
ROOLIFE GROUP LIMITED

ACN 613 410 398 (COMPANY)

NOTICE OF ANNUAL GENERAL MEETING & EXPLANATORY STATEMENT

Notice is given that the Annual General Meeting of the Company will be held as follows:

TIME: 01.00pm (AWST)

DATE: Friday 29 November 2024

PLACE: HLB Mann Judd, Level 4, 130 Stirling Street, Perth, WA,
6000

As this is an important document, please read it carefully and in its entirety. If you do not understand it please consult your professional advisors.

If you are unable to attend the Annual General Meeting, please complete the proxy form enclosed and return it in accordance with the instructions set out on that form.

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INTRODUCTION

Notice is given that the Annual General Meeting of shareholders of the Company will be held at HLB Mann Judd, Level 4, 130 Stirling Street, Perth WA on Friday, 29 November 2024 commencing at 01.00pm (AWST). The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and the Proxy Form are part of this Notice of Meeting.

The terms and abbreviations used in this Notice and Explanatory Statement are defined in the attached Glossary.

AGENDA

FINANCIAL REPORT (NO RESOLUTION REQUIRED)

To receive the Financial Report of the Company for the year ended 30 June 2024 together with the declaration of the Directors, the Directors' Report, the Remuneration Report and the Auditor's Report.

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

1 RESOLUTION 1- ADOPTION OF REMUNERATION REPORT

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

"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report appearing in the Company's annual financial report for the year ended 30 June 2024."

Note: Under section 250R(3) of the Corporations Act, the vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Prohibition: A vote on this Resolution must not be cast (in any capacity) by or on behalf of any of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person (the **voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
 - (b) the voter is the Chair and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on this Resolution; and
 - (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel, or if the Company is part of a consolidated entity, for the entity.
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2 RESOLUTION 2 – ELECTION OF DIRECTOR – MR TERENCE LEUNG

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

"That for the purposes of clause 11.11 of the Constitution, Listing Rule 14.4 and for all other purposes, Mr Terence Leung, who was appointed as an additional Director by the Board on 12 December 2023 under clause 11.10 of the Constitution, and who retires and is eligible for re-election as a Director, is so re-elected."

3 RESOLUTION 3 – RE-ELECTION OF DIRECTOR – MR GRANT PESTELL

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

"That Mr Grant Pestell, a Director who retires by rotation in accordance with clause 11.3 of the Constitution and, being eligible and offering himself for re-election as a Director, is so re-elected."

4 RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF SHARES TO CHINA HONG KONG YUANZHANG SAUCE WINE SUPPLY CHAIN LIMITED

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

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“That for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders ratify and approve the prior issue of 58,823,529 Shares to China Hong Kong Yuanzhuang Sauce Wine Supply Chain Limited on the terms and conditions set out in the Explanatory Statement.”

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

- (a) China Hong Kong Yuanzhuang Sauce Wine Supply Chain Limited; or
 - (b) an associate of China Hong Kong Yuanzhuang Sauce Wine Supply Chain Limited,
- or any person who participated in the issue or is a counterparty to the agreement being approved or an associate of that person or those persons.

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

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair 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:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

5 RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE OF SHARES TO FUJIAN JUSHI SUPPLY CHAIN MANAGEMENT CO., LTD UNDER LISTING RULE 7.1

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

“That for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders ratify and approve the prior issue of 3,501,921 Shares to Fujian Jushi Supply Chain Management Co., Ltd on the terms and conditions set out in the Explanatory Statement.”

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

- (a) Fujian Jushi Supply Chain Management Co., Ltd; or
 - (b) an associate of Fujian Jushi Supply Chain Management Co., Ltd,
- or any person who participated in the issue or is a counterparty to the agreement being approved or an associate of that person or those persons.

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

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair 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:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

6 RESOLUTION 6 – RATIFICATION OF PRIOR ISSUE OF SHARES TO FUJIAN JUSHI SUPPLY CHAIN MANAGEMENT CO., LTD UNDER LISTING RULE 7.1A

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

“That for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders ratify and approve the prior issue of 8,262,785 Shares to Fujian Jushi Supply Chain Management Co., Ltd on the terms and conditions set out in the Explanatory Statement.”

