

# Letter to Shareholders Regarding Annual General Meeting

Dear Shareholder,

Vmoto Limited (ASX:VMT) ("Vmoto" or "Company") will be holding its annual general meeting of shareholders at 10:00am (WST) on Tuesday, 30 May 2023 ("Meeting") at Karri Room, Central Park, 152/158 St Georges Terrace, Perth WA 6000.

In accordance with section 110D of the *Corporations Act 2001* (Cth), the Company will not be sending hard copies of the Notice of Meeting unless a shareholder has made a valid election to receive such documents in hard copy. Instead, the Notice of Meeting can be viewed and downloaded from the website link:

<https://www.vmoto.com/InvestorCentre/>

A copy of your personalised proxy form is enclosed for your convenience. Please complete and return the attached proxy form to the Company's share registry, Computershare Investor Services Pty Limited by:

**Internet:**

Log on to [www.investorvote.com.au](http://www.investorvote.com.au)

If you are a custodian and an Intermediary Online subscriber, you can log on to:  
[www.intermediaryonline.com](http://www.intermediaryonline.com).

**Post:**

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

**Fax:**

(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

Your proxy voting instruction must be received by 10:00am (WST) on Sunday, 28 May 2023, being not less than 48 hours before the commencement of the Meeting. Any proxy voting instructions received after that time will not be valid for the Meeting.

[vmotosoco.com](http://vmotosoco.com)

**Vmoto Limited**

Level 48, 152-158 St Georges Terrace,  
Perth, Western Australia 6000, Australia  
ABN: 36 098 455 460  
ASX: VMT  
Phone: +61 8 6311 9160  
Email: [info@vmoto.com](mailto:info@vmoto.com)  
Web: [vmoto.com](http://vmoto.com)

**Vmoto Soco International**

15 Zhongxing East Road, Lishui Economic  
Development Zone, Lishui District,  
Nanjing 211200, Jiangsu Province,  
China

**Vmoto Soco Europe**

Boekweitstraat 95-97,  
2153 GK, Nieuw Vennepe,  
The Netherlands

**Vmoto Soco Italy**

Viale Fratelli Casiraghi, 427  
20099 Sesto San Giovanni, Milan,  
Italy



The Notice of Meeting is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser, lawyer, accountant or other professional adviser. If you have any difficulties obtaining a copy of the Notice of Meeting please contact the Company's share registry, Computershare Investor Services Pty Limited on, 1300 850 505 (within Australia) or +61 3 9415 4000 (overseas).

Authorised by the Board of Vmoto Limited.

**For further information, please contact:**

Charles Chen  
Managing Director  
[info@vmoto.com](mailto:info@vmoto.com)

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**vmotosoco.com**

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**Vmoto Soco International**

15 Zhongxing East Road, Lishui Economic  
Development Zone, Lishui District,  
Nanjing 211200, Jiangsu Province,  
China

**Vmoto Soco Europe**

Boekweitstraat 95-97,  
2153 GK, Nieuw Vennepe,  
The Netherlands

**Vmoto Soco Italy**

Viale Fratelli Casiraghi, 427  
20099 Sesto San Giovanni, Milan,  
Italy



Official  
Electric Scooter  
Supplier





Vmoto Limited

ABN 36 098 455 460

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**NOTICE OF ANNUAL GENERAL MEETING  
EXPLANATORY STATEMENT  
PROXY FORM**

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**Date of Meeting**

30 May 2023

**Time of Meeting**

10:00am (WST)

**Place of Meeting**

Karri Room, Central Park Building  
152/158 St Georges Terrace  
Perth WA 6000

**YOUR ANNUAL REPORT IS AVAILABLE ONLINE, SIMPLY VISIT:**

<http://www.vmoto.com/Corporate/Investors>

Please read this Notice of Annual General Meeting and Explanatory Statement carefully.

If you are unable to attend the Annual General Meeting please complete and return the enclosed Proxy Form in accordance with the specified directions.

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## NOTICE OF ANNUAL GENERAL MEETING

The Annual General Meeting of Shareholders of Vmoto Limited ABN 36 098 455 460 (**Company**) is to be held on Tuesday, 30 May 2023 at the Karri Room, Central Park, 152/158 St Georges Terrace, Perth WA 6000, commencing at 10:00am (WST) for the purpose of transacting the following business referred to in this Notice of Annual General Meeting (**Notice**).

Capitalised terms and abbreviations used in this Notice and accompanying Explanatory Statement are defined in the glossary to the Explanatory Statement.

The Explanatory Statement that accompanies and forms part of this Notice describes the matters to be considered at this Meeting.

### ORDINARY BUSINESS

#### Annual Financial Statements – Financial Year ended 31 December 2022

To receive and consider the consolidated Annual Financial Statements of the Company for the year ended 31 December 2022 including the Directors' Declaration and Report and the Auditor's Report as set out in the Company's Annual Report.

Note: there is no requirement for Shareholders to approve these reports.

#### Resolution 1 – Non-Binding Resolution to adopt Remuneration Report

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

*“That for the purpose of section 250R(2) of the Corporations Act and for all other purposes, the Company adopts the Remuneration Report as set out in the Annual Report for the year ended 31 December 2022.”*

Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company. Shareholders are encouraged to read the Explanatory Statement for further details on the consequences of voting on this Resolution.

#### Voting Exclusion

The Company will disregard any votes cast on Resolution 1 by or on behalf of a member of the Key Management Personnel details of whose remuneration are included in the Remuneration Report, or a Closely Related Party of such a member. However, the Company need not disregard a vote if:

- (a) it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the proposed resolution and it is not cast on behalf of a Restricted Voter;<sup>1</sup> or
- (b) the proxy is the Chair of the Meeting voting an undirected proxy and the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

Shareholders should note that the Chair intends to vote any undirected proxies in favour of Resolution 1. Shareholders may also choose to direct the Chair to vote against Resolution 1 or to abstain from voting.

If you are a member of the Key Management Personnel of the Company or a Closely Related Party of such person (or are acting on behalf of any such person) and purport to cast a vote (other than as a proxy as permitted in the manner set out above), that vote will be disregarded by the Company (as indicated above) and you may be liable for an offence for breach of voting restrictions that apply to you under the Corporations Act.

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<sup>1</sup> “Restricted Voter” means Key Management Personnel and their Closely Related Parties as defined in the glossary.

**Resolution 2 – Election of Director – Mr Erchuan Zhou**

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

*“That Mr Erchuan Zhou, a Director appointed as an additional Director on 16 September 2022, and holding office until the next annual general meeting of the Company after his appointment (being this Meeting), in accordance with clause 12.7 of the Company’s Constitution and Listing Rule 14.4, be elected as a Director of the Company.”*

**Resolution 3 – Approval of Employee Long-term Incentive Plan**

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

*“That, pursuant to and in accordance with Listing Rule 7.2, Exception 13(b) and for all other purposes, Shareholders approve any issue of securities under the employee incentive scheme for eligible participants known as the “Vmoto Limited Employee Long Term Incentive Plan”, a summary of the rules of which are set out in Schedule 1 to the Explanatory Statement, as an exception to Listing Rule 7.1.”*

**Voting Exclusion**

The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of a person who is eligible to participate in the employee incentive scheme or any Associate of those persons. However, this does not apply to a vote cast in favour of a resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) 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
- (c) a holder acting solely in a nominee, trustee custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) 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
  - (ii) the holder votes on the resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

**Resolution 4 - Approval of potential termination benefit in relation to incentives issued pursuant to the Plan**

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

*“That, subject to the passing of Resolution 3, that for the purposes of Listing Rule 10.19 and Part 2D.2 of the Corporations Act, and for all other purposes, approval be given for the giving of benefits to any current or future person holding a managerial or executive office in the Company or a related body corporate in connection with that person ceasing to hold that managerial or executive office as a result of the terms of the “Vmoto Limited Employee Long Term Incentive Plan” as set out in the Explanatory Memorandum.”*

**Voting Exclusion**

The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of:

- (a) an officer of the Company or any of its child entities (as defined in the Listing Rules) who is entitled to participate in a termination benefit; and
- (b) an Associate of those persons.

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

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) 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

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- (c) a holder acting solely in a nominee, trustee custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
- (i) 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
  - (ii) the holder votes on the resolution in accordance with the directors given by the beneficiary to the holder to vote in that way.

### **Resolution 5 - Approval to issue Performance Rights to Managing Director - Mr Charles Chen**

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

*“That, subject to the passing of Resolution 3, for the purposes of ASX Listing Rule 10.14 and all other purposes, Shareholders approve the issue of 1,903,609 Performance Rights to Mr Charles Chen (and/or his nominee(s)) on the terms and conditions set out in the Explanatory Statement accompanying this Notice.”*

#### **Voting Exclusion**

The Company will disregard any votes cast in favour of Resolution 5 by any person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question (including Charles Chen) or any Associate of those persons. However, this does not apply to a vote cast in favour of a resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) 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
- (c) a holder acting solely in a nominee, trustee custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) 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
  - (ii) the holder votes on the resolution in accordance with the directors given by the beneficiary to the holder to vote in that way.

