

Netccentric Limited
(Company Registration No.
200612086W)
600 North Bridge Road,
#23-01 Parkview Square,
SINGAPORE, 188778
ARBN: 605 927 464

<http://www.netccentric.com>



Netccentric Limited

Notice of 2020 Annual General Meeting

Explanatory Statement | Proxy Form

Thursday, 9 July 2020

2:00PM (MYT)

Address

DOJO Kuala Lumpur, Lot A-1-1 Menara Amplewest, 6,
Jalan P Ramlee, 50250 Kuala Lumpur, Malaysia

This Notice of Meeting should be read in its entirety.
If Shareholders are in doubt as to how they should
vote, they should seek advice from their professional
advisers prior to voting.

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Contents

Venue and Voting Information	3
Notice of Annual General Meeting – Agenda and Resolutions	5
Notice of Annual General Meeting – Explanatory Statement	10
Glossary	18
Annexure A – Summary of Employee Securities Incentive Plan	Attached
CDI Voting Instruction Form and Proxy Form	Attached

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Venue and Voting Information

The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 2pm (MYT) on 9 July 2020 as a hybrid meeting:

- Physically at DOJO Kuala Lumpur, Lot A-1-1 Menara Amplewest, 6, Jalan P Ramlee, 50250 Kuala Lumpur, Malaysia; and
- Virtually by zoom

Given the status of the global COVID-19 pandemic the Board of Netccentric, in the interests of safety, encourages securityholders not to attend the meeting in person and instead to attend the meeting by zoom. To attend the meeting via zoom please register via the following link: https://us02web.zoom.us/webinar/register/WN_BmSRzdXQ2WrAYDyubnpOA. Once registered, you will be provided with the details to access the webinar on the day.

Your vote is important

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

Voting in person

Only Shareholders are able to vote during the meeting.

If you are a CDI Holder you are welcome to attend the Annual General Meeting either in person or via zoom (as set out above) but you cannot vote. CDI Holders wishing to have their vote counted should complete the CDI Voting Instruction Form **attached** to this Notice of Meeting or **online** per the instructions below.

Voting by proxy

To vote by proxy (applicable to Shareholders only) or to lodge your voting instruction (applicable to CDI Holders only), please use one of the following methods:

Online	Lodge the Proxy Form/CDI Voting Instruction 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/CDI Voting Instruction Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Securityholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form or CDI Voting Instruction Form.
By post	Automic, GPO Box 5193, Sydney NSW 2001
By hand	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000

Your Proxy Form or CDI Voting Instruction must be received not later than 48 hours before the commencement of the Meeting. **Proxy Forms or CDI Voting Instruction Forms received later than this time will be invalid.**

Power of Attorney

If the proxy form or CDI Voting Instruction Form is signed under a power of attorney on behalf of a Securityholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the proxy form or CDI Voting Instruction 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 bring to the Meeting adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

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Notice of Annual General Meeting

Notice is hereby given that an Annual General Meeting of Shareholders of Netccentric Limited ARBN 605 927 454 will be held at 2pm (MYT) on 9 July 2020, physically at DOJO Kuala Lumpur, Lot A-1-1 Menara Amplewest, 6, Jalan P Ramlee, 50250 Kuala Lumpur, Malaysia and virtually by zoom. **(Meeting)**.

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

CDI Holders are welcome to attend the Annual General Meeting but are reminded that they cannot vote at the Annual General Meeting. Shareholders can vote at the Annual General Meeting, or by completing the attached Proxy Form.

CDI Holders wishing to have their vote counted should complete the attached CDI Voting Instruction Form per the instructions above.

Securityholders should note that they will not be able to ask questions during the meeting when attending by zoom. Securityholders may, therefore, submit their questions relating to the items on the agenda of the AGM in advance by email to the Company Secretary at lee.tamplin@automicgroup.com.au. When submitting a question please include your securityholding details (including HIN/SRN) so that your holding can be verified.

Questions should be submitted no later than 2pm (MYT) on Thursday, 2 July 2020. The Company will endeavour to address all questions received during the meeting.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

Agenda

Ordinary business

2019 Annual Financial Statements

"To receive and to consider the Audited Financial Statements of the Company for the financial year ended 31 December 2019 together with the Statement by Directors, and the reports of the Directors and Auditors (collectively the 2019 Annual Report)"

Note: This item of ordinary business is **for discussion only and is not a resolution**.

Pursuant to the Corporations Act, Shareholders will be given a reasonable opportunity at the Meeting to ask questions about, or make comments in relation to, each of the aforementioned reports during consideration of these items.

Resolutions

1. **Resolution 1** – Re-election of Joanne Khoo Su Nee as Director

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

"That Ms Joanne Khoo Su Nee, a Director who retires by rotation in accordance with Article 84 of the Company's Constitution and ASX Listing Rule 14.5, and being eligible offers herself for re-election as a Director of the Company, effective immediately."

2. **Resolution 2** – Approval of Re-appointment of Auditor

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

"That, pursuant to, and in accordance with, Section 205(2) of the Singapore Companies Act and for all other purposes, Auditor RSM Chio Lim LLP, having consented to act as the Company's auditor, be appointed as the Company's Auditor effective from the date of the Meeting to hold office until the conclusion of the next Annual General Meeting of the Company, and the Directors be authorised to agree the remuneration with said Auditor as deemed appropriate".