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

- (a) Fujian Jushi Supply Chain Management Co., Ltd; or
(b) an associate of Fujian Jushi Supply Chain Management Co., Ltd,

or any person who participated in the issue or is a counterparty to the agreement being approved or an associate of that person or those persons.

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

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
(b) the Chair 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:
- the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

7 RESOLUTION 7 – RATIFICATION OF PRIOR ISSUE OF OPTIONS TO MAHE CAPITAL PTY LTD

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

"That for the purpose of Listing Rule 7.4 and for all other purposes, Shareholders ratify and approve the prior issue of 15,000,000 Options to Mahe Capital Pty Ltd on the terms and conditions set out in the Explanatory Statement."

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

- (a) Mahe Capital Pty Ltd; or
(b) an associate of Mahe Capital Pty Ltd,

or any person who participated in the issue or is a counterparty to the agreement being approved or an associate of that person or those persons.

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

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
(b) the Chair 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:
- the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

8 RESOLUTION 8 – APPROVAL OF ADDITIONAL 10% PLACEMENT FACILITY

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

"That pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities up to 10% of the issued capital of the Company (at the time of the issue), calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and otherwise on the terms and conditions in the Explanatory Statement."

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

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

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

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

- (b) the Chair 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:
- the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

By Order of the Board

Jyotika Gondariya
Company Secretary
28 October 2024

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EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of shareholders of RooLife Group Limited (**Company**) in connection with the business to be conducted at the Annual General Meeting of the Company to be held at HLB Mann Judd, Level 4, 130 Stirling Street, Perth WA on Friday, 29 November 2024 commencing at 01.00pm (AWST).

This Explanatory Statement should be read in conjunction with the accompanying Notice of Meeting. The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

A Proxy Form has been dispatched to Shareholders together with a letter advising Shareholders that the Company is not dispatching physical copies of the Notice of Meeting and Explanatory Statement and where those documents are available for viewing and downloading.

FINANCIAL REPORT (NO RESOLUTION REQUIRED)

The Corporations Act requires the Financial Report, Directors' Report and the Auditor's Report to be received and considered at the Annual General Meeting. A printed hard copy of the annual Financial Report which includes the Financial Report, Directors' Report and Auditor's Report for the year ended 30 June 2024 has been sent to all Shareholders who requested it. The Annual Report is also available on the Company's website at <https://roolifegroup.com.au/>.

There is no requirement for Shareholders to approve those reports. However, the Chair will allow a reasonable opportunity at the Meeting for Shareholders to ask questions or make comments about those reports and the management of the Company.

Shareholders will also be given an opportunity to ask the Company's auditor or its representatives questions about the conduct of the audit and the preparation and content of the Auditor's Report.

1 RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

1.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company.

The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual financial report of the company for a financial year.

The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting.

1.2 Voting consequences

A company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting. Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

1.3 Previous voting results

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

2 RESOLUTIONS 2 AND 3 – RE-ELECTION OF DIRECTORS

2.1 General

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Clause 11.10 of the Constitution allows the Directors to appoint a person to be a Director at any time, either to fill a casual vacancy or as an addition to the existing Directors, but only where the total number of Directors does not at any time exceed the maximum number specified by the Constitution.

Pursuant to clause 11.11 of the Constitution and Listing Rule 14.4, any Director so appointed holds office only until the next following annual general meeting of the Company and is then eligible for election by Shareholders (but is not to be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting).

Clause 11.3 of the Constitution requires that at each annual general meeting of the Company, one third of the Directors (to the nearest whole number), must retire from office. Clause 11.4 of the Constitution provides that a retiring Director is eligible for re-election.

Mr Terence Leung, having been appointed as a Director by the Board on 12 December 2023, will retire in accordance with clause 11.11 of the Constitution and Listing Rule 14.4 and, being eligible, seeks re-election by Shareholders.

Mr Grant Pestell retires in accordance with clause 11.3 of the Constitution and, being eligible, offers himself for re-election pursuant to clause 11.4 of the Constitution.