### **Resolution 6 - Approval to issue Performance Rights to Finance Director - Mr Ivan Teo**

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

*“That, subject to the passing of Resolution 3, for the purposes of ASX Listing Rule 10.14 and all other purposes, Shareholders approve the issue of 969,763 Performance Rights to Mr Ivan Teo (and/or his nominee(s)) on the terms and conditions set out in the Explanatory Statement accompanying this Notice.”*

#### **Voting Exclusion**

The Company will disregard any votes cast in favour of Resolution 6 by any person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the employee incentive scheme in question (including Ivan Teo) or any Associate of those persons. However, this does not apply to a vote cast in favour of a resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) 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
- (c) a holder acting solely in a nominee, trustee custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) 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
  - (ii) the holder votes on the resolution in accordance with the directors given by the beneficiary to the holder to vote in that way.

**Resolution 7 – Ratification of Issue of Employee Shares**

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

*“That, for the purpose of Listing Rule 7.4 and all other purposes, Shareholders ratify the issue of 1,950,000 Shares on 22 February 2023 to employees of the Company, for the purpose and on the terms and conditions set out in the Explanatory Statement that forms part of this Notice.”*

**Voting Exclusion**

The Company will disregard any votes cast in favour of Resolution 7 by or on behalf of any person who participated in the issue of Shares the subject of Resolution 7 or any Associate of those persons. However, this does not apply to a vote cast in favour of a resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) 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
- (c) a holder acting solely in a nominee, trustee custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) 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
  - (ii) the holder votes on the resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

**Resolution 8 – Issue of Shares to Director - Mr Erchuan Zhou**

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

*“That, for the purpose of Listing Rule 10.11 and all other purposes, the Directors be and are hereby authorised to issue up to 107,142 Shares to Mr Erchuan Zhou and/or his nominee(s) in lieu of Director fees and otherwise on the terms and conditions set out in the Explanatory Statement that forms part of this Notice.”*

**Voting Exclusion**

The Company will disregard any votes cast in favour of Resolution 8 by or on behalf of Mr Erchuan Zhou and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity) or any Associate of Mr Erchuan Zhou or those persons. However, this does not apply to a vote cast in favour of a resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) 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
- (c) a holder acting solely in a nominee, trustee custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) 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
  - (ii) the holder votes on the resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

**Resolution 9 – Issue of Shares to Managing Director - Mr Charles Chen**

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

*“That, for the purpose of Listing Rule 10.11 and all other purposes, the Directors be and are hereby authorised to issue up to 150,549 Shares to Mr Charles Chen and/or his nominee(s) in lieu of Managing Director remuneration and otherwise on the terms and conditions set out in the Explanatory Statement that forms part of this Notice.”*

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### **Voting Exclusion**

The Company will disregard any votes cast in favour of Resolution 9 by or on behalf of Mr Charles Chen and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity) or any Associate of Mr Charles Chen or those persons. However, this does not apply to a vote cast in favour of a resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) 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
- (c) a holder acting solely in a nominee, trustee custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) 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
  - (ii) the holder votes on the resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

### **Resolution 10 – Issue of Shares to Finance Director - Mr Ivan Teo**

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

*“That, for the purpose of Listing Rule 10.11 and all other purposes, the Directors be and are hereby authorised to issue up to 140,285 Shares to Mr Ivan Teo and/or his nominee(s) in lieu of Finance Director remuneration and otherwise on the terms and conditions set out in the Explanatory Statement that forms part of this Notice.”*

### **Voting Exclusion**

The Company will disregard any votes cast in favour of Resolution 10 by or on behalf of Mr Ivan Teo and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the entity) or any Associate of Mr Ivan Teo or those persons. However, this does not apply to a vote cast in favour of a resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with the directions given to the proxy or attorney to vote on the resolution in that way; or
- (b) 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
- (c) a holder acting solely in a nominee, trustee custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) 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
  - (ii) the holder votes on the resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

The Company will also disregard any votes cast on Resolutions 1, 3, 4, 5, 6, 7, 8, 9 and 10 by a member of the Key Management Personnel or a Closely Related Party of such a member. However, the Company need not disregard a vote if it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the proposed resolution and it is not cast on behalf of a Restricted Voter or the proxy is the Chair of the Meeting voting an undirected proxy and the appointment expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.



**Other Business**

To deal with any other business which may be brought forward in accordance with the Constitution and the Corporations Act.

**DATED THIS 18<sup>th</sup> DAY OF APRIL 2023**

**BY ORDER OF THE BOARD**



**Loren King  
Company Secretary**

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## How to vote

Shareholders can vote by either:

- attending the Meeting and voting in person or by attorney or, in the case of corporate shareholders, by appointing a corporate representative to attend and vote; or
- appointing a proxy to attend and vote on their behalf using the proxy form accompanying this Notice of Meeting and by submitting their proxy appointment and voting instructions by post, electronic lodgement or by facsimile.

### Voting in person (or by attorney)

Shareholders, or their attorneys, who plan to attend the Meeting are asked to arrive at the venue 15 minutes prior to the time designated for the Meeting, if possible, so that their holding may be checked against the Company's share register and attendance recorded. Attorneys should bring with them an original or certified copy of the power of attorney under which they have been authorised to attend and vote at the Meeting.

### Voting by a Corporation

A Shareholder that is a corporation may appoint an individual to act as its representative and vote in person at the Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which it is signed.

### Voting by proxy

- A Shareholder entitled to attend, and vote is entitled to appoint not more than two proxies. Each proxy will have the right to vote on a poll and to speak at the Meeting.
- The appointment of the proxy may specify the proportion or the number of votes that the proxy may exercise. Where more than one proxy is appointed, and the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, the votes will be divided equally among the proxies (i.e. where there are two proxies, each proxy may exercise half of the votes).
- A proxy need not be a Shareholder.
- The proxy can be either an individual or a body corporate.
- If a proxy is not directed how to vote on an item of business, the proxy may generally vote, or abstain from voting, as they think fit. However, where a Restricted Voter is appointed as a proxy, the proxy may only vote an undirected proxy on Resolutions 1, 3, 4, 5, 6, 7, 8, 9 and 10 if the proxy is the Chair of the Meeting and the appointment expressly **authorises the Chair to exercise the undirected proxy even if Resolutions 1, 3, 4, 5, 6, 7, 8, 9 and 10 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel**. The Chair will use any such proxies to vote in favour of the Resolutions.
- Should any resolution, other than those specified in this Notice, be proposed at the Meeting, a proxy may vote on that resolution as they think fit.

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- If a proxy is instructed to abstain from voting on an item of business, they are directed not to vote on the Shareholder's behalf on the poll and the shares that are the subject of the proxy appointment will not be counted in calculating the required majority.
  - Shareholders who return their proxy forms with a direction how to vote but do not nominate the identity of their proxy will be taken to have appointed the Chairman of the Meeting as their proxy to vote on their behalf. If a proxy form is returned but the nominated proxy does not attend the Meeting, the Chairman of the Meeting will act in place of the nominated proxy and vote in accordance with any instructions. Proxy appointments in favour of the Chairman of the Meeting, the secretary or any Director that do not contain a direction how to vote will be used where possible to support each of the resolutions proposed in this Notice, provided they are entitled to cast votes as a proxy under the voting exclusion rules which apply to some of the proposed resolutions. These rules are explained in this Notice.
  - To be effective, proxies must be lodged by 10:00am (WST) on 28 May 2023. Proxies lodged after this time will be invalid.
  - Proxies may be lodged using any of the following methods:
    - online at [www.investorvote.com.au](http://www.investorvote.com.au);
    - by returning a completed proxy form in person to Computershare Investor Services Pty Limited, GPO Box 242, Melbourne VIC 3001;
    - by mobile by scanning the QR Code on your proxy form and following the prompts; or
    - by faxing a completed proxy form to 1800 783 447 (within Australia) or (+61 3) 9473 2555.

The proxy form must be signed by the Shareholder or the Shareholder's attorney. Proxies given by corporations must be executed in accordance with the Corporations Act. Where the appointment of a proxy is signed by the appointer's attorney, a certified copy of the power of attorney, or the power itself, must be received by the Company at the above address, or by facsimile, and by 10:00am (WST) on 28 May 2023. If facsimile transmission is used, the power of attorney must be certified.

### **Shareholders who are entitled to vote**

In accordance with Regulations 7.11.37 and 7.11.38 of the *Corporations Regulations 2001* (Cth), the Board has determined that a person's entitlement to vote at the Annual General Meeting will be the entitlement of that person set out in the Register of Shareholders as at 10:00am (WST) on 28 May 2023.

### **Voting**

Shareholders are urged to carefully read the proxy form and provide a direction to the proxy on how to vote on the Resolutions.

**EXPLANATORY STATEMENT**

This Explanatory Statement has been prepared to provide Shareholders with material information to enable them to make an informed decision on the business to be conducted at the Annual General Meeting of Vmoto Limited (**Company**).

The Directors recommend Shareholders read this Explanatory Statement in full before making any decision in relation to the Resolutions.

Certain capitalised terms and abbreviations used in this Explanatory Statement have defined meanings which are explained in the glossary appearing at the end of this Explanatory Statement.

**ANNUAL FINANCIAL STATEMENTS - FINANCIAL YEAR ENDED 31 DECEMBER 2022**

The first item of the Notice deals with the consolidated annual financial statements of the Company for the financial year ended 31 December 2022, together with the Directors' declaration and report in relation to that financial year and the auditor's report on those annual financial statements.