3. **Resolution 3** – Approval of Director Emoluments

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

"That, pursuant to, and in accordance with, Section 169 of the Singapore Companies Act, ASX Listing Rule 10.17, and for all other purposes, payment of the Directors' fees of up to \$160,000 per annum in aggregate, be approved for the financial year ending 31 December 2020 on the terms and conditions in the Explanatory Memorandum."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of:

- (a) any Director of the Company; or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 3 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

4. **Resolution 4** – Approval of Authority to Issue Shares and Instruments

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

"That, pursuant to and in accordance with section 161 of the Singapore Companies Act and with regard to the Listing Rules and regulations of the ASX, the Directors be authorised to:

- (a) issue Shares (whether by way of rights issue, bonus issue or otherwise);*
- (b) 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) CDIs, options, warrants, debentures, other instruments convertible or exchangeable into Shares;*
- (c) issue Shares in pursuance of any Instruments made or granted by the Directors while this Resolution is in force; and*
- (d) issue any of the above mentioned securities upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit, provided that:*
 - (e) the aggregate number of Shares (to be issued pursuant to this Resolution (including Shares to be issued in pursuance of the Instruments made or granted pursuant to this Resolution and including Shares which may be issued pursuant to any adjustment effected under any relevant Instruments) shall not exceed such limit as may be prescribed under the Listing Rules and regulations of the ASX for the time being in force (unless such compliance has been modified by ASX, including by waiver);*
 - (f) in exercising the power to make or grant Instruments (including the making of any adjustment under any relevant instrument), the Company shall comply with the Listing Rules and regulations of the ASX for the time being in force (unless such compliance has been modified by ASX, including by waiver) and the Constitution; and*
 - (g) unless revoked or varied by the Company in 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."*

5. **Resolution 5** – ASX Listing Rule 7.1A Approval of Future Issue of Securities

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

"That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, the Securityholders approve the issue of equity securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of:

- (a) a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 5 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

6. **Resolution 6** – Adoption of Employee Securities Incentive Plan

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

"That, for the purposes of ASX Listing Rule 7.2 (exception 13(b)), and for all other purposes, the Securityholders of the Company approve the adoption of an Employee Securities Incentive Plan, on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting."

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of:

- (a) a person who is eligible to participate in the Employee Securities Incentive Plan; or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 6 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

7. **Resolution 7** – Appointment of Ganesh Kumar Bangah as a Non-Executive Director

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

"That pursuant to Article 85 of the Company's Constitution, Mr Ganesh Kumar Bangah, having consented to act, be elected as an additional Director of the Company, effective immediately."

BY ORDER OF THE BOARD

Lee Tamplin
Company Secretary

Explanatory Statement

This Explanatory Statement has been prepared for the information of the Securityholders in connection with the business to be conducted at the Annual General Meeting to be held at 2pm (MYT) on 9 July 2020, physically at DOJO Kuala Lumpur, Lot A-1-1 Menara Amplewest, 6, Jalan P Ramlee, 50250 Kuala Lumpur, Malaysia and virtually by zoom.

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

If you are in any doubt about what to do in relation to the Resolutions contemplated in the Notice of Meeting and this Explanatory Statement, it is recommended that you seek advice from an accountant, solicitor or other professional advisor.

Full details of the business to be considered at the Annual General Meeting are set out below.

Agenda

Ordinary business

2019 Annual Financial Statements

In accordance with the Constitution and the Corporations Act, the business of the Annual General Meeting will include receipt and consideration of the Annual Financial Statements of the Company for the financial year ended 31 December 2019 together with the Statement of Directors, and the reports of the Directors and Auditors (collectively the 2019 Annual Report).

In accordance with the amendments to the Corporations Act, the Company is no longer required to provide a hard copy of the Company's Annual Report to Securityholder unless a Securityholder has specifically elected to receive a printed copy.

Whilst the Company will not provide a hard copy of the Company's Annual Financial Report unless specifically requested to do so, Securityholders may view the Company Annual Financial Report on its website at www.netccentric.com.

No resolution is required for this item, but Securityholders will be given the opportunity to ask questions and to make comments on the management and performance of the Company.

The Company's auditor will be attending the Meeting by zoom. During the discussion of this item, the auditor will be available to answer questions on the:

- Conduct of the audit;
- Preparation and content of the Auditor's Report;
- Accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- Independence of the auditor in relation to the conduct of the audit.

Written questions of the auditor

If you would like to submit a written question about the content of the Auditor's Report or the conduct of the audit of the Annual Financial Statements of the Company's auditor, please send your question to the Auditor, RSM Chio Lim LLP. A list of qualifying questions will be made available at the Meeting.

Please note that all written questions must be received at least five business days before the Meeting, which is by Thursday, 2 July 2020.

Resolutions

Resolution 1 – Re-election of Joanne Khoo Su Nee as Director

Article 84 of the Company's Constitution provides that at the Company's annual general meeting, one third of the Directors for the time being, or if their number is not 3 or a multiple of 3, then the number nearest one third shall retire from office. Article 88 of the Company's Constitution provides that the Directors to retire at the annual general meeting shall be those who have been longest in office since their last election. Article 89 of the Company's Constitution provides that a retiring Director shall be eligible for re-election.

ASX Listing Rule 14.5 also provides that an entity which has Directors must hold an election of Directors at each annual general meeting.

Joanne Khoo Su Nee was appointed a Director of the Company on 26 July 2017 and was last re-elected as a Director at the 2018 AGM.

Under this Resolution, Ms Khoo has elected to retire by rotation, and being eligible, seeks re-election as a Director of the Company at this AGM.