2.2 Qualifications and Independence

Mr Terence Leung

Mr Leung has over 15 years of professional experience in the financial services industry in Australia and Asia, spanning investment banking and capital markets, principal investment and asset management. He has previously worked for international investment bank Credit Suisse; China's largest securities brokerage Huatai; and an Asian hedge fund manager. More recently, he has been engaged in various business ventures involving China cross-border trade. Mr Leung holds Bachelor Degrees in Commerce and Law from the University of Sydney. He is currently a licensed representative of Sunwah Kingsway Holdings Limited in Hong Kong.

If elected, the Board considers Mr Leung will be an independent Non-Executive Director.

Mr Grant Pestell

Mr Pestell has been the managing director of Perth-based legal firm Murcia Pestell Hillard since 2000. He has extensive experience advising both listed and private companies particularly in the ICT, energy and resources and mining services industries. He is regularly involved in and advises on complex commercial disputes, strategic contract negotiations, mergers and acquisitions, risk management and large-scale financing. Mr Pestell was an independent non-executive director of formerly-listed ASG Group Ltd (ASX: ASZ) until it was acquired and delisted in late 2016 for \$350 million by Japanese multinational IT services and consulting business Nomura Research Institute, Ltd. Mr Pestell is currently the non-executive chair of RooLife Group Limited (ASX: RLG).

If elected, the Board considers Mr Pestell will be an independent Non-Executive Director.

2.3 Directors' Recommendation

The Board (other than Mr Leung in respect of Resolution 2 and Mr Pestell in respect of Resolution 3) unanimously recommends Shareholders vote in favour of Resolutions 2 and 3.

3 RESOLUTION 4 – RATIFICATION OF PRIOR ISSUE OF SHARES TO CHINA HONG KONG YUANZHUANG SAUCE WINE SUPPLY CHAIN LIMITED

3.1 General

On 25 March 2024, the Company announced the completion of a capital raising through the issue of 58,823,529 Shares to China Hong Kong Yuanzhuang Sauce Wine Supply Chain Limited as the nominee of the Company's strategic investment partner, Guizhou Yuanzhuang Jiangjiu Supply Chain., Ltd Co, at an issue price of \$0.0085 per Share to raise \$500,000 before costs.

The Shares were issued on 27 March 2024 under the Company's Listing Rule 7.1 capacity.

The Company confirms that the issue of the Shares did not breach Listing Rule 7.1.

3.2 Listing Rules 7.1 and 7.4

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

The issue of the Shares the subject of Resolution 4 does not fit within any of the exceptions in Listing Rule 7.2 and, as it has not been approved by Shareholders, it effectively uses up part of the 15% limit under 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 date of issue of the Shares.

Listing Rule 7.4 allows the shareholders of a listed company to approve 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 issues under Listing Rule 7.1. To this end, Resolution 4 seeks Shareholder approval for the issue of the Shares the subject of Resolution 4 under and for the purposes of Listing Rule 7.4.

3.3 Technical Information required by Listing Rule 14.1A

If Resolution 4 is passed, the 58,823,529 Shares the subject of Resolution 4 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 issue of the Shares.

If Resolution 4 is not passed, the 58,823,529 Shares the subject of Resolution 4 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 issue of the Shares.

3.4 Technical Information required by Listing Rule 7.5

The following information is provided to Shareholders for the purposes of Listing Rule 7.5 in relation to Resolution 4:

- (a) The Shares were issued to China Hong Kong Yuanzhuang Sauce Wine Supply Chain Limited as the nominee of the Company's strategic investment partner, Guizhou Yuanzhuang Jiangjiu Supply Chain., Ltd Co. By virtue of the issue, China Hong Kong Yuanzhuang Sauce Wine Supply Chain Limited became a substantial holder in the Company but is (as at the date of this Notice) not a substantial holder in the Company. Neither China Hong Kong Yuanzhuang Sauce Wine Supply Chain Limited or Guizhou Yuanzhuang Jiangjiu Supply Chain., Ltd Co is a Related Party of the Company, a member of Key Management Personnel an adviser to the Company or an associate of any such person.
- (b) The Shares which were issued are fully paid ordinary shares that rank equally in all respects with all other existing Shares from their date of issue.
- (c) A total of 58,823,529 Shares were issued on 27 March 2024 pursuant to Listing Rule 7.1.
- (d) The Shares were issued for cash consideration of \$0.0085 per Share, raising a total of approximately \$500,000 (before costs).
- (e) Funds raised from the issue of the Shares were used to continue expansion of sales and marketing of the Company's products, enhancement of the Company's e-commerce platforms, channel development for general trade and China-side distribution and for general working capital.
- (f) A summary of the agreement under which the Shares were issued is set out in Schedule 1.
- (g) A voting exclusion statement is included in the Notice.