Shareholders should consider these documents and raise any matters of interest with the Directors when this item is being considered.

No resolution is required to be moved in respect of this item.

Shareholders will be given a reasonable opportunity at the Annual General Meeting to ask questions and make comments on the accounts and on the business, operations and management of the Company.

The Chairman will also provide Shareholders a reasonable opportunity to ask the auditor questions relevant to:

- the conduct of the audit;
- the preparation and content of the independent audit report;
- the accounting policies adopted by the Company in relation to the preparation of accounts; and
- the independence of the auditor in relation to the conduct of the audit.

Written questions to the Company's auditor relevant to the content of the auditor's report or the conduct of the audit of the Annual Report may be submitted to the Company no later than 23 May 2023.

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**RESOLUTION 1 - REMUNERATION REPORT**

The Directors’ report for the year ended 31 December 2022 contains a Remuneration Report which sets out the policy for the remuneration of the Directors and executives of the Company. In accordance with section 250R(2) of the Corporations Act the Company is required to present to its Shareholders the Remuneration Report as disclosed in the Company's 2022 Annual Report.

The vote on the Resolution is advisory only and does not bind the Directors or the Company. The Remuneration Report is set out in the Annual Report and is also available on the Company’s website at <http://www.vmoto.com/Corporate/Investors>.

If at least 25% of the votes cast are against the adoption of the Remuneration Report at the Annual General Meeting held on 30 May 2023, and then again at the 2024 annual general meeting, the Company will be required to put a resolution to the 2024 annual general meeting, to approve calling an extraordinary general meeting to consider the appointment of Directors (**Spill Resolution**). If more than 50% of Shareholders vote in favour of the spill resolution, the Company must convene an extraordinary general meeting (**Spill Meeting**) within 90 days of the 2024 annual general meeting. All of the Directors who were in office when the Directors’ report for the 2023 financial year was approved, other than the Managing Director, will cease to hold office and will (if desired) need to stand for re-election at the spill meeting.

The remuneration report for the financial year ended 31 December 2021 did not receive a vote of more than 25% against its adoption at the Company’s last annual general meeting held on 13 May 2022. Accordingly, if at least 25% of the votes cast on this Resolution are against adoption of the Remuneration Report it will not result in the Company putting a Spill Resolution to Shareholders.

The Remuneration Report explains the Board policies in relation to the nature and level of remuneration paid to Directors, sets out remuneration details for each Director and any service agreements and sets out the details of any share-based compensation.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Annual General Meeting.

**Voting**

Note that a voting exclusion applies to Resolution 1 in the terms set out in the Notice. In particular, the Directors and other Restricted Voters may not vote on this Resolution and may not cast a vote as proxy, unless the appointment gives a direction on how to vote or the proxy is given to the Chair and expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. The Chair will use any such proxies to vote in favour of Resolution 1.

Shareholders are urged to carefully read the proxy form and provide a direction to the proxy on how to vote on this Resolution.

**Board Recommendation**

The Board unanimously recommends that Shareholders vote in favour of Resolution 1.

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**RESOLUTION 2 - ELECTION OF DIRECTOR - MR ERCHUAN ZHOU**

Clause 12.7 of the Company’s Constitution provides that the Directors may at any time appoint any person to be a Director, either to fill a casual vacancy or as an additional Director, provided the total number of Directors does not exceed the maximum number allowable under the Company’s Constitution. A Director appointed under Clause 12.7 of the Company’s Constitution holds office until the conclusion of the next annual general meeting of the Company following their appointment but is eligible for election at that meeting.

ASX Listing Rule 14.4 also provides that each additional director appointed during the year is to hold office until the next annual general meeting and is then eligible for election as a Director of the Company.

Mr Erchuan Zhou was appointed as an additional Director of the Company on 16 September 2022 and has since served as a Director of the Company.

In accordance with Listing Rule 14.4 and clause 12.7 of the Company’s Constitution, and being eligible, Mr Erchuan Zhou offers himself for election as a Director of the Company.

Mr Zhou is an experienced motorcycle industry executive with over 36 years’ experience in roles with national and international companies in China and Japan.

Mr Zhou’s experience includes an instrumental role in Honda Japan’s strategic acquisition and cooperation with China’s Sundiro Group (Sundiro) in 2001 where he directly participated in the negotiation of agreements, staff restructuring and technical advice regarding motorcycle models.

In addition, Mr Zhou has also been responsible for introducing and facilitating technical and product development cooperation agreements between Sundiro and a number of Japanese and Chinese motorcycle companies. Mr Zhou is a shareholder in the Company.

Mr Zhou is a graduate of Shandong University, China, where he specialised in in the study of internal combustion engines. Subsequently, Mr Zhou graduated from the School of Economics, Yamaguchi University, Japan, and received a Master of Business Administration.

The Board considers that Mr Erchuan Zhou, if elected, will continue to be classified as an independent director.

**Board Recommendation**

The Board (other than Mr Erchuan Zhou) recommends Shareholders vote in favour of Resolution 2 on the basis that Mr Zhou’s skills and experience, have and will, continue to support the Company in achieving its strategic objectives.

**RESOLUTION 3 - APPROVAL OF EMPLOYEE LONG TERM INCENTIVE PLAN**

The Directors consider it desirable for the Company to operate an employee incentive scheme pursuant to which Directors, employees and certain consultants (together, the **Eligible Participants**) may be offered the opportunity to be granted Shares, options or performance rights (collectively, **Awards**) in order to increase the range of potential incentives available to them and to strengthen links between the Company and its employees and Directors. Accordingly, the Directors previously adopted an Employee Long Term Incentive Plan that was consistent with ASIC Class Order CO 14/1000 (**Class Order**). As a result of legislative changes,

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the Company is no longer able to rely on the Class Order and has amended the Company's Employee Long Term Incentive Plan (**Plan**) to comply with the new legislative regime which applies to employee incentive plans. The Plan was first approved by Shareholders at the Company's Extraordinary General Meeting on 16 December 2020.

The Plan is designed to provide incentives to Eligible Participants and to recognise their contribution to the Company's success. Under the Company's current circumstances, the Directors consider that the issue of an Award to Eligible Participants:

- (a) is a cost effective and efficient means for the Company to provide incentives to these individuals, as opposed to alternative forms of incentives such as cash bonuses or increased remuneration;
- (b) is a flexible form of a long term option enabling the Company to provide incentive over various periods of time;
- (c) enables the Company to attract and retain employees and Directors who can assist the Company in achieving its objective;
- (d) encourages continued improvement in performance over time; and
- (e) encourages personnel to acquire and retain significant shareholdings in the Company.

Listing Rule 7.1 broadly provides that a company may issue Equity Securities (such as Shares, options or performance rights) up to 15% of its issued capital in any 12 month period without Shareholder approval. Shareholder approval is required if the issue of Awards pursuant to the Plan is to fall within the exception to the calculation of the 15% limit imposed by Listing Rule 7.1. Accordingly, Shareholder approval is sought for the purposes of Listing Rule 7.2 exception 13(b) which provides that Listing Rule 7.1 does not apply to an issue of securities under an employee incentive scheme that has been approved by the holders of ordinary securities within three years of the date of issue.

Prior Shareholder approval will be required before any Director or related party of the Company can participate in the Plan.

Under the Plan, the Board may offer to Eligible Participants the opportunity to subscribe for such number of Incentives in the Company as the Board may decide and on the terms set out in the rules of the Plan, a summary of which is set out in Schedule 1 to this Explanatory Memorandum. Incentives granted under the Plan will be offered to Eligible Participants in the Plan on the basis of the Board's view of the contribution of the Eligible Participants to the Company.

The maximum number of Incentives proposed to be issued under the Plan following Shareholder approval is expected to be 28,756,132 Equity Securities. Once this number is reached, the Company will need to seek fresh approval from Shareholders if the subsequent issue of Incentives is to fall within Listing Rule 7.2 Exception 13.

If the Resolution is passed, the Company will be able to issue Awards under the Plan up to the maximum number set out in this Notice. In addition, those issues of Awards will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

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If the Resolution is not passed, the Company will be able to proceed to issue Awards under the Plan, however the issue of those Awards will not fall within the exception to the calculation of the 15% limit imposed by Listing Rule 7.1 and therefore effectively decreasing the number of Equity Securities which may be issued without Shareholder approval.

In accordance with the requirements of Listing Rule 7.2 exception 13(b), the following information is provided:

- (a) A summary of the Plan is provided at Schedule 1 to this Notice and Explanatory Statement and a full copy of the Plan is available on the Company’s website.
- (b) The original Plan was approved by Shareholders at the Company’s Annual General Meeting on 16 December 2020. A total of 11,332,147 Equity Securities have been granted under the Plan to date as follows:

Class of Equity Security	Number granted	Date of grant
Service Rights	3,400,000	16 December 2020
Performance Rights	4,037,117	16 December 2020
Performance Rights	1,870,172	13 May 2021
Performance Rights	2,024,858	13 May 2022

- (c) The maximum number of Equity Securities proposed to be issued under the Plan following Shareholder approval of this Resolution is 28,756,132 and will not exceed 5% of the Company’s total issued Shares when aggregated with the number of Equity Securities issued. Once this number is reached the Company will need to seek fresh approval from Shareholders if the subsequent issue of Awards is to fall within Listing Rule 7.2 Exception 13.
- (d) A voting exclusion statement has been included for the purposes of Resolution 3.

