



STAR COMBO PHARMA LIMITED

ACN 615 728 375

NOTICE OF 2023 ANNUAL GENERAL MEETING

Notice is given that the 2023 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: Star Combo Pharma Limited
171 – 177 Woodpark Rd
Smithfield, NSW, 2164

Date: Tuesday 28th November 2023

Time: 11.00 a.m. (Sydney time)

Participation at the AGM

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

Attending and participating in the AGM at the above nominated venue.

Lodging your Proxy Vote in advance of the meeting as set out below.

- 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.

Listening to the proceedings live online. Shareholders will need to pre-register to listen to the AGM on line by sending an email to Star Combo at S66AGM@starcombo.com.au noting their desired email address to receive the meeting link. A Zoom Meeting Link will then be provided approximately 20 - 24 hours before 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 2023.

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 2023 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.

Further information in relation to Resolution 1 is set out in the Explanatory Memorandum accompanying this Notice and forming part of the is Notice.

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

- (a) by Mr 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
- (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.

Further information in relation to Resolution 2 is set out in the Explanatory Memorandum accompanying this Notice and forming part of this Notice.

The Board, other than Mr Ding, recommends the re-election of Mr Ding as a Director.

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).

(a) faxed at the fax number specified below; or

Proxies must be:

(b) lodged (by hand) or posted to the Company's share registry, Link Market Services;

(c) lodged online at the website specified below,

not later than 11:00 a.m. (Sydney time) on Sunday 26 November 2022.

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

<https://investorcentre.linkgroup.com>

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 27 November 2022. 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.

By Order of the Board
Star Combo Pharma Limited

A handwritten signature in black ink, appearing to read 'Patrick Raper', written over a horizontal line.

Patrick Raper
Company Secretary
Star Combo Pharma Limited.
27 October 2023

STAR COMBO PHARMA LIMITED

ACN 615 728 375

EXPLANATORY MEMORANDUM

This Explanatory Memorandum relates to the 2023 Annual General Meeting of the Company to be held as a physical meeting on Tuesday 28 November 2023 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.

Noting that three 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.

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.

Resolution 2: Re-election of 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 Jialong Ding will retire by rotation. Being eligible, Mr Ding offers herself for re-election.

Resolution 2 provides for the re-election of Mr Ding as a non-executive Director of the Company in accordance with Listing Rule 14.4 and rule 26.2 of the Constitution.

Qualifications

- Qualified professional statistician
- Board Secretary of Listed Company

Experience and expertise

Mr Ding was elected to the Board in April 2020 as a non-executive Director and was re-elected at the 2021 AGM after retiring by rotation..

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 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.

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.

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.

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.

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ACN 615 728 375

LODGE YOUR VOTE



ONLINE

<https://investorcentre.linkgroup.com>



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: 1300 306 276 Overseas: +61 1300 306 276



X99999999999

PROXY FORM

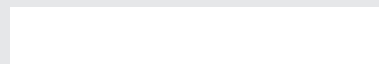
I/We being a member(s) of Star Combo Pharma Limited and entitled to participate in and vote hereby appoint:

APPOINT A PROXY



the Chairman of the
Meeting (mark box)

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



or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **11:00am (Sydney time) on Tuesday, 28 November 2023 at Star Combo Pharma Limited at 171-177 Woodpark Rd. Smithfield NSW 2164** (the **Meeting**) and at any postponement or adjournment of the Meeting.

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 Jialong Ding

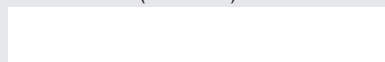
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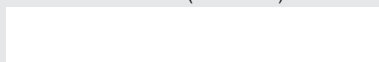
* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

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 PRX2301C

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

To appoint a second proxy you must:

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

SIGNING INSTRUCTIONS

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **11:00am (Sydney time) on Sunday, 26 November 2023**, 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

<https://investorcentre.linkgroup.com>

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)

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