Directors' recommendation

- 2 The Board recommends Shareholders vote in favour of Resolution 4.

4 RESOLUTION 5 – RATIFICATION OF PRIOR ISSUE OF SHARES TO FUJIAN JUSHI SUPPLY CHAIN MANAGEMENT CO., LTD UNDER LISTING RULE 7.1

4.1 General

On 10 July 2024, the Company announced the completion of a capital raising through the issue of 11,764,706 Shares to its strategic partner, Fujian Jushi Supply Chain Management Co., Ltd, at an issue price of \$0.0085 per Share to raise \$100,000 before costs (**July Placement**).

Shares were issued under the July Placement on 15 July 2024 as follows:

- (a) 3,501,921 Shares were issued under the Company's Listing Rule 7.1 capacity (these Shares being the subject of Resolution 5); and
- (b) 8,262,785 Shares were issued under the Company's Listing Rule 7.1A capacity (these Shares being the subject of Resolution 6).

The Company confirms that the issue of the Shares did not breach Listing Rules 7.1 or 7.1A.

4.2 Listing Rules 7.1 and 7.4

A summary of Listing Rules 7.1 and 7.4 is set out in Section 3.2 above.

The issue of the 3,501,921 Shares the subject of Resolution 5 does not fit within any of the exceptions in Listing Rule 7.2 and, as it has not yet been approved by 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 date of issue of the Shares.

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 issues under Listing Rule 7.1.

To this end, Resolution 5 seeks Shareholder approval to the issue of the 3,501,921 Shares the subject of Resolution 5 for the purposes of Listing Rule 7.4.

4.3 Technical information required by Listing Rule 14.1A

If Resolution 5 is passed, the issue of the 3,501,921 Shares will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the date of issue of the Shares.

If Resolution 5 is not passed, the issue of the 3,501,921 Shares 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 issue of the Shares.

4.4 Technical information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolution 5:

- (a) the Shares were issued to Fujian Jushi Supply Chain Management Co., Ltd, who is not a Related Party of the Company, a substantial holder in the Company, an adviser to the Company or an associate of any such person.
- (b) The Shares which were issued are fully paid ordinary shares that rank equally in all respects with all other existing Shares from their date of issue.
- (c) A total of 3,501,921 Shares were issued on 15 July 2024 pursuant to Listing Rule 7.1.
- (d) The Shares issued under the July Placement were issued for cash consideration of \$0.0085 per Share, raising in aggregate a total of \$100,000 (before costs).
- (e) Funds raised from the issue of the Shares were used to continue expansion of sales and marketing of the Company's products, enhancement of the Company's e-commerce platforms, channel development for general trade and China-side distribution and for general working capital.
- (f) A summary of the agreement under which the Shares were issued is set out in Schedule 2.
- (g) A voting exclusion statement is included in the Notice.

4.5 Directors' Recommendation

The Board unanimously recommends Shareholders vote in favour of Resolution 5.

5 RESOLUTON 6 – RATIFICATION OF PRIOR ISSUE OF SHARES TO FUJIAN JUSHI SUPPLY CHAIN MANAGEMENT CO., LTD UNDER LISTING RULE 7.1A

5.1 General

A summary of the July Placement is set out in Section 4.1 above.

Resolution 6 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the 8,262,785 Shares which were issued under the July Placement pursuant to the Company's existing Listing Rule 7.1A capacity.

5.2 Listing Rules 7.1, 7.1A and 7.4

A summary of Listing Rules 7.1 and 7.4 is set out in Section 3.2 above.

Under Listing Rule 7.1A, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to increase the 15% limit under Listing Rule 7.1 by an extra 10% to 25% (**Listing Rule 7.1A Mandate**). Shareholders approved this additional capacity at the Company's last annual general meeting on 29 November 2023.