**RESOLUTION 4 - APPROVAL OF POTENTIAL TERMINATION ON BENEFIT IN RELATION TO INCENTIVES ISSUED PURSUANT TO THE PLAN**

**Background**

Subject to Shareholder approval of Resolution 3, Shareholder approval is also sought for all purposes of Part 2D.2 of the Corporations Act and ASX Listing Rule 10.19 to approve the giving of benefits under the Plan to a person by the Company in connection with that person ceasing to be an officer of, or ceasing to hold a managerial or executive office in, the Company (or subsidiary of the Company) on the terms and conditions in this Explanatory Memorandum. If Resolution 3 is not approved at the Meeting, this Resolution will be of no effect.

The term "benefit" has a wide operation and would include any automatic and accelerated vesting of any Incentives upon termination or cessation of employment in accordance with their terms, or the exercise of any Board discretion regarding the same.

The Plan allows for Board discretion in the following circumstances:

- (a) discretion not to forfeit any unvested Shares issued under the Plan upon the participant ceasing to be employed;

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- (b) discretion to determine that any unvested or vested Options or performance rights granted under the Plan will not immediately lapse upon the participant ceasing to be employed; and
- (c) a general discretion to reduce or waive vesting conditions to Incentives in whole or in part at any time and in any particular case, which might include upon the termination or cessation of employment.

The exercise of the above discretion by the Board may constitute a “benefit” for the purposes of section 200B of the Corporations Act and ASX Listing Rule 10.19. The Company is therefore seeking Shareholder approval for the exercise of the Board’s discretion in respect of any current or future participant in the Plan who holds:

- (a) a managerial or executive office in, or is an officer of, the Company (or subsidiary of the Company) at the time of their leaving or at any time in the three years prior to their leaving; and
- (b) Incentives under the Plan at the time of their leaving.

The value of the termination benefits that the Board may give under the Plan cannot be determined in advance. This is because various matters will or are likely to affect that value. In particular, the value of a particular benefit will depend on factors such as the Company’s Share price at the time the participant ceases to be employed, whether the relevant Incentives have vested and the number of Incentives that will vest or remain on foot. The following additional factors may also affect the benefit’s value:

- (a) the Eligible Employee’s length of service and the status of the vesting conditions attaching to the relevant Incentives at the time the Eligible Employee’s employment, service or office ceases; and
- (b) the number of unvested Incentives that the Eligible Employee (or their nominee(s)) holds at the time they cease employment, service or office.

#### **Part 2D.2 of the Corporations Act**

Part 2D.2 of the Corporations Act restricts the benefits that can be given to persons who hold a “managerial or executive office” (as defined in the Corporations Act) on leaving their employment with the Company or any of its related bodies corporate, unless an exception applies.

Under section 200B of the Corporations Act, a company may only give a person a benefit in connection with their ceasing to hold a managerial or executive office in the company or a related body corporate if it is approved by shareholders under section 200E of the Corporations Act or an exemption applies.

Provided Shareholder approval is given, the value of the termination benefits may be disregarded when applying Section 200F(2)(b) or Section 200G(1)(c) of the Corporations Act (i.e. the approved benefit will not count towards the statutory cap under the legislation).

#### **Listing Rule 10.19**

Listing Rule 10.19 provides that without shareholder approval, an entity must ensure that no officer of the entity or any of its child entities will be, or may be, entitled to termination benefits

if the value of those benefits and the termination benefits that are or may become payable to all officers together exceed 5% of the equity interests of the entity as set out in the latest accounts given to ASX under the Listing Rules (**5% Threshold**). Accordingly, Shareholder approval is being sought on the basis that, if Resolution 3 is passed, officers of the Company may be entitled to termination benefits under the Plan which exceed the 5% Threshold.

Depending upon the value of the termination benefits (see above), and the equity interests of the Company at the time such benefits may crystallise, it is uncertain if the giving of the benefits would exceed the 5% Threshold. In the event of such termination benefits crystallising, the Company will comply with Listing Rule 10.19.

If this Resolution and Resolution 3 are passed, the Company will be able to give termination benefits which may exceed the 5% Threshold to any current or future person holding a managerial or executive office in the Company or a related body corporate in connection with that person ceasing to hold that managerial or executive office in accordance with the rules of the Plan.

If Resolution 3 or 4 is not passed, the Company will not be able to give termination benefits to any current or future person holding a managerial or executive office in the Company or a related body corporate in connection with that person ceasing to hold that managerial or executive office in accordance with the rules of the Plan where those termination benefits exceed the 5% Threshold.

The Chairman intends to vote all available proxies in favour of this Resolution.

## **RESOLUTIONS 5 AND 6 - APPROVAL TO ISSUE PERFORMANCE RIGHTS TO EXECUTIVE DIRECTORS - MESSRS CHARLES CHEN AND IVAN TEO**

### **Background**

The Company proposes to issue 1,903,609 Performance Rights to Managing Director, Mr Charles Chen (or his nominee) and 969,763 Performance Rights to Finance Director, Mr Ivan Teo (or his nominee) pursuant to the Plan and on the terms and conditions set out below (the **Issue**). The Performance Rights are to be issued under the Plan, which is to be approved by Shareholders pursuant to Resolution 3. If Resolution 3 is not approved at the Meeting, this Resolution will be of no effect. The background to the Plan is set out above and a summary of the Plan is provided at Schedule 1 to this Notice and Explanatory Statement.

Based on the independent review of the Company's remuneration framework undertaken by BDO (Australia) Ltd (**BDO**) in 1H FY23, the number of Performance Rights to be issued was calculated at 70% and 60% of the externally benchmarked total annual remuneration packages for Managing Directors and Finance Directors respectively, divided by the VWAP of the Company's Shares over the 20 trading days prior to 1 January 2023 (being \$0.39).

The Company is of the view that the proposed issue of the Performance Rights will provide a means to further motivate and reward the Directors for achieving specified performance milestones within a specified performance period. The Board considers the granting of the Performance Rights to be a cost-effective reward for the Company to appropriately incentivise Messrs Chen and Teo and is consistent with the strategic goals and targets of the Company and aligned with the interests of Shareholders.

**Listing Rule 10.14**

Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire Equity Securities under an employee incentive scheme:

- (a) a director of the Company (Listing Rule 10.14.1);
- (b) an Associate of a director of the Company (Listing Rule 10.14.2); or
- (c) a person whose relationship with the Company or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX’s opinion, the acquisition should be approved by its Shareholders (Listing Rule 10.14.3),

without the approval of the holders of its ordinary securities.

The proposed Issue pursuant to Resolutions 5 and 6 falls within Listing Rule 10.14.1, given Messrs Chen and Teo are Directors. It therefore requires the approval of the Company’s Shareholders under Listing Rule 10.14.

If Resolutions 3 and 5 are passed, the Company will be able to proceed with the Issue of Performance Rights to Mr Chen.

If Resolutions 3 and 6 are passed, the Company will be able to proceed with the Issue of Performance Rights to Mr Teo.

If Resolution 3 is not passed, the Company will not be able to proceed with the Issue of Performance Rights to Messrs Chen and Teo (as applicable) under the new Employee Long-Term Incentive Plan and the Company will need to consider alternate arrangements, which may include a cash payment made in accordance with the Company’s ordinary remuneration process.

If Resolutions 3 is passed but Resolutions 5 and/or, 6 are not passed, the Company will not be able to proceed with the Issue of Performance Rights to Messrs Chen and Teo (as applicable) and the Company will need to consider alternate arrangements, which may include a cash payment made in accordance with the Company’s ordinary remuneration process.

Resolutions 5 and 6 are not conditional on the passing of the other resolution.

Set out below are the terms and conditions of the Performance Rights to be issued to Messrs. Chen and Teo in accordance with Resolutions 4 and 5, along with further information required to be provided by the Listing Rules and the Corporations Act.

**Terms and conditions of Performance Rights**

The Performance Rights will be issued pursuant to and in accordance with the Plan, as summarised in Schedule 1, and will be subject to the additional conditions set out below:

- (a) the Performance Rights will vest pro-rata on achievement of compound annual growth rate (CAGR) in TSR over the Performance Period as set out below, subject to the respective Executive Director remaining a Director at the end of the Performance Period:

Performance Level	CAGR in Share Price	Share Price at end of Measurement Period	Vesting % of Tranche	Number of Shares Issued Upon Vesting to Executive Directors
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Stretch	20%	\$0.674	100%	1,903,609 – Charles Chen 969,763 – Ivan Teo
Between Threshold & Target	>15% & <20%		Pro-rata	Pro-rata
<b>Target</b>	<b>15%</b>	<b>\$0.593</b>	<b>50%</b>	<b>951,804 – Charles Chen 475,902 – Ivan Teo</b>
Between Threshold & Target	>10% & <15%		Pro-rata	Pro-rata
Threshold	10%	\$0.519	25%	484,881 – Charles Chen 242,441 – Ivan Teo
Below Threshold	<10%		0%	0 – Charles Chen 0 – Ivan Teo

(b) For the purposes of paragraph (a):

**TSR** measures the return received by Shareholders from holding Shares over the relevant Performance Period, calculated as follows:

$$\text{TSR} = ((B-A) + C) / A$$

Where:

A = the Market Value of the Shares at the Commencement Date (\$0.39);

B = the Market Value of the Shares at the end of the Performance Period;

C = the aggregate dividend amount per Share paid during the Performance Period; and

**Commencement Date** means 1 January 2023.

**Market Value** is calculated as the 20-day volume weighted average price of the Shares ending on the day prior to the start of or the last day of the Performance Period, as applicable.

