



15 November 2022

Notice of meeting

Dear Shareholder

Notice is given that a meeting of shareholders will be held at:

Time: 16:00 Australian Eastern Daylight Time (AEDT)

Date: 19 December 2022

Place: Level 1, 181 Bay Street, Brighton, Melbourne, Victoria, Australia 3186

(Meeting).

As permitted by the Corporations Act 2001 (Cth), the Company will not be despatching hard copies of the Notice of Meeting (**Notice**) unless the shareholder has made a valid election to receive documents in hard copy. Instead, the Notice and accompanying explanatory statement (**Meeting Materials**) are being made available to shareholders electronically.

For those shareholders who have provided an email address and elected to receive electronic communications from the Company, an email has been sent to the nominated email address with a link to an electronic copy of the Meeting Materials and the proxy form/voting instruction form.

For those shareholders who have not made such an election, you can access the Meeting Materials online at the Company's website:

<https://www.starphoenixgroup.com/investors/regulatory-news/>

The Meeting Materials can also be accessed online at the Company's LSE Announcement Platform website:

<https://www.londonstockexchange.com/stock/STA/star-phoenix-group-ltd/company-page?lang=en>

If you are unable to access the Meeting Material online, please contact admin@starphoenixgroup.com to obtain a hard copy.

If you would like to receive electronic communications from the Company in the future, please update your communication preferences online at:

www.computershare.com.au/easyupdate/stau

Yours sincerely

A handwritten signature in black ink, appearing to be the name "Robin Luo".

Mu (Robin) Luo (PhD)

Company Secretary

Star Phoenix Group Ltd
ACN 002 522 009

Notice of Meeting

Notice is given that the General Meeting will be held at:

Time: 16:00 Australian Eastern Daylight Time (AEDT)
Date: 19 December 2022
Place: Level 1, 181 Bay Street, Brighton
Melbourne, Victoria, Australia 3186

It is recommended that persons proposing to attend the General Meeting in person register their attendance in advance by sending an email to the Company Secretary at r.luo@starphoenixgroup.com no later than 48 hours before the date and time of the Meeting.

Important

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

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.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 16:00 (AEDT) on 17 December 2022.

Business of the Meeting

Agenda

Resolution 1 – Removal of auditor

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, pursuant to section 329(1) of the Corporations Act and for all other purposes, approval is given for the removal of BDO Audit (WA) Pty Ltd as the current auditor of the Company effective from the date of the Meeting."

Resolution 2 – Appointment of auditor

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

"That, subject to Resolution 1 being approved, pursuant to section 327D of the Corporations Act and for all other purposes, approval is given for the appointment of Wilmit Pty Ltd as auditor of the Company effective from the date of the Meeting."

Dated: 15 November 2022

By order of the Board

A handwritten signature in blue ink, appearing to read 'Lubing Liu', is written over a light blue rectangular background.

Lubing Liu
Executive Chairman

Attendance and voting in person

To vote in person, attend the Meeting at the time, date and place set out above.

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- 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 the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that changes to the Corporations Act made in 2011 mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

United Kingdom (CREST Voting Instruction)

DI Holders in CREST may transmit voting instructions by utilising the CREST voting service in accordance with the procedures described in the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider, should refer to their CREST sponsor or voting service provider, who will be able to take appropriate action on their behalf.

In order for instructions made using the CREST voting service to be valid, the appropriate CREST message (a "CREST Voting Instruction") must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST Manual (available via www.euroclear.com/CREST).

To be effective, the CREST Voting Instruction must be transmitted so as to be received by the Company's agent (3RA50) no later than 14 December 2022 at 4.00pm (GMT). For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the CREST Voting Instruction by the CREST applications host) from which the Company's agent is able to retrieve the CREST Voting Instruction by enquiry to CREST in the manner prescribed by CREST. DI Holders in CREST and, where applicable, their CREST sponsors or voting service providers should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the transmission of CREST Voting Instructions. It is the responsibility of the DI Holder concerned to take (or, if the DI Holder is a CREST personal member or sponsored member or has appointed a voting service provider, to procure that the CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a CREST Voting Instruction is transmitted by means of the CREST voting service by any particular time.

