voting remains open. Any votes you have already made will be saved for the next time you open up the voting card. The voting card will appear on the bottom left corner of the webpage. The message **'Not yet submitted'** will appear at the bottom of the page.

You can edit your voting card at any point while voting is open by clicking on **'Edit Card'**. This will reopen the voting card with any previous votes made.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide windows advising the remaining voting time. Please make any changes and submit your voting cards.

Once voting has been closed all submitted voting cards cannot be changed.

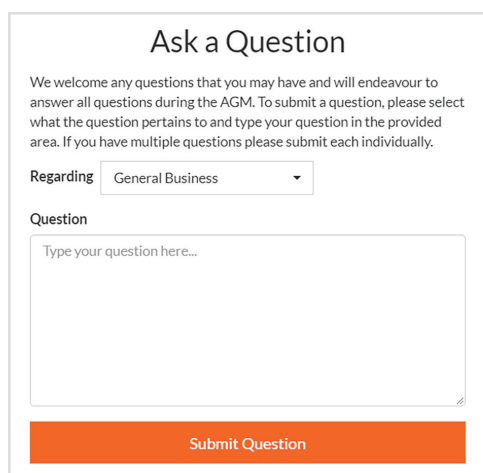
Virtual Meeting Online Guide *continued*

2. How to ask a question

Note: Only securityholders are eligible to ask questions.

If you have yet to obtain a voting card, you will prompted to enter your securityholder number or proxy details before you can ask a question. To ask a question, click on the 'Ask a Question' button either at the top or bottom of the webpage.

The '**Ask a Question**' box will then pop up with two sections for completion.



The 'Ask a Question' form is titled 'Ask a Question' and includes a welcome message: 'We welcome any questions that you may have and will endeavour to answer all questions during the AGM. To submit a question, please select what the question pertains to and type your question in the provided area. If you have multiple questions please submit each individually.' Below this, there is a 'Regarding' section with a dropdown menu currently set to 'General Business'. Underneath is a 'Question' section with a large text area containing the placeholder 'Type your question here...'. At the bottom of the form is an orange button labeled 'Submit Question'.

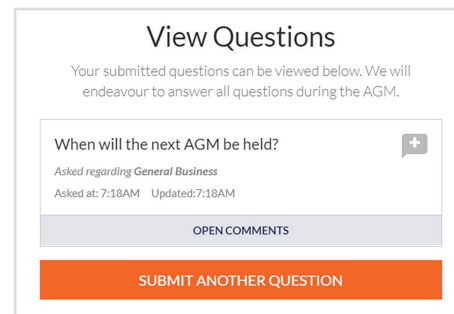
In the '**Regarding**' section click on the drop down arrow and select the category/resolution for your question.

Click in the '**Question**' section and type your question and click on 'Submit'.

A '**View Questions**' box will appear where you can view your questions at any point. Only you can see the questions you have asked.

If your question has been answered and you would like to exercise your right of reply, you can submit another question.

Note that not all questions are guaranteed to be answered during the Meeting, but we will do our best to address your concerns.



The 'View Questions' box is titled 'View Questions' and includes a message: 'Your submitted questions can be viewed below. We will endeavour to answer all questions during the AGM.' Below this, there is a question card for 'When will the next AGM be held?'. The card indicates it was 'Asked regarding General Business', 'Asked at: 7:18AM', and 'Updated: 7:18AM'. There is a small icon with a plus sign in the top right corner of the card. Below the card is a grey button labeled 'OPEN COMMENTS'. At the bottom of the box is an orange button labeled 'SUBMIT ANOTHER QUESTION'.

3. Downloads

View relevant documentation in the Downloads section.

4. Voting closing

Voting will end 5 minutes after the close of the Meeting.

At the conclusion of the Meeting a red bar with a countdown timer will appear at the top of the Webcast and Slide screens advising the remaining voting time. If you have not submitted your vote, you should do so now.

5. Phone Participation

What you will need

- a) Land line or mobile phone
- b) The name and securityholder number of your holding/s
- c) To obtain your unique PIN, please contact Link Market Services on +61 1800 990 363 by 11:00am on 22 November 2021.

Joining the Meeting via Phone

Step 1

From your land line or mobile device, call: 1800 271 204 and +61 2 9189 2034 (overseas)

Step 2

You will be greeted with a welcome message and provided with instructions on how to participate in the Meeting. Please listen to the instructions carefully.

At the end of the welcome message you will be asked to provide your PIN by the moderator. This will verify you as a securityholder and allow you to ask a question on the resolutions at the Meeting.

Step 3

Once the moderator has verified your details you will be placed into a waiting room where you will hear music playing.

Note: If your holding cannot be verified by the moderator, you will attend the Meeting as a visitor and will not be able to ask a question.

Step 4

At the commencement of the Meeting, you will be admitted to the Meeting where you will be able to listen to proceedings.

Asking a Question

Step 1

When the Chairman calls for questions on each resolution, you will be asked to **press *1** on your keypad should you wish to raise your hand to ask a question.

Step 2

Please advise if your question relates to an item of business or General Business. The moderator will make a note and ask if you have any additional questions.

Step 3

When it is time to ask your question, the moderator will introduce you to the meeting, your line will be unmuted and you can then start speaking.

Note: If at any time you no longer wish to ask your question, you can lower your hand by **pressing *2** on your key pad. If you have also joined the Meeting Online, we ask that you mute your laptop, desktop, tablet or mobile device while you ask your question.

Step 4

Your line will be muted once your question has been answered.

Contact us

Australia

T +61 1800 990 363

E info@linkmarketservices.com.au