**Performance Period** means 3 years from 1 January 2023 to 31 December 2025.

(c) Other than as set out above, the Performance Rights issued to Messrs Chen and Teo (as applicable) are not subject to any further discretionary conditions that may be imposed in accordance with the Plan, such as any further forfeiture conditions, additional rights or disposal restrictions.

#### Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

(a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and

(b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

Messrs Chen and Teo are related parties of the Company by virtue of being Executive Directors of the Company.

The Board (other than Messrs Charles Chen and Teo) has considered the application of Chapter 2E of the Corporations Act to the proposed Issue of the Performance Rights to Messrs Chen and Teo and considers that the financial benefit given by the issue of the Performance Rights does not require Shareholder approval pursuant to section 208 of the Corporations Act for the following reasons:

- (a) the issue of the Performance Rights to the Executive Directors has been considered and recommended by the Non-executive Directors of the Company in light of an independent review of the Company’s remuneration framework undertaken by BDO in 1H FY23;
- (b) the issue of the Performance Rights is a reasonable form of equity-based remuneration for the Executive Directors given the circumstances of the Company and their respective roles within it;
- (c) the issue of the Performance Rights provides a retention and performance linked incentive component of the Executive Directors’ remuneration package and represents a cost-effective form of remuneration, enabling the Company to spend a greater proportion of its cash reserves on its operations than it would if alternative cash forms of remuneration were given to the Executive Directors; and
- (d) it is not considered that there are any significant opportunity costs to the Company or benefits foregone by the Company in issuing the Rights to the Executive Directors upon the terms proposed,

for the purposes of the exceptions contained in sections 210 and 211(1) of the Corporations Act.

Therefore, the Company is not seeking Shareholder approval for the Issue of the Performance Rights pursuant to section 208 of the Corporations Act in addition to the approvals being sought under the ASX Listing Rules for the grants of securities to the Executive Directors.

**Information requirements for ASX Listing Rule 10.15**

In accordance with the requirements of ASX Listing Rule 10.15, the following information is provided for the purposes of Resolutions 5 and 6:

- (a) Resolutions 5 and 6 seek Shareholder approval for the issue of Performance Rights to Messrs Charles Chen and Ivan Teo;
- (b) Messrs Chen and Teo are the Managing Director and Finance Director, respectively, of the Company and therefore fall within Listing Rule 10.14.1, as Directors of the Company.
- (c) The following Performance Rights are proposed to be issued:  
**Charles Chen:** up to 1,903,609 Performance Rights; and  
**Ivan Teo:** up to 969,763 Performance Rights.
- (d) Messrs Chen and Teo’s current total remuneration package is as follows:

Director	Current Remuneration Package			
	Annual Base Salary	Superannuation (if applicable)	Share based payments	Total

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<b>Mr Charles Chen</b>	\$530,000	\$Nil	Proposed grant of up to 1,903,609 Performance Rights, being 70% of Annual Base Salary	\$901,000
<b>Mr Ivan Teo</b>	\$315,000	\$Nil	Proposed grant of up to 969,763 Performance Rights, being 60% of Annual Base Salary	\$504,000

70% of Mr Chen's and 60% of Mr Teo's total remuneration package is "at risk" and subject to the achievement of long term performance hurdles.

- (e) To date, Messrs Chen and Teo have been issued the following Equity Securities under the Plan:

Director	Service Rights	Service Rights Average Acquisition Price	Performance Rights	Performance Rights Average Acquisition Price
<b>Mr Charles Chen</b>	2,400,000	\$Nil	5,544,049	\$Nil
<b>Mr Ivan Teo</b>	1,000,000	\$Nil	2,388,098	\$Nil

- (f) The Performance Rights are not Shares. A summary of the material terms and conditions of the Plan is included in Schedule 1 and an explanation of the Performance Rights, and details of further specific conditions attaching to the Performance Rights, proposed to be issued under Resolutions 5 and 6 are set out in the Explanatory Statement above. The Company considers that the Performance Rights to be issued to the Executive Directors under Resolutions 5 and 6 to have an approximate value of \$0.188 per Performance Right.

The value of the Performance Rights was determined according to AASB 2: *Share Based Payments* at a deemed grant date of 27 March 2023. Given that the Performance Rights will be issued for nil consideration and no consideration will be payable on conversion into shares, the Performance Rights are valued as zero-exercise price options. The Performance Rights were valued using Monte Carlo simulation methodology, which incorporates the effect of the vesting condition into the valuation. Under this model, the value of the Performance Rights was determined as the average payoff over 100,000 simulated outcomes, where the payoff is the simulated Share price multiplied by the simulated percentage of Performance Rights expected to vest under each iteration.

The key valuation assumptions are summarised below:

	Performance Rights	
<b>Methodology</b>	Monte Carlo	
<b>Simulation iterations</b>	100,000	
<b>Deemed grant date</b>	27 March 2023	
<b>Assumed Exercise Date</b>	31 December 2025	
<b>Share price at deemed grant date (\$)</b>	\$0.3450	
<b>Initial VWAP for TSR (\$)</b>	\$0.3912	
<b>Exercise price (\$)</b>	Nil	
<b>Risk-free rate (%)</b>	2.757	
<b>Volatility (%)</b>	65	
<b>Fair value per Performance Right (\$)</b>	<b>0.1881</b>	
<b>Recipient</b>	<b>Charles Chen</b>	<b>Ivan Teo</b>
<b>Number</b>	1,903,609	969,763

Total fair value (\$)	358,018	182,386
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- (g) The Performance Rights will be issued to Messrs Chen and Teo as soon as practicable following Shareholder approval, but no later than 3 years after the date of the Meeting.
- (h) No amount is payable by either Messrs Chen or Teo for the grant of the Performance Rights proposed to be issued under Resolutions 5 and 6, respectively, and no amount is payable on the vesting of any such Performance Rights.
- (i) A summary of the material terms of the Plan is included in Schedule 1.
- (j) No loan will be made to either Messrs Chen or Teo in respect to the Performance Rights.
- (k) Details of the Performance Rights issued under Resolutions 5 and 6, along with any other Performance Rights issued under the Plan, will be published in the Annual Report of the Company relating to the period in which they are issued (being the Annual Report for FY22 with respect to the Performance Rights issued under Resolution 4 and 5), along with a statement that they were issued under approval obtained under Listing Rule 10.14. Any additional persons covered by Listing Rule 10.14 who become entitled to participate in any issue of securities under the Plan after these Resolutions are passed and who was not named in this Notice will not participate in the Plan until approval is obtained.
- (l) Voting exclusion statements in respect of Resolutions 5 and 6 are included in the Notice.

#### **Board Recommendation**

The Directors (other than Messrs Charles Chen and Ivan Teo) recommend that Shareholders vote in favour of Resolutions 5 and 6 for the reasons set out above.

#### **RESOLUTION 7 - RATIFICATION OF ISSUE OF EMPLOYEE SHARES**

##### **Background**

On 22 February 2023, the Company issued 1,950,000 Shares (**Employee Shares**) for nil cash consideration under the Company's 15% placement capacity under Listing Rule 7.1, to employees of the Company in recognition of, and to reward, their efforts and contribution to the Company (the **Employee Share Issue**). The Employee Shares are subject to voluntary escrow restrictions for 36 months from the date of issue.

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 (or agree to 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 the period.

The Employee Share Issue does not fall within any of these exceptions and, as it has not yet been approved by the Company's Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12-month period following the issue date of the Employee Share Issue.

Listing Rule 7.4 allows the Shareholders of a listed company to ratify an issue of Equity Securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the company's capacity to issue further Equity Securities without Shareholder approval under that rule.

The Company wishes to retain as much flexibility as possible to issue additional Equity Securities into the future without having to obtain Shareholder approval for such issued under Listing Rule 7.1.

To this end, Resolution 7 seeks Shareholder approval to the Employee Share Issue under and for the purposes of Listing Rule 7.4.

If Resolution 7 is passed, the Employee Share Issue will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities the Company can issue without Shareholder approval over the 12-month period following the date of the Employee Share Issue.

If Resolution 7 is not passed, the Employee Share Issue will be included in calculating the Company's 15% limit in Listing Rule 7.1, effectively decreasing the number of Equity Securities the Company can issue without Shareholder approval over the 12-month period following the date of the Employee Share Issue.

The Employee Shares issued, for which approval and ratification is sought under Resolution 6, comprise 0.61% of the Company's fully diluted issued capital (based on the number of Shares, Options, and Performance Rights on issue as at the date of this Notice of Annual General Meeting).