Ms Khoo is currently a Director of Bowmen Capital Private Limited, a company that provides business and management consultancy services. She also serves as an independent Director of Teho International Inc Ltd., Excelpoint Technology Ltd and ES Group (Holdings) Limited which are companies listed on the Singapore Exchange Securities Trading Limited. Ms Khoo was formerly an independent Director at PayLinks Pte Ltd. wholly owned by iPayLinks Limited. She was also formerly an independent Director at Kitchen Culture Holdings Ltd. listed on the Singapore Exchange Securities Trading Limited.

Ms Khoo has more than 23 years of experience in corporate finance and business advisory services. From 2008 to 2012, she was a Director of corporate finance at Canaccord Genuity Singapore Pte. Ltd. (formerly known as Collins Stewart Pte. Limited). Prior to this, she was involved in a wide range of corporate finance activities in the employment of Phillip Securities Pte Ltd and Hong Leong Finance Limited. From 2000 to 2004, she was with Stone Forest Consulting Pte Ltd where she was involved in providing consultancy services to companies seeking public listings in Singapore. From 1997 to 2000, she was with PricewaterhouseCoopers.

Ms Khoo graduated with a Bachelor of Business in Accountancy from Royal Melbourne Institute of Technology University in 1996. She was admitted as a certified Public Accountant by the CPA Australia in 1999 and a Chartered Accountant under the Malaysian Institute of Accountants in 2000. She was also a member of the Women Corporate Directors, the world's largest membership organisation and community of women corporate board directors.

Directors' recommendation

The Directors (excluding Ms Khoo) recommend that Securityholders vote for this Resolution.

Resolution 2 – Approval of Re-appointment of Auditor

The current auditors, RSM Chio Lim LLP, were appointed as auditor of the Company on 29 May 2019.

Section 205(2) of the Companies Act states:

"A company shall at each Annual General Meeting of the Company appoint a person or persons to be the auditor or auditors of the Company, and any auditor or auditors so appointed shall, subject to this section, hold office until the conclusion of the next Annual General Meeting of the Company "

The Board has been satisfied with the services of RSM Chio Lim LLP as auditor of the Company and thanks RSM Chio Lim LLP for these services and proposes to re-appoint them as auditor of the Company for the 2020 financial year.

Resolution 2, being an ordinary resolution, seeks to re-appoint RSM Chio Lim LLP as auditor of the Company until the conclusion of the next Annual General Meeting of the Company and the Directors be authorised to agree the remuneration with said Auditor as deemed appropriate.

Directors' recommendation

The Board of Directors recommend that Securityholders vote for this Resolution.

Resolution 3 – Approval of Director Emoluments

Section 169 of the Companies Act requires that Directors' emoluments (which includes fees as well as non-cash benefits) in respect of their office as such be approved by Securityholders.

Securityholders previously set the maximum aggregate Directors' fees for the financial year ended 31 December 2019 at \$160,000 of which only SGD\$56,837 (approximately \$58,900 using the exchange rate at close of business 11 June 2020) was paid to Directors as remuneration.

Whilst at this stage the Board does not currently anticipate that the full \$160,000 remuneration pool will be used during the 2020 financial year, the Directors believe that it is appropriate for the pool to remain at this level for the year to ensure the Board has the flexibility to appoint and remunerate new additional director(s) should it deem it necessary.

Listing Rule 10.17 provides that the Company may not increase the total aggregate amount of Directors' fees payable to all of its non-executive directors without Securityholder approval.

Resolution 3 therefore, seeks approval for the proposed maximum aggregate Directors' fees payable to all of its non-executive directors to be set at \$160,000 for the financial year ending 31 December 2020. The total amount of non-executive directors fees payable includes superannuation contributions made by the Company for the benefit of non-executive directors and any fees which a non-executive director agrees to sacrifice on a pre-tax basis.

No securities were issued to a non-executive director under Listing Rule 10.11 or 10.14 with Securityholders approval at any time within the last 3 years.

The proposed level of permitted fees does not mean that the Company must pay the entire amount approved as fees in each year. However, the Board considers that it is reasonable and appropriate to establish this amount as this will provide the Company with the flexibility to attract appropriately qualified Directors and to act quickly if the circumstances require it.

The Remuneration Committee reviews and approves the Company's remuneration policy in order to ensure that the Company is able to attract and retain executives and directors who will create value for Security Holders, having regard to the amount considered to be commensurate for an entity of the Company's size and level of activity as well as the relevant Directors' time, commitment and responsibility.

Resolution 3, being an ordinary resolution, seeks approval for the proposed maximum aggregate Directors' fees of \$160,000 for the financial year ending 31 December 2020.

Directors' recommendation

The Board of Directors recommend that Securityholders vote for this Resolution.

Resolution 4 – Approval of Authority to Issue Shares and Instruments

Section 161 of the Companies Act requires that the issue of any new Shares or other securities in the Company be approved by Securityholders.

Resolution 4 therefore seeks approval for the Directors to be empowered to issue Shares or convertible securities in the Company from the date of the Meeting to the conclusion of the next annual general meeting of the Company or the date by which next annual general meeting for the Company is required by law to be held, whichever is the earlier.

This authority will, unless revoked or varied at a general meeting of the Company, expire at the conclusion of the next annual general meeting of the Company.

Resolution 4 is not seeking approval for:

- (a) the issue of securities in the Company pursuant to the requirements of Listing Rule 7.1 or Listing Rule 7.1A; or
- (b) the issue of securities to related parties, pursuant to the requirements of Listing Rule 10.11 or Listing Rule 10.14.