In this connection, DI Holders and, where applicable, their CREST sponsors or voting service providers are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

United Kingdom (Form of Instruction)

DI Holders are invited to attend the Meeting but are not entitled to vote at the Meeting. In order to have votes cast at the Meeting on their behalf, DI holders must complete, sign and return the Forms of Instruction forwarded to them along with the Notice to the Company's agent, Computershare UK, by 14 December 2022 at 4.00pm (GMT).

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company by telephone on +61 8 6205 3012 or +44 (0) 20 3865 8430.

Explanatory Statement

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

1. Resolution 1 – Removal of auditor

1.1 General

Under section 329(1) 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. However, 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 current auditor of the Company, BDO Audit (WA) Pty Ltd (**BDO**), sought ASIC consent to resign as auditor due to the Company's management being located in Victoria as well as resourcing constraints meaning it was unable to perform the audit in the timeframe requested by the Company. ASIC did not approve the application to resign. Accordingly, a change of auditor requires shareholder approval for removal of the auditor.

Having received a notice of intention to move a resolution to remove BDO Audit (WA) Pty Ltd (**BDO**) as the auditor of the Company (**Notice of Intention**), the Company has convened this Meeting and provided a copy of the Notice of Intention to BDO and the ASIC.

Resolution 1 is an ordinary resolution seeking the removal of BDO as the auditor of the Company.

1.2 Board recommendation

The Board **RECOMMENDS** Shareholders vote in **FAVOUR** of Resolution 1.

2. Resolution 2 – Appointment of auditor

2.1 General

Pursuant to 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.

Resolution 1 seeks Shareholder approval for the removal of BDO as auditor of the Company under section 329 of the Corporations Act.

Resolution 2 seeks Shareholder approval for the appointment of Wilmit Pty Ltd as the new auditor of the Company.

Resolution 2 is a special resolution and is conditional on the passing of Resolution 1.

As required by the Corporations Act, a nomination for Wilmit Pty Ltd to be appointed as the auditor of the Company has been received from a Shareholder and a copy is set out at Annexure A.

In addition, Wilmit Pty Ltd has given its written consent to act as the Company's auditor in accordance with section 328A(1) of the Corporations Act subject to Shareholder approval for the removal of BDO as auditor of the Company.

If Resolutions 1 and 2 are passed, the appointment of Wilmit Pty Ltd as the Company's auditor will take effect at the close of this Meeting and continues until the Company's next annual general meeting. Qualifications and other material information of Wilmit Pty Ltd is a highly motivated and proactive team of professionals providing innovative and valuable service to clients with high quality

accounting, auditing, tax planning and business advice. More details can be found at <https://mitchellwilson.com.au/>.

2.2 Board recommendation

The Board **RECOMMENDS** Shareholders vote in **FAVOUR** of Resolution 2.

Glossary

AEDT means Australian Eastern Daylight Time, as observed in Sydney, New South Wales.

AIM means the market of that name operated by the London Stock Exchange.

Board means the current board of directors of the Company.

Chair means the chair of the Meeting.

Company means Star Phoenix Group Ltd (ACN 002 522 009).

Constitution means the constitution of the Company.

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

DI Holder means a holder of depositary interests representing Shares which are electronically listed for trading on AIM and issued by Computershare Investor Services plc which holds legal title to the underlying Shares.

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

General Meeting or **Meeting** means the general meeting of the Company convened by this Notice.

GMT means Greenwich Mean Time.

Notice or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

Proxy Form means the proxy form accompanying the Notice.

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

Section means a section of the Explanatory Statement.

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

Shareholder means a registered holder of a Share.

Annexure A – Nomination of auditor

15 November 2022

Star Phoenix Group Ltd

c/o Edwards Mac Scovell,

Level 1, 8 St Georges Terrace, Perth WA 6000

Dear Directors

NOMINATION OF AUDITOR

I, Lubing Liu, being a shareholder of Star Phoenix Group Ltd (**Company**), hereby nominate **Wilmit Pty Ltd** of ACN 052 503 385, 883 Toorak Road, Camberwell, VIC 3124, Victoria Australia in accordance with section 328B(1) of the Corporations Act 2001 (Cth) (**Act**) for appointment as auditor of the Company.

I consent to the distribution of a copy of this nomination as an annexure to the Notice of Meeting for the shareholder meeting of the Company at which the appointment of an auditor is considered as required by section 328B(3) of the Act.