#### **Technical information required by ASX Listing Rule 7.5**

In compliance with the information requirements of Listing Rule 7.5, the following information is provided in relation to the Employee Share Issue the subject of this Resolution:

- (a) the Shares were issued to various employees of the Company, none of whom are related parties of the Company, a member of Key Management Personnel, a substantial holder in the Company, an adviser to the Company or an Associate of any such person;
- (b) 1,950,000 Shares were issued by the Company;
- (c) the Employee Shares issued were fully paid ordinary shares in the capital of the Company which ranked equally with the Company's existing Shares;
- (d) the Employee Shares were issued on 22 February 2023;
- (e) the Employee Shares were issued for nil cash consideration;
- (f) the purpose of the Employee Share Issue was to recognise and to reward the efforts and contribution of employees to the Company. Accordingly, no funds were raised by the issue of Shares;
- (g) the Employee Shares were not issued under an agreement; and
- (h) a voting exclusion statement has been included for the purposes of Resolution 7.

#### **Board Recommendation**

The Board believes that the ratification of this issue is beneficial for the Company as it allows the Company to retain the flexibility to issue further securities representing up to 15% of the



Company's share capital during the next 12 months. Accordingly, the Directors unanimously recommend Shareholders vote in favour of Resolution 7.

**RESOLUTION 8 - ISSUE OF SHARES TO DIRECTOR - MR ERCHUAN ZHOU**

**Background**

The Company is proposing to issue 107,142 Shares at the deemed issue price of \$0.35, being the closing Share price of the Company's quoted Shares on ASX on the day prior to the date of this Notice, to Mr Erchuan Zhou (or his nominee(s)) in lieu of outstanding Directors' fees for the period between 16 September 2022 and 30 April 2023, amounting to \$37,500 worth of Shares (the **Director Issue**).

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue, or agree to issue, Equity Securities to:

- (a) a related party (Listing Rule 10.11.1);
- (b) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company (Listing Rule 10.11.2);
- (c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so (Listing Rule 10.11.3);
- (d) an Associate of a person referred to in Listing Rule 10.11.1 – 10.11.3 (Listing Rule 10.11.4);  
or
- (e) a person whose relationship with the company or a person referred to in Listing Rule 10.11.1 – 10.11.3 is such that, in ASX's opinion, the issue or agreement should be approved by shareholders (Listing Rule 10.11.5),

unless it obtains the approval of its shareholders.

The Director Issue falls within Listing Rule 10.11.1 by reason of Mr Zhou being a Director of the Company and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of the Company's Shareholders under Listing Rule 10.11.

Resolution 8 seeks the required Shareholder approval to the Director Issue under and for the purposes of Listing Rule 10.11

If Resolution 8 is passed, the Company will be able to issue Shares to Mr Erchuan Zhou in lieu of his outstanding Directors' fees for the period between 16 September 2022 and 30 April 2023.

If Resolution 8 is not passed, the Company will not be able to issue Shares to Mr Erchuan Zhou in lieu of his outstanding Directors' fees for the period between 16 September 2022 and 30 April 2023. Accordingly, the Company will be required to pay the outstanding liability to Mr Zhou in cash.

The securities issued, for which approval is sought under Resolution 8 comprise 0.034% of the Company's fully-diluted issued capital (based on the number of Shares Options, and Performance Rights on issue at the date of this Notice of Meeting).

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As Shareholder approval is being sought under Listing Rule 10.11, approval is not also required under Listing Rule 7.1 (as a result of Exception 14 in Listing Rule 7.2).

### Details of the Director Issue

In consideration for outstanding Directors' fees due to Mr Zhou for the period between 16 September 2022 and 30 April 2023 and subject to Shareholder approval, the Company agreed to pay Mr Zhou's outstanding annual remuneration in equity. Consequently, a total of \$37,500 worth of Shares will be issued to Mr Zhou or his nominee(s), calculated in arrears with a deemed issue price equal to the closing Share price of the Company's quoted Shares on ASX on the day prior to the date of this Notice.

The following table sets out the details of proposed issue the subject of Resolution 7:

Directors	Amount	Details of Director Fees	Number of Shares	Deemed Issue Price per Share <sup>1</sup>
Erchuan Zhou	\$37,500	Unpaid Director Fees from 16 September 2022 to 30 April 2023	107,142	\$0.35

The Shares will be issued for no cash consideration as they will be issued in lieu of the payment of Directors' fees of an amount totalling \$37,500. The Company will issue the Shares at the deemed issue price set out in the above table. Any of the Director fees that are not unpaid at the date of this Notice will be due and payable by the Annual General Meeting.

In the event Shareholder approval is not received for the proposed Director Issue, the Company will pay the outstanding liability in cash.

### Regulatory Requirements - Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

Mr Erchuan Zhou is a related party of the Company by virtue of being a Director of the Company.

The Board (other than Mr Erchuan Zhou) has considered the application of Chapter 2E of the Corporations Act to the proposed issue of securities to Mr Zhou and considers that the financial benefit given by such grant of such securities constitutes reasonable remuneration to Mr Zhou given:

- (a) the Shares are being issued to Mr Zhou in lieu of, and not in addition to his annual Director fees;
- (b) the circumstances of the Company; and
- (c) Mr Zhou's role and responsibilities with the Company,

for the purposes of the exception contained in section 211(1) of the Corporations Act.

Therefore, the Company is not seeking Shareholder approval for the Director Issue pursuant to section 208 of the Corporations Act in addition to the approvals being sought under the Listing Rules for the grants of securities to Mr Erchuan Zhou.

**Information required by Listing Rule 10.13**

In compliance with the information requirements of Listing Rule 10.13, the following information is provided in relation to the Director Issue the subject of Resolution 8:

- (a) the Shares will be issued to Mr Erchuan Zhou, and/or his nominees, as noted above;
- (b) Mr Erchuan Zhou is a related party of the Company by virtue of being a Director of the Company and is accordingly captured under Listing Rule 10.11.1;
- (c) the number of Shares to be issued is 107,142;
- (d) the Shares to be issued will be fully paid ordinary shares in the capital of the Company which rank equally with the Company’s existing Shares;
- (e) the Shares will be issued on one date which will be no later than one (1) month after the date of this Meeting, or such later date as approved by ASX;
- (f) the Shares will be issued at the deemed issue price of \$0.35;
- (g) no funds will be raised from the issue of the Shares as the Shares to be issued under Resolution 8 are being issued in lieu of Director’s fees;
- (h) details of the current remuneration package for Mr Erchuan Zhou are as follows:

Director	Current Remuneration Package				
	Base Salary & Fees	Superannuation (if applicable)	Share based payments	Bonus	Total Salary and Fees
Mr Erchuan Zhou	-	-	\$60,000	N/A	\$60,000

- (i) the Company has agreed, subject to Shareholder approval, to pay Mr Zhou’s outstanding annual remuneration in equity as detailed above; and
- (j) a voting exclusion statement has been included for the purposes of Resolution 8.

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## Board Recommendation

The Directors (other than Mr Erchuan Zhou) recommend that Shareholders vote in favour of Resolution 8. Mr Erchuan Zhou declines to make a recommendation about Resolution 8 as he has a material personal interest in the outcome of that particular Resolution as it relates to the proposed issue of Shares to him or his nominee(s).

## RESOLUTIONS 9 AND 10 - ISSUE OF SHARES TO MANAGING DIRECTOR, MR CHARLES CHEN, AND FINANCE DIRECTOR, MR IVAN TEO

### Background

As announced on 31 October 2022, following a remuneration benchmarking and review exercise post the end of the September 2022 quarter, the Non-Executive Directors resolved to increase the base salary for Managing Director, Charles Chen, and Finance Director, Ivan Teo as follows:

**Charles Chen, Managing Director:** Base salary increased from \$420,000 per annum to \$530,000 per annum, effective 1 October 2022.

**Ivan Teo, Finance Director:** Base salary increased from \$212,500 per annum to \$315,000 per annum, effective 1 October 2022.

It was further resolved that Shareholder approval be sought at the Company's 2023 Annual General Meeting for the incremental increases to be paid in arrears in Shares, with the number of Shares to be calculated by reference to the 10-day VWAP to end of each applicable quarter.

Resolutions 9 and 10 seek shareholder approval to issue \$55,000 worth of Shares to Mr Chen, (comprising two quarters of the annual incremental increase of \$110,000) and \$51,250 worth of Shares to Mr Teo (comprising two quarters of the annual incremental increase of \$102,500) respectively (the **Executive Director Issue**), calculated as follows:

Director	Amount	Details of Director Fees	Number of Shares	Deemed Issue Price per Share
<b>Charles Chen</b>				
	\$27,500	Portion of Managing Director remuneration valued at quarter ending 31 December 2022	70,296	\$0.3912005 <sup>1</sup>
	\$27,500	Portion of Managing Director remuneration valued at quarter ending 31 March 2023	80,253	\$0.3426645 <sup>2</sup>
<b>Total:</b>	<b>\$55,000</b>		<b>150,549</b>	
<b>Ivan Teo</b>				
	\$25,625	Portion of Finance Director remuneration valued at quarter ending 31 December 2022	65,503	\$0.3912005 <sup>1</sup>
	\$25,625	Portion of Finance Director remuneration valued at quarter ending 31 March 2023	74,782	\$0.3426645 <sup>2</sup>
<b>Total:</b>	<b>\$51,250</b>		<b>140,285</b>	

<sup>1</sup>The deemed issue price is the 10-trading day VWAP of the Company's shares on ASX prior to 31 December 2022.