Resolution 4 will therefore be subject to the Listing Rules, in particular:

- (a) Listing Rule 7.1, which provides that the Company must not, subject to specified exceptions, issue or agree to issue more securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period;
- (b) Listing Rule 10.11, which provides that the Company must not issue new securities to a related party without Securityholder approval; and
- (c) Listing Rule 10.14 which provides that the Company must not issue new securities under an employee share plan to a Director or an associate of a Director without Securityholder approval.

Resolution 4 is an ordinary resolution.

Directors' recommendation

The Board of Directors recommend that Securityholders vote for this Resolution.

Resolution 5 – ASX Listing Rule 7.1A Approval of Future Issue of Securities

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

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

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation less than the amount prescribed by ASX (currently \$300 million).

As of the date of this Notice of Meeting, the Company is an eligible entity. If at the time of the Meeting the Company is no longer an eligible entity this Resolution will be withdrawn.

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

Securityholder approval.

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

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

Information Required by ASX Listing Rule 7.3A

The following information is provided to Securityholders for the purposes of Listing Rule 7.3A.

Period for which the approval will be valid

An approval under this Listing Rule 7.1A commences on the date of the annual general meeting at which the approval is obtained and expires on the first to occur of the following:

- (a) the date which is 12 months after the date of the annual general meeting at which the approval is obtained;
- (b) the time and date of the entity's next annual general meeting; and
- (c) the time and date on which Securityholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

Minimum price at which the equity securities may be issued under Listing Rule 7.1A

Any equity securities issued under Listing Rule 7.1A.2 must be an existing quoted class of the Company's equity securities and issued for cash consideration.

The issue price per equity security must not be less than 75% of the volume weighted average market price of the equity securities in that class, calculated over 15 trading days on which trades in that class were recorded immediately before:

- (a) the date on which the price at which the equity securities are to be issued is agreed by the Company and the recipient of the equity securities; or
- (b) if the equity securities are not issued within 10 trading days of the date in paragraph (a), the date on which the equity securities are issued.

Purposes for which the funds raised by an issue of equity securities under Listing Rule 7.1A may be used

As noted above, any equity securities issued under Listing Rule 7.1A.2 must be issued for cash consideration. Accordingly, every issue of equity securities under Listing Rule 7.1A.2 will have an accompanying proposed use of funds at the time of issue.

As at the date of this Notice, the Company has not formed an intention to offer any equity securities under Listing Rule 7.1A during the Listing Rule 7.1A mandate period, if Securityholders approve this Resolution. However, if Securityholders approved this Resolution and the Company did raise funds from the issue of equity securities under Listing Rule 7.1A, based on the Company's existing plans, the Company considers that the funds may be used for the following purposes:

- (a) raising funds to further develop the Company's business
- (b) raising funds for possible acquisitions, joint ventures or strategic alliances
- (c) raising funds to be applied to the Company's working capital requirements

Risk of economic and voting dilution to existing ordinary Securityholders

If this Resolution is approved, and the Company issues equity securities under Listing Rule 7.1A, the existing Securityholders' economic and voting power in the Company will be diluted.

There is a risk that:

- (a) the market price for the Company's equity securities in that class may be significantly lower on

the issue date than on the date of the approval under Listing Rule 7.1A; and

- (b) the equity securities may be issued at a price that is at a discount (as described above) to the market price for the Company's equity securities on the issue date;

which may have an effect on the amount of funds raised by the issue of equity securities under Listing Rule 7.1A.

The table below shows the potential dilution of existing Securityholders on the basis of 3 different assumed issue prices and values for the variable "A" in the formula in rule 7.1A.2:

Variable "A" ASX Listing Rule 7.1A.2		Potential Dilution and Funds Raised		
		\$0.016 50% decrease in issue price	\$0.032 issue prices ^(b)	\$0.064 100% increase in issue price
"A" is the number of shares on issue, being 262,500,000 Shares^(a)	10% voting dilution^(c)	26,250,000	26,250,000	26,250,000
	Funds raised	\$420,000	\$840,000	\$1,680,000
"A" is a 50% increase in shares on issue, being 393,750,000 Shares	10% voting dilution^(c)	39,375,000	39,375,000	39,375,000
	Funds raised	\$630,000	\$1,260,000	\$2,520,000
"A" is a 100% increase in shares on issue, being 525,000,000 Shares	10% voting dilution^(c)	52,500,000	52,500,000	52,500,000
	Funds raised	\$840,000	\$1,680,000	\$3,360,000

Notes:

- (a) Based on the total number of fully paid ordinary securities on issue as at 10 June 2020.
- (b) Based on the closing price of the Company's Shares on ASX as at 10 June 2020.
- (c) The table assumes that the Company issues the maximum number of ordinary Shares available to be issued under Listing Rule 7.1A.
- (d) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of issues of equity securities under Listing Rule 7.1A based on that Shareholder's holding at the date of this Explanatory Statement.
- (e) The table shows the effect of an issue of equity securities under Listing Rule 7.1A only, not under the Company's 15% placement capacity under Listing Rule 7.1.

Allocation policy for issues under Listing Rule 7.1A

The Company's allocation policy and the identity of the allottees of equity securities under Listing Rule 7.1A will depend on a number of factors, including:

- (a) the Company's intentions in relation to the possible issue of equity securities (for cash consideration) during the Listing Rule 7.1A mandate period;
- (b) the structure and timeframe of the capital raising opportunities available to the Company and any alternative methods for raising funds that are available to the Company (such as a pro rata offer or an offer under a share purchase plan);
- (c) the potential effect on the control of the Company;
- (d) the Company's financial position and the likely future capital requirements; and
- (e) advice from the Company's corporate or financial advisors.

