



JATCORP LIMITED

ABN 31 122 826 242

NOTICE OF GENERAL MEETING

Time: 2.00 pm (Sydney time)

Date: 14 June 2023

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

IMPORTANT INFORMATION

Venue and Voting Information

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

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

Your vote is important

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

Voting virtually at the Meeting

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

How do I create an account with Automic?

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

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

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

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

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

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

Voting eligibility

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

Voting by proxy

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

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

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting. Proxy Forms received later than this time will be invalid.

Power of Attorney

If the proxy form is signed under a power of attorney on behalf of a shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the proxy form, unless the power of attorney has already provided it to the Share Registry.

Corporate Representatives

If a representative of a corporate shareholder or a corporate proxy will be attending the Meeting, the representative should provide the Share Registry with adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

NOTICE OF GENERAL MEETING

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

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

AGENDA

RESOLUTION 1: REMOVAL OF AUDITOR

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

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

RESOLUTION 2: APPOINTMENT OF AUDITOR

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

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

BY ORDER OF THE BOARD



Oliver Carton
Company Secretary
12 May 2023

EXPLANATORY STATEMENT

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

RESOLUTIONS 1 AND 2

A Background

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

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

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

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

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

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

B Recommendation of Directors

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

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

Annexure A - Notice of Removal and Nomination of Auditor

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

Dear Directors

Notice of Removal of Auditor and Nomination of Auditor

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

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

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

Yours sincerely



Mr Zhan Wang
Director, Gold Brick Capital Pty Ltd

Schedule 1 - Definitions

In this Explanatory Statement and Notice of General Meeting:

Board means the Board of Directors of the Company.

Company means Jatcorp Limited ACN 122 826 242.

Corporations Act means the Corporations Act 2001 (Cth).

Director means a current director of the Company.

Explanatory Statement means the explanatory statement to the Notice.

JAT means Jatcorp Limited ACN 122 826 242.

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

Proxy Form means the proxy form attached to the Notice.

Resolution means a resolution referred to in the Notice.

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

Shareholder means a holder of Shares.

Words importing the singular include the plural and vice versa.