<sup>2</sup> The deemed issue price is the 10-trading day VWAP of the Company's shares on ASX prior to 31 March 2023.

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, a listed company must not issue, or agree to issue, Equity Securities to:

- (a) a related party (Listing Rule 10.11.1);
- (b) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the company (Listing Rule 10.11.2);
- (c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the company who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so (Listing Rule 10.11.3);
- (d) an Associate of a person referred to in Listing Rule 10.11.1 – 10.11.3 (Listing Rule 10.11.4);  
or
- (e) a person whose relationship with the company or a person referred to in Listing Rule 10.11.1 – 10.11.3 is such that, in ASX's opinion, the issue or agreement should be approved by shareholders (Listing Rule 10.11.5),

unless it obtains the approval of its shareholders.

The Executive Director Issues fall within Listing Rule 10.11.1 by reason of Messrs Chen and Teo being Directors of the Company and do not fall within any of the exceptions in Listing Rule 10.12. The Executive Director Issues therefore require the approval of the Company's Shareholders under Listing Rule 10.11.

Resolutions 9 and 10 seek the required Shareholder approval to the Executive Director Issues under and for the purposes of Listing Rule 10.11.

If Resolution 9 is passed, the Company will be able to issue Shares to Mr Charles Chen in lieu of a portion of his Executive Director remuneration for the period between 1 October 2022 and 31 March 2023. If Resolution 10 is passed, the Company will be able to issue Shares to Mr Ivan Teo in lieu of a portion of his Executive Director remuneration for the period between 1 October 2022 and 31 March 2023.

If Resolution 9 is not passed, the Company will not be able to issue Shares to Mr Charles Chen in lieu of a portion of his Executive Director remuneration for the period between 1 October 2022 and 31 March 2023 (\$55,000). Accordingly, the Company will be required to pay \$55,000 to Mr Chen in cash. If Resolution 10 is not passed, the Company will not be able to issue Shares to Mr Ivan Teo in lieu of a portion of his Executive Director remuneration for the period between 1 October 2022 and 31 March 2023 (\$51,250). Accordingly, the Company will be required to pay \$51,250 to Mr Teo in cash.

The securities issued, for which approval is sought under Resolution 9 comprise 0.044% of the Company's fully-diluted issued capital (based on the number of Shares Options, and Performance Rights on issue at the date of this Notice of Meeting).

The securities issued, for which approval is sought under Resolution 10 comprise 0.041% of the Company's fully-diluted issued capital (based on the number of Shares Options, and Performance Rights on issue at the date of this Notice of Meeting).

As Shareholder approval is being sought under Listing Rule 10.11, approval is not also required under Listing Rule 7.1 (as a result of Exception 14 in Listing Rule 7.2).

## Regulatory Requirements – Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

Messrs Charles Chen and Ivan Teo are each a related party of the Company by virtue of being a Director of the Company.

The Board (other than Messrs Charles Chen and Ivan Teo) has considered the application of Chapter 2E of the Corporations Act to the proposed issue of securities to Messrs Chen and Teo and considers that the financial benefit given by such grant of such securities constitutes reasonable remuneration to Messrs Chen and Teo given:

- (d) the Shares are being issued to Messrs Chen and Teo in lieu of, and not in addition to, Executive Director remuneration that has been benchmarked by independent remuneration consultant BDO;
- (e) the circumstances of the Company; and
- (f) Messrs Chen and Teo's roles and responsibilities with the Company,

for the purposes of the exception contained in section 211(1) of the Corporations Act.

Therefore, the Company is not seeking Shareholder approval for the Executive Director Issue pursuant to section 208 of the Corporations Act in addition to the approvals being sought under the Listing Rules for the grants of securities to Messrs Chen and Teo.

### Information required by Listing Rule 10.13

In compliance with the information requirements of Listing Rule 10.13, the following information is provided in relation to the Executive Director Issues the subject of Resolutions 9 and 10:

- (a) the Shares pursuant to Resolution 9 will be issued to Mr Charles Chen, and/or his nominees and the Shares pursuant to Resolution 10 will be issued to Mr Ivan Teo, and/or his nominees, as noted above;
- (b) Each of Messrs Chen and Teo is a related party of the Company by virtue of being a Director of the Company and is accordingly captured under Listing Rule 10.11.1;
- (c) the number of Shares to be issued is 150,549 to Mr Chen and 140,285 to Mr Teo;
- (d) the Shares to be issued will be fully paid ordinary shares in the capital of the Company which rank equally with the Company's existing Shares;

- (e) the Shares will be issued on one date which will be no later than one (1) month after the date of this Meeting, or such later date as approved by ASX;
- (f) the Shares will be issued at the deemed issue prices of \$0.3912005 (135,799 Shares) and \$0.3426645 (155,035 Shares);
- (g) no funds will be directly raised from the issue of the Shares as the Shares to be issued under Resolutions 9 and 10 are being issued in lieu of Executive Director remuneration. However, the Company is saving funds by not paying the Executive Director remuneration in cash (if the resolutions are approved);
- (h) details of the current remuneration packages for Mr Charles Chen and Mr Ivan Teo are set out in the explanatory wording for Resolutions 5 and 6 above;
- (i) the Company has agreed, subject to Shareholder approval, to pay a portion of Messrs Chen and Teo's outstanding annual remuneration in equity as detailed above; and
- (j) voting exclusion statements have been included for the purposes of Resolutions 9 and 10.

#### **Board Recommendation**

The Directors (other than Mr Charles Chen) recommend that Shareholders vote in favour of Resolution 9. Mr Charles Chen declines to make a recommendation about Resolution 9 as he has a material personal interest in the outcome of that particular Resolution as it relates to the proposed issue of Shares to him or his nominee(s).

The Directors (other than Mr Ivan Teo) recommend that Shareholders vote in favour of Resolution 10. Mr Ivan Teo declines to make a recommendation about Resolution 10 as he has a material personal interest in the outcome of that particular Resolution as it relates to the proposed issue of Shares to him or his nominee(s).

## GLOSSARY

The following terms have the following meanings in this Explanatory Statement:

"**Annual General Meeting**" or "**Meeting**" means the annual general meeting the subject of the Notice;

"**Annual Report**" means the annual report of the Company for the financial year ended 31 December 2022;

"**Associate**" has the meaning set out in the Corporations Act except that a reference to "Associate" in relation to a Listing Rule has the meaning given to it in the note to Listing Rule 14.11.

"**ASX**" means ASX Limited ABN 98 008 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX Limited;

"**Board**" means the board of Directors of the Company;

"**Chair**" means the chair of the Annual General Meeting;

"**Closely Related Party**" has the meaning given to that term in the Corporations Act;

"**Company**" means Vmoto Limited ABN 36 098 455 460;

"**Constitution**" means the constitution of the Company;

"**Corporations Act**" means the *Corporations Act 2001* (Cth);

"**Director**" means a director of the Company;

"**Equity Securities**" has the meaning given to that term in the Listing Rules;

"**Explanatory Statement**" means this Explanatory Statement accompanying this Notice;

"**Key Management Personnel**" has the meaning given in the Corporations Act;

"**Listing Rules**" means the Listing Rules of the ASX;

"**Notice**" or "**Notice of Meeting**" means this notice of annual general meeting;

"**Performance Right**" means an entitlement of a Participant granted under the Plan to subscribe for, acquire and/or be allocated (as determined by the Board in its sole and absolute discretion) one Plan Share subject to the satisfaction of any Vesting Conditions and/or Performance Hurdles. For the avoidance of doubt, a Performance Right has a nil Exercise Price.

"**Plan**" means the Company's employee incentive scheme titled "Vmoto Limited Employee Long Term Incentive Plan" approved by Shareholders at the general meeting of the Company held on 16 December 2020 and for which Shareholder approval is sought at this Meeting.

"**Related Party**" has the meaning given to that term in the Corporations Act;



"**Remuneration Report**" means the remuneration report set out in the Director's report section of the Company's Annual Report.

"**Resolution**" means a resolution the subject of the Notice;

"**Restricted Voter**" means Key Management Personnel and their Closely Related Parties;

"**Share**" means an ordinary fully paid share in the issued capital of the Company;

"**Shareholder**" means a shareholder of the Company;

"**Trading Day**" means a day determined by ASX to be a trading day in accordance with the Listing Rules;

"**VWAP**" volume weighted average price; and

"**WST**" means Australian Western Standard Time.