Based on the Company's historical cashflow reports and capital raising activities in the past 12 months, the Company considers that it may raise funds during the Listing Rule 7.1A mandate period, although this cannot be guaranteed. As of the date of this Notice, no specific intention to issue equity securities in relation to any parties, investors or existing Securityholders have been formed. In addition, no intentions have been formed in relation to the possible number of issues, or the time frame in which the issues could be made. Subject to the requirements of the Listing Rules and the Corporations Act, the Board of Directors reserve the right to determine at the time of any issue of equity securities under Listing Rule 7.1A, the allocation policy that the Company will adopt for that issue.

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If and when the determination is made to proceed with an issue of equity securities during the Listing Rule 7.1A mandate period, details regarding the allottees and purposes of issue will be disclosed pursuant to the Company's obligations under Listing Rules 3.10.3 and 7.1A.4.

Offers made under Listing Rule 7.1A may be made to parties (excluding any related parties) including professional and sophisticated investors, existing Shareholders of the Company, clients of Australian Financial Service Licence holders and/or their nominees, or any other person to whom the Company is able to make an offer of equity securities.

Issue or agreement to issue equity securities under Listing Rule 7.1A in the 12 months prior to AGM

The Company has not issued or agreed to issue equity securities under Listing Rule 7.1A.2 in the 12 months preceding the AGM.

This Resolution is a Special Resolution. For a Special Resolution to be passed, at least 75% of the votes validly cast on the resolution by Shareholders (by number of ordinary shares) must be in favour of this Resolution.

Directors' recommendation

The Board of Directors recommend that Securityholders vote for this Resolution.

Resolution 6 – Adoption of Employee Securities Incentive Plan

Background

The Company's Employee Securities Incentive Plan (**Incentive Plan**) was last approved by Securityholders of the Company on 31 May 2017. As more than three years have lapsed since this date, the Company seeks Securityholder approval to re-adopt the Incentive Plan for the purposes set out in this Explanatory Statement.

The Company considers that it is desirable to maintain the Incentive Plan to enable the Company to issue shares, options or performance rights (**Incentive Securities**) to eligible Directors and employees in order to attract, motivate and retain such persons and to provide them with an incentive to deliver growth and value to the Company and its Securityholders.

A summary of the key terms of the Incentive Plan is set out in Annexure A, and a copy of the rules of the Incentive Plan is available upon request from the Company.

ASX Listing Rules

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

If this Resolution is approved by Securityholders for all purposes under the Corporations Act and the ASX Listing Rules, including ASX Listing Rule 7.2 (exception 13(b)), it will have the effect of enabling the securities issued by the Company under the Incentive Plan to be automatically excluded from the formula to calculate the number of securities which the Company may issue in any 12 month period using Listing Rule 7.1 (15% capacity) during the next three year period.

Since the Incentive Plan was last approved by Securityholders on 31 May 2017, the Company advises that it has not issued any equity securities under the Incentive Plan. If this Resolution is approved by Securityholders, the Company will issue up to a maximum of 13,125,000 Incentive Securities under the Incentive Plan during the three year period following approval.

Directors Recommendation

The Board of Directors recommend that Securityholders vote for this Resolution.

Resolution 7 – Appointment of Ganesh Kumar Bangah as Non-Executive Director

Article 85 of the Company's Constitution provides that a person nominated by a Member and providing consent to that nomination, may be elected as a Director of the Company by ordinary resolution at a general meeting of members.

Having received such a nomination and consent, Mr Ganesh Kumar Bangah seeks election as a Director of the Company at this AGM.

Mr Bangah is a technology entrepreneur, startup investor and technology industry leader. He is the Founder and Chairman of Commerce.Asia, an all in one eCommerce ecosystem that enables SMEs in the Southeast Asia region to sell online effortlessly.

Prior to founding Commerce.Asia, Mr Bangah was the founder, CEO then Executive Chairman of MOL Global Inc. which became Southeast Asia's first internet company to be listed on NASDAQ in 2014.

Mr Bangah is currently the Immediate Past Chairman of the National Tech Association of Malaysia ("PIKOM") and is currently a Board member of MAGIC, the Malaysian Global Innovation & Creativity Centre and a member of the Special Task Force to Facilitate Business (PEMUDAH), a public private taskforce tasked with improving Malaysia's competitiveness as a business and investment destination.

Mr Bangah was the Ernst & Young Technology Entrepreneur of the Year Malaysia 2012 and one of Asia's most influential people according to Society Magazine 2015. He was also recognised as one of South East Asia's Top 30 Tech Founders by Tech in Asia in 2016 and was recognised as one of the most inspiring Malaysian technology entrepreneurs by Top 10 of Malaysia.

Directors' recommendation

The Directors recommend that Securityholders vote for this Resolution.

Enquiries

Shareholders are asked to contact the Company Secretary on +61 2 8072 1400 if they have any queries in respect of the matters set out in these documents.

Glossary

AEST means Australian Eastern Standard Time as observed in Sydney, New South Wales.

Annual Financial Statements means the audited Annual Financial Statements for the period ended 31 December 2019 as contained in the Annual Report.

Annual General Meeting or **AGM** or **Meeting** means an Annual General Meeting of the Company and, unless otherwise indicated, means the meeting of the Company's members convened by this Notice of Meeting.

Annual Report means collectively the audited Annual Financial Statements, Statement by Directors, Directors' Report and Audit Report as lodged by the Company with ASX on 27 March 2020.