Yours faithfully

Lubing Liu



Star Phoenix Group Ltd
ABN 88 002 522 009

STAURM

MR RETURN SAMPLE
123 SAMPLE STREET
SAMPLE SUBURB
SAMPLETOWN VIC 3030



Need assistance?



Phone:

1300 724 241 (within Australia)
+61 3 9938 4306 (outside Australia)



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **4:00pm (AEDT) on Saturday, 17 December 2022.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

XX

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number: 999999

PIN: 99999

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I N D

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Star Phoenix Group Ltd hereby appoint

the Chairman of the Meeting OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the General Meeting of Star Phoenix Group Ltd to be held at Level 1, 181 Bay Street, Brighton, VIC 3186 on Monday, 19 December 2022 at 4:00pm (AEDT) and at any adjournment or postponement of that meeting.

Step 2 Items of Business

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

	For	Against	Abstain
Resolution 1 Removal of auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Appointment of auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically





MR A SAMPLE
< DESIGNATION >
SAMPLE STREET
SAMPLE TOWN
SAMPLE CITY
SAMPLE COUNTY
AA11 1AA



Holder Reference Number

C0000000000



Form of Instruction - General Meeting to be held on 19 December 2022



To View the Notice of General Meeting online visit:

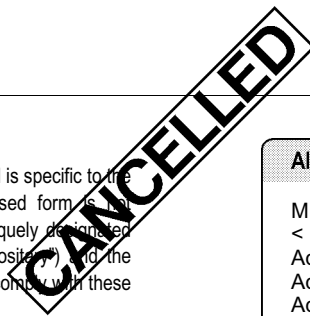
<https://www.starphoenixgroup.com/investors/circulars-documents>

To be effective, all forms of instruction must be lodged at the office of the Depositary at:
Computershare Investor Services PLC, The Pavilions, Bridgwater Rd, Bristol BS99 6ZY on 14 December 2022 by 4.00 pm (GMT).

Explanatory Notes:

1. Please indicate, by placing "X" in the appropriate space overleaf, how you wish your votes to be cast in respect of each of the Resolutions. If this form is duly signed and returned, but without specific direction as to how you wish your votes to be cast, the form will be rejected.
2. The 'Vote Abstain' option overleaf is provided to enable you to abstain on any particular Resolution. However, it should be noted that a 'Vote Abstain' is not a vote in law and will not be counted in the calculation of the proportion of the votes 'For' and 'Against' a Resolution.
3. To give an instruction via the CREST system, CREST messages must be received by the issuer's agent (ID number 3RA50) not later than 16:00 GMT on 14 December 2022. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp generated by the CREST system) from which the issuer's agent is able to retrieve the message. The Company may treat as invalid an appointment sent by CREST in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.
4. Any alterations made in this form should be initialled.
5. Should you require a printed copy of the Notice of Meeting, please contact the Depositary in writing, by email UKALLDITeam2@computershare.co.uk or alternatively ring +44 (0)370 703 0000.
6. DI Holders are invited to attend the Meeting as a guest but are not entitled to vote.

Kindly Note: This form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different (i) account holders; or (ii) uniquely designated accounts. Computershare Investor Services PLC (the "Depositary") and the Custodian accept no liability for any instruction that does not comply with these conditions.



All Named Holders

MR A SAMPLE
< Designation >
Additional Holder 1
Additional Holder 2
Additional Holder 3
Additional Holder 4

Form of Instruction



Please use a **black** pen. Mark with an **X** inside the box as shown in this example.

C0000000000

I/We hereby instruct the Custodian "Computershare Clearing Pty Limited CCNL DI A/c" to vote on my/our behalf at the General Meeting of the Company to be held at **Level 1, 181 Bay Street, Brighton, Melbourne Victoria, Australia, 3186** on **19 December 2022** at **4.00 pm** (AEDT) and at any adjournment thereof.

CANCELLED

Ordinary Resolutions

1. To approve Removal of auditor

For Against Abstain

2. To approve Appointment of auditor

Signature

Date

CANCELLED

MM / YY

In the case of joint holders, only one holder need sign. In the case of a corporation, the Form of Instruction should be signed by a duly authorised official whose capacity should be stated, or by an attorney.