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**Schedule 1 - Summary of Material Terms of Plan**

<b>Term</b>	<b>Summary</b>
<i>Purpose</i>	The purpose of the Plan is to assist in the reward, retention and motivation of eligible participants, link the reward of eligible participants to Shareholder value creation and align the interests of eligible participants with Shareholders.
<i>Eligibility</i>	The Board may (in its absolute discretion) provide an offer to an Eligible Participant of a Group Company to participate in the Plan ( <b>Offer</b> ). Where such person (or a permitted nominee of such person) accepts the Offer, he or she will become a participant under the Plan ( <b>Participant</b> ).
<i>Issue Cap</i>	Offers made under the Plan which require the payment of monetary consideration by the Participant in respect of the issue, transfer or exercise of an Incentive are subject to an issue cap of 5% of the number of Shares on issue (as adjusted or increased as permitted by law and under the Constitution from time to time).
<i>Offers</i>	<p>The Board may make an Offer at any time. Where an Offer is made under the Plan which requires the payment of monetary consideration by the Participant in respect of the issue, transfer or exercise of an Award then, subject to limited exceptions, the Offer must include the following information:</p> <ul style="list-style-type: none"> <li>(i) the name and address of the person to whom the Offer is being made to;</li> <li>(ii) the date of the Offer;</li> <li>(iii) the first acceptance date (which must be at least 14 days after receiving the Offer) and the final acceptance date that the person can accept the Offer;</li> <li>(iv) the number of Options, Performance Rights or Shares being offered and the maximum number which can be applied for; the amount payable per Award by the person on application for the Awards offered (if any), or the manner of determining such amount payable;</li> <li>(v) the conditions (if any) determined by the Board which are required to be satisfied, reached and met before an Award will be issued, and whether not it is issued subject to further vesting conditions;</li> <li>(vi) the vesting conditions attaching to the Award (if applicable);</li> <li>(vii) the first exercise date and last exercise date of the Awards;</li> <li>(viii) the exercise price (if any) or the manner of determining the exercise price of the Awards;</li> <li>(ix) the vesting period (if any) of the Awards;</li> <li>(x) general information about the risks of acquiring and holding the Incentives (and underlying Shares) the subject of the Offer;</li> <li>(xi) a copy of the Plan;</li> <li>(xii) any other specific terms and conditions applicable to the Offer;</li> <li>(xiii) to the extent required by applicable law: <ul style="list-style-type: none"> <li>(A) an explanation of how an Eligible Participant could, from time to time, ascertain the market price of the Shares underlying the Options or Performance Rights;</li> <li>(B) the terms of any loan or contribution plan under which an Eligible Participant may obtain Awards, or a summary of the terms of the loan together with a statement that the Participant can request a copy of the terms;</li> <li>(C) the trust deed of any trust that will hold Awards on trust for an Eligible Participant, or a summary of the terms of the trust deed</li> </ul> </li> </ul>

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Term	Summary
	<p>together with a statement that the Participant can request a copy of the trust deed;</p> <p>(D) a copy of any disclosure document prepared by the Company under Part 6D.2 of the Corporations Act in the 12 months before the date of the Offer; and</p> <p>(E) any other information required by applicable laws; and</p> <p>(xiv) a prominent statement to the effect that</p> <p>(A) any advice given by the Company in relation to Awards issued under the Plan, and Shares issued upon exercise of the Options or Performance Rights, does not take into account an Eligible Participant's objectives, financial situation and needs; and</p> <p>(B) the Eligible Participant should obtain their own financial product advice in relation to the Offer from a person who is licensed by ASIC to give such advice.</p>
<i>Terms of Offer</i>	<ul style="list-style-type: none"> <li>The terms and conditions applicable to an Offer, and any accompanying document, must not include any misleading or deceptive statements, or omit any information that would result in those materials becoming misleading or deceptive. The Company must provide the Participant with an updated Offer as soon as practicable after becoming aware that the document that was provided has become out of date, or is otherwise not correct, in a material respect.</li> </ul>
<i>Issue Price</i>	The issue price (if any) in respect of the Awards granted under the Plan is as determined by the Board at its discretion.
<i>Nominees</i>	An Eligible Participant may, by notice in writing to the Board and subject to applicable laws, nominate a nominee in whose favour the Eligible Participant wishes the Awards to be issued. The nominee may be an immediate family member of the Eligible Participant, a corporate trustee of a self-managed superannuation fund where the Eligible Participant is a director of the trustee or a company whose members comprise no persons other than the Eligible Participant or immediate family members of the Eligible Participant. The Board may, in its sole and absolute discretion, decide not to permit the Awards to be issued to a nominee.
<i>Dealing</i>	Awards may not be sold, assigned, transferred or otherwise dealt with except on the death of the Participant in limited circumstances or with the prior consent of the Board.
<i>Vesting</i>	An Award will vest when the applicable performance hurdles and/or vesting conditions (if any) have been satisfied, waived by the Board or are deemed to have been satisfied under these Rules.:
<i>Exercise</i>	Upon receiving a vesting notice with respect to their Awards, a Participant may exercise those Incentives by delivery to the Company Secretary of the certificate for the Awards (if any), a signed notice of exercise and payment equal to the exercise price (if any) for the number of Awards sought to be exercised. A vested performance right will be automatically exercised within the period specified by the Board.
<i>Lapse of Incentive</i>	Unless otherwise determined by the Board, an Award will not vest and will lapse on the earlier of: <ul style="list-style-type: none"> <li>(i) the applicable performance hurdles and/or vesting conditions not being achieved by the relevant time;</li> <li>(ii) the Board determining that the applicable performance hurdles and/or vesting conditions attaching to the Awards have not been</li> </ul>

<b>Term</b>	<b>Summary</b>
	<p>satisfied, reached or met in accordance with its terms or is not capable of being satisfied, reached or met;</p> <p>(iii) the expiry date of the Awards; or</p> <p>(iv) if the Awards lapse on cessation of the Participant's employment with the Company.</p>
<i>Ranking of shares</i>	Shares issued upon exercise of the Options or Performance Rights will rank equally in all respects with existing Shares, except for entitlements which had a record date before the date of the issue of that Share.
<i>Adjustment of Options or Performance Rights</i>	If, prior to the vesting of an Option or Performance Right, there is a reorganisation of the issued share capital of the Company (including a consolidation, sub-division or reduction of capital or return of capital to Shareholders), the number of Options or Performance Rights to which a Participant is entitled will be adjusted in a manner required by the Listing Rules.
<i>Participation Rights</i>	<p>A participant who holds Awards is not entitled as a result to:</p> <ul style="list-style-type: none"> <li>• notice of, or to vote at or attend, a meeting of Shareholders unless and until the Awards are exercised and the participant holds Shares; or</li> <li>• receive any dividends declared by the Company in respect of such Awards.</li> </ul> <p>Further, other than in circumstances of adjustments for capital reconstructions (such as a reduction, subdivision, consolidation or reorganization of the Company's issued capital, a distribution of assets in specie, the payment of dividends other than in the ordinary course or the issue of Equity Securities by way of capitalisation of profits or reserves, in which case the Awards will be adjusted in accordance with the Listing Rules), during the currency of any Award and prior to their vesting, participants are not entitled to participate in any new issue of Equity Securities as a result of their holding of any Award.</p>
<i>Termination</i>	Where a participant ceases employment with the Company prior to the vesting of any Awards, the Awards' treatment will depend upon the circumstances of cessation. Where the participant ceases employment due to resignation or termination for cause, i.e where they are a 'bad leaver', all unvested Awards will lapse at cessation. Where a participant ceases employment for any other reasons, i.e where they are a 'good leaver', the unvested Awards will generally continue on foot and be tested at the end of the original vesting date against the relevant vesting conditions. However, the Board has discretion to apply another treatment that it deems appropriate in the circumstances.
<i>Forfeiture</i>	The Board retains the power to forfeit all unvested and vested Awards where a participant acts fraudulently or dishonestly or willfully breaches his or her duties to the Company and its related bodies corporate.
<i>Amendments to the Plan</i>	Subject to and in accordance with the Listing Rules and the Company's constitution, the Board may amend, revoke, add to or vary the Plan (without the necessity of obtaining the prior or subsequent consent or approval of Shareholders of the Company), provided that rights or entitlements in respect of any Option, Performance Right or Share granted before the date of the amendment shall not be reduced or adversely affected without the prior written consent of the Participant affected by the amendment.

## Need assistance?



**Phone:**  
1300 850 505 (within Australia)  
+61 3 9415 4000 (outside Australia)



**Online:**  
[www.investorcentre.com/contact](http://www.investorcentre.com/contact)



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00am (AWST) on Sunday, 28 May 2023.**

# 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](http://www.investorcentre.com/au) and select "Printable Forms".

## Lodge your Proxy Form:

### Online:

Lodge your vote online at [www.investorvote.com.au](http://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: 182522**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://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.

# Proxy Form

Please mark  to indicate your directions

## Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Vmoto Limited 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 Annual General Meeting of Vmoto Limited to be held at Karri Room, Central Park Building, 152/158 St Georges Terrace, Perth, WA 6000 on Tuesday, 30 May 2023 at 10:00am (AWST) and at any adjournment or postponement of that meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1 and 3 - 10 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1 and 3 - 10 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1 and 3 - 10 by marking the appropriate box in step 2.

## 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			For	Against	Abstain
1	Non-Binding Resolution to adopt Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8	Issue of Shares to Director - Mr Erchuan Zhou	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Election of Director – Mr Erchuan Zhou	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9	Issue of Shares to Managing Director - Mr Charles Chen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Approval of Employee Long-term Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10	Issue of Shares to Finance Director - Mr Ivan Teo	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Approval of potential termination benefit in relation to incentives issued pursuant to the Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
5	Approval to issue Performance Rights to Managing Director – Mr Charles Chen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
6	Approval to issue Performance Rights to Finance Director – Mr Ivan Teo	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
7	Ratification of Issue of Employee Shares	<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. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

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

Individual or Securityholder 1  Securityholder 2  Securityholder 3  / /  
 Sole Director & Sole Company Secretary Director 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



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