Associate has the meaning given to it by the ASX Listing Rules.

ASX means ASX Limited ACN 008 624 691 or the financial market operated by it, as the context requires, of 20 Bridge Street, Sydney, NSW 2000.

ASX Listing Rules or **Listing Rules** means the official ASX Listing Rules of the ASX and any other rules of the ASX which are applicable while the Company is admitted to the official list of the ASX, as amended or replaced from time to time, except to the extent of any express written waiver by the ASX.

Auditor's Report means the auditor's report of RSM Chio Lim LLP dated 27 March 2020 as included in the Annual Report.

Board means the current board of Directors of the Company.

Business Day means a day on which trading takes place on the stock market of ASX.

CDI means CHESS Depository Interest issued by CDN, where each CDI represents a beneficial interest in one Share.

CDI Holder means the holder of one or more CDIs.

CDI Voting Instruction Form means the CDI Voting Instruction form attached to this Notice.

Chair means the person chairing the Meeting.

Company means Netccentric Limited ARBN 605 927 464.

Constitution means the Company's Constitution.

Director means a current director of the Company.

Directors' Report means the report of Directors as included in the Annual Report.

Dollar or "\$" means Australian dollars.

Explanatory Statement means the explanatory statement accompanying this Notice of Meeting.

Incentive Plan means the employee incentive scheme entitled "Employee Securities Incentive Plan" for which Shareholder approval is being sought for the adoption of under Resolution 6 of this Notice of Meeting.

Notice of Meeting or **Notice of Annual General Meeting** means this notice of annual general meeting dated 17 June 2020 including the Explanatory Statement.

Option means an option which, subject to its terms, could be exercised into a Share.

Ordinary Resolution means a resolution that can only be passed if at least 50% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

Performance Right means a performance right which, subject to its terms, could convert to a Share.

Proxy Form means the proxy form attached to this Notice of Meeting.

Resolutions means the resolutions set out in this Notice of Meeting, or any one of them, as the context requires.

Securities means CDIs and/or Shares and/or Options (as the context requires).

Securityholder means CDI Holders and Shareholders.

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

Shareholder means a holder of a Share.

Share Registry means Automic Pty Ltd.

Special Resolution means a resolution that can only be passed if at least 75% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

Trading Day has the meaning given to that term in ASX Listing Rule 19.12.

For personal use only

Annexure A – Summary of Employee Securities Incentive Plan (Plan)

The full terms of the Plan may be inspected at the registered office of the Company during normal business hours. A summary of the terms of the Plan is set out below.

1. Definitions

Eligible Participants means a person that is at least 18 years old who is not an undischarged bankrupt and is an employee or director (whether executive or non-executive) of a member of the Group, or otherwise a person that has been determined by the Board to be eligible to participate in the Plan from time to time.

Convertible Security means a Security exercisable for Plan Share(s) in accordance with the terms and conditions of the Plan, including an Option or performance right.

Market Value means, at any given date, the volume weighted average price per Share traded on the ASX over the 5 trading days immediately preceding that given date, unless otherwise specified in an invitation.

Participant means an Eligible Participant who has been granted and Security under the Plan.

Plan Share means all Shares issued or transferred to a Participant under the Plan, including upon the valid exercise of a Convertible Security.

Security means a security in the capital of the Company granted under the Plan, including a Plan Share, Option, performance right or other Convertible Security.

2. Purpose

The purpose of the Plan is to:

- (a) Assist in the reward, retention and motivation of Eligible Participants
- (b) Link the rewards of Eligible Participants to Shareholder value creation; and
- (c) Align the interests of Eligible Participants with Shareholders of the Group (being the Company and each of its Associated Bodies Corporate), by providing an opportunity to Eligible Participants to receive an equity interest in the Company in the form of securities.

3. Plan administration

The Plan will be administered by the Board. The Board may exercise any power or discretion conferred on it by the Plan rules in its sole and absolute discretion. The Board may delegate its powers and discretion.

4. Eligibility, invitation and application

- (a) The Board may from time to time determine that an Eligible Participant may participate in the Plan and make an invitation to that Eligible Participant to apply for Securities on such terms and conditions as the Board decides.
- (b) On receipt of an invitation, an Eligible Participant may apply for the Securities the subject of the invitation by sending a completed application form to the Company. The Board may accept an application from an Eligible Participant in whole or in part.
- (c) If an Eligible Participant is permitted in the invitation, the Eligible Participant may, by notice in writing to the Board, nominate a party in whose favour the Eligible Participant wishes to renounce the invitation.

5. Grant of Securities

The Company will, to the extent that it has accepted a duly completed application, grant the Participant the relevant number of Securities, subject to the terms and conditions set out in the invitation, the Plan rules and any ancillary documentation required.

6. Terms of Convertible Securities

Prior to a Convertible Security being exercised a Participant does not have any interest (legal, equitable or otherwise) in any Share the subject of the Convertible Security by virtue of holding the Convertible Security. A Participant may not sell, assign, transfer, grant a security interest over or otherwise deal with a Convertible Security that has been granted to them. A Participant must not enter into any arrangement for the purpose of hedging their economic exposure to a Convertible Security that has been granted to them.

7. Vesting of Convertible Securities

Any vesting conditions applicable to the grant of a Convertible Securities will be described in the invitation. If all the vesting conditions are satisfied and/or otherwise waived by the Board, a vesting notice will be sent to the Participant by the Company informing them that the relevant Convertible Securities have vested. Unless and until the vesting notice is issued by the Company, the Convertible Securities will not be considered to have vested. For the avoidance of doubt, if the vesting conditions relevant to a Convertible Security are not satisfied and/or otherwise waived by the Board, that Convertible Security will lapse.

8. Exercise of Convertible Securities and cashless exercise

To exercise a Convertible Security, the Participant must deliver a signed notice of exercise and, subject to a cashless exercise of Convertible Securities (see below), pay the exercise price (if any) to or as directed by the Company, at any time prior to the earlier of any date specified in the vesting notice and the expiry date as set out in the invitation.

An invitation may specify that at the time of exercise of the Convertible Securities, the Participant may elect not to be required to provide payment of the exercise price for the number of Convertible Securities specified in a notice of exercise, but that on exercise of those Convertible Securities the Company will transfer or issue to the Participant that number of Shares equal in value to the positive difference between the Market Value of the Shares at the time of exercise and the exercise price that would otherwise be payable to exercise those Convertible Securities.

A Convertible Security may not be exercised unless and until that Convertible Security has vested in accordance with the Plan rules, or such earlier date as set out in the Plan rules.

9. Delivery of Shares on exercise of Convertible Securities

As soon as practicable after the valid exercise of a Convertible Security by a Participant, the Company will issue or cause to be transferred to that Participant the number of Shares to which the Participant is entitled under the Plan rules and issue a substitute certificate for any remaining unexercised Convertible Securities held by that Participant.

10. Forfeiture of Convertible Securities

Where a Participant who holds Convertible Securities ceases to be an Eligible Participant or becomes insolvent, all unvested Convertible Securities will automatically be forfeited by the Participant, unless the Board otherwise determines in its discretion to permit some or all of the Convertible Securities to vest.

Where the Board determines that a Participant has acted fraudulently or dishonestly, or wilfully breached his or her duties to the Group, the Board may in its discretion deem all unvested Convertible Securities held by that Participant to have been forfeited.

Unless the Board otherwise determines, or as otherwise set out in the Plan rules"

- (a) Any Convertible Securities which have not yet vested will be forfeited immediately on the date that the Board determines (acting reasonably and in good faith) that any applicable vesting conditions have not been met or cannot be met by the relevant date; and
- (b) Any Convertible Securities which have not yet vested will be automatically forfeited on the expiry date specified in the invitation.

11. Change of control

If a change of control event occurs in relation to the Company, or the Board determines that such an event is likely to occur, the Board may in its discretion determine the manner in which any or all of the Participant's Convertible Securities will be dealt with, including, without limitation, in a manner that allows the Participant to participate in and/or benefit from any transaction arising from or in connection with the change of control event.

12. Rights attached to Plan Shares

All Plan Shares will rank pari passu in all respects with the Shares of the same class and will trade on the ASX in the form of CDIs. A Participant will be entitled to any dividends declared and distributed by the Company in the Plan Shares and may participate in any dividend reinvestment plan operated by the Company in respect of Plan Shares. A participant may exercise any voting rights attaching to Plan Shares.

13. Disposal restrictions on Plan Shares

If the invitation provides that any Plan Shares are subject to any restrictions as to the disposal or other dealing by a Participant for a period, the Board may implement any procedure it deems appropriate to ensure the compliance by the Participant with this restriction.

For so long as a Plan Share is subject to any disposal restrictions under the Plan, the Participant will not:

- (a) Transfer, encumber or otherwise dispose of, or have a security interest granted over that Plan Share; or
- (b) Take any action or permit another person to take any action to remove or circumvent the disposal restrictions without the express written consent of the Company.

14. Adjustment of Convertible Securities

If there is a reorganisation of the issued share capital of the Company (including any subdivision, consolidation, reduction, return or cancellation of such issued capital of the Company), the rights of each Participant holding Convertible Securities will be changed to the extent necessary to comply with the Listing Rules applicable to a reorganisation of capital at the time of the reorganisation.

If Shares are issued by the Company by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment), the holder of Convertible Securities is entitled, upon exercise of the Convertible Securities, to receive an allotment of as many additional Shares as would have been issued to the holder if the holder held Shares equal in number to the Shares in respect of which the Convertible Securities are exercised.

Unless otherwise determined by the Board, a holder of Convertible Securities does not have the right to participate in a pro rata issue of Shares made by the Company or sell renounceable rights.

15. Participation in new issues

There are no participation rights or entitlements inherent in the Convertible Securities and holders are not entitled to participate in any new issue of Shares of the Company during the currency of the Convertible Securities without exercising the Convertible Securities.

16. Amendment of Plan

Subject to the following paragraph, the Board may at any time amend any provisions of the Plan rules, including (without limitation) the terms and conditions upon which any Securities have been granted under the Plan and determine that any amendments to the Plan rules be given retrospective effect, immediate effect or future effect.

No amendment to any provision of the Plan rules may be made if the amendment materially reduces the rights of any Participant as they existed before the date of the amendment, other than an amendment introduced primarily for the purpose of complying with legislation or to correct manifest error or mistake, amongst other things, or is agreed to in writing by all Participants.

17. Plan duration

The Plan continues in operation until the Board decides to end it. The Board may from time to time suspend the operation of the Plan for a fixed period or indefinitely, and may end any suspension. If the Plan is terminated or suspended for any reason, that termination or suspension must not prejudice the accrued rights of the Participants.

If a Participant and the Company (acting by the Board) agree in writing that some or all of the Securities granted to that Participant are to be cancelled on a specified date or on the occurrence of a particular event, then those Securities may be cancelled in the manner agreed between the Company and the Participant.



Netccentric Limited | ARBN 605 927 464

AGM Registration Card

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

Holder Number:

CDI Voting Instruction Form: NCL

Your CDI Voting Instruction Form must be received by **2.00pm (MYT) on Tuesday, 7 July 2020**, 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 VOTE ONLINE

Vote online at <https://investor.automic.com.au/#/loginsah>

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

- ✓ **Save Money:** help minimise unnecessary print and mail costs for the Company.
- ✓ **It's Quick and Secure:** provides you with greater privacy, eliminates any postal delays and the risk of potentially getting lost in transit.
- ✓ **Receive Vote Confirmation:** instant confirmation that your vote has been processed. It also allows you to amend your vote if required.



SUBMIT YOUR PROXY VOTE BY PAPER

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 security 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>. Securityholders sponsored by a broker should advise their broker of any changes.

HOW TO VOTE ON ITEMS OF BUSINESS

Each CHESS Depository Interest (CDI) is equivalent to one share of Company Common Stock, so that every 1 (one) CDI registered in your name entitles you to one vote.

You can vote by completing, signing and returning your CDI Voting Instruction Form. This form gives your voting instructions to CHESS Depository Nominees Pty Ltd, which will vote the underlying shares on your behalf. You need to return the form no later than the time and date shown above to give CHESS Depository Nominees Pty Ltd enough time to tabulate all CHESS Depository Interest votes and to vote on the underlying shares.

SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided

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

Joint holding: Where the holding is in more than one name, all of the Securityholders 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 Voting Instruction 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, Voting Instruction 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>.

ATTENDING THE MEETING

Holders of CDIs are entitled to attend the Meeting, provided that they cannot vote at the Meeting, and if they wish to vote they must direct CHESS Depository Nominees Pty Ltd, the holder of legal title of the CDIs, how to vote in advance of the meeting pursuant to the instructions set out in this voting instruction form. If you are a holder of CDIs, please sign and date this voting instruction form and return it in accordance with the instructions on this voting instruction form.

Contact	Return your completed form		All enquiries to Automic	
	 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	 WEBCHAT https://automic.com.au/

STEP 1: Appoint Your Proxy	<p>Complete and return this form as instructed only if you do not vote online</p> <p>CHES Depository Nominees Pty Ltd will vote as directed</p> <p>Voting Instructions to CHES Depository Nominees Pty Ltd</p> <p>I/We being a holder of CHES Depository Interests of Netccentric Limited hereby direct CHES Depository Nominees Pty Ltd to vote the shares underlying my/our holding at the Annual General Meeting of Netccentric Limited to be held at DOJO Kuala Lumpur, Lot A-1-1 Menara Amplewest, 6, Jalan P Ramlee, 50250 Kuala Lumpur, Malaysia on Thursday, 9 July 2020 at 2:00PM (MYT) and at any adjournment or postponement of that meeting.</p> <p>By execution of this CDI Voting Instruction Form the undersigned hereby authorises CHES Depository Nominees Pty Ltd to appoint such proxies or their substitutes to vote in their discretion on such business as may properly come before the meeting</p>
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STEP 2: Your Voting Direction	Resolutions	For	Against	Abstain
	1. Re-election of Joanne Khoo Su Nee as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	2. Approval of Re-appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	3. Approval of Director Emoluments	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	4. Approval of Authority to Issue Shares and Instruments	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	5. ASX Listing Rule 7.1A Approval of Future Issue of Securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	6. Adoption of Employee Securities Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	7. Appointment of Ganesh Kumar Bangah as Non-Executive Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<p><i>Please note: If you mark the abstain box for a particular Resolution, you are directing CHES Depository Nominees Pty Ltd not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.</i></p>				

STEP 3: Sign Here + Contact Details	SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED		
	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)		
<p>By providing your email address, you elect to receive all of your communications despatched by the Company electronically (where legally permissible).</p>			



Netccentric Limited | ARBN 605 927 464

AGM Registration Card

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

Holder Number:

Vote by Proxy: NCL

Your proxy voting instruction must be received by **2.00pm (MYT) on Tuesday, 7 July 2020**, 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 VOTE ONLINE

Vote online at <https://investor.automic.com.au/#/loginsah>

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

- ✓ **Save Money:** help minimise unnecessary print and mail costs for the Company.
- ✓ **It's Quick and Secure:** provides you with greater privacy, eliminates any postal delays and the risk of potentially getting lost in transit.
- ✓ **Receive Vote Confirmation:** instant confirmation that your vote has been processed. It also allows you to amend your vote if required.



SUBMIT YOUR PROXY VOTE BY PAPER

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.

VOTING UNDER STEP 1 - APPOINTING A PROXY

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. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chairman of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE 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 these 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 Voting Form, including where the Resolutions are 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 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

You must sign this form as follows in the spaces provided

- Individual:** Where the holding is in one name, the Shareholder must sign.
- Joint holding:** Where the holding is in more than one name, all of the 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>.

ATTENDING THE MEETING

Completion of a Proxy Voting Form will not prevent individual Shareholders from attending the Meeting in person if they wish. Where a Shareholder completes and lodges a valid Proxy Voting Form and attends the Meeting in person, then the proxy's authority to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.

POWER OF ATTORNEY

If a representative as power of attorney of a Shareholder of the Company is to attend the Meeting, a certified copy of the Power of Attorney, or the original Power of Attorney, must be received by the Company in the same manner, and by the same time as outlined for proxy forms.