The issue of the 8,262,785 Shares the subject of Resolution 6 does not fall within any of the exceptions in Listing Rule 7.2 and, as it has not yet been approved by Shareholders, it effectively uses up part of the 15% limit under Listing Rule 7.1 and the 10% limit under Listing Rule 7.1A, reducing the Company's capacity to issue further Equity Securities without Shareholder approval under:

- (a) Listing Rule 7.1 for the 12 month period following the issue of the Shares; and
- (b) Listing Rule 7.1A for the period ending on the earliest of:

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- (i) the date that is 12 months after the Company's last annual general meeting at which the Listing Rule 7.1A Mandate was approved;
- (ii) the time and date of the Company's next annual general meeting; and
- (iii) the time and date on which Shareholders approve a transaction under Listing Rule 11.1.2 (for a significant change to the nature or scale of the Company's activities) or Listing Rule 11.2 (for the disposal of the Company's main undertaking),

(Listing Rule 7.1A Mandate Expiry Date).

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 issues under Listing Rule 7.1.

To this end, Resolution 6 seeks Shareholder approval to the issue of the 8,262,785 Shares the subject of Resolution 6 for the purposes of Listing Rule 7.4.

5.3 Technical information required by Listing Rule 14.1A

If Resolution 6 is passed, the issue of the 8,262,785 Shares the subject of Resolution 6 will be excluded in calculating the Company's 10% limit in Listing Rule 7.1A, effectively increasing the number of Equity Securities it can issue without Shareholder approval for the period ending on the Listing Rule 7.1A Mandate Expiry Date.

If Resolution 6 is not passed, the issue of the 8,262,785 Shares the subject of Resolution 6 will be included in calculating the Company's 10% limit in Listing Rule 7.1A, effectively decreasing the number of Equity Securities the Company can issue without Shareholder approval for the period ending on the Listing Rule 7.1A Mandate Expiry Date.

5.4 Technical information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolution 6:

- (a) the Shares were issued to Fujian Jushi Supply Chain Management Co., Ltd, who is not a Related Party of the Company, a substantial holder in the Company, an adviser to the Company or an associate of any such person.
- (b) The Shares issued are fully paid ordinary shares that rank equally in all respects with all other existing Shares from their date of issue.
- (c) A total of 8,262,785 Shares were issued on 15 July 2024 pursuant to Listing Rule 7.1A.
- (d) The Shares which were issued under the July Placement were issued for cash consideration of \$0.0085 per Share, raising in aggregate a total of \$100,000 (before costs).
- (e) Funds raised from the issue of the Shares were used to continue expansion of sales and marketing of the Company's products, enhancement of the Company's e-commerce platforms, channel development for general trade and China-side distribution and for general working capital.
- (f) A summary of the agreement under which the Shares were issued is set out in Schedule 2.
- (g) A voting exclusion statement is included in the Notice.

5.5 Directors' Recommendation

The Board unanimously recommends Shareholders vote in favour of Resolution 6.

6 RESOLUTION 7 – RATIFICATION OF PRIOR ISSUE OF OPTIONS TO MAHE CAPITAL PTY LTD

6.1 General

On 28 August 2024, the Company announced a pro-rata renounceable rights issue to raise up to \$3,176,585 (before costs) (**Rights Issue**). The Rights Issue was partially underwritten by Mahe Capital Pty Ltd (**Mahe Capital**) for up to \$1,500,000.

In partial consideration for its services as lead manager and underwriter to the Rights Issue, the Company agreed to grant Mahe Capital 10 new Options for every \$1 raised under the Rights Issue, with the Options having an exercise price of \$0.01 each and being exercisable on or before 27 September 2026. The Company issued 15,000,000 Options to Mahe Capital Pty Ltd on 26 September 2024 under its Listing Rule 7.1 capacity.

Resolution 7 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the issue of the 15,000,000 Options to Mahe Capital pursuant to the Company's existing Listing Rule 7.1 capacity.

6.2 Listing Rules 7.1 and 7.4

A summary of Listing Rules 7.1 and 7.4 is set out in Section 3.2 above.

The issue of the 15,000,000 Options the subject of Resolution 7 does not fit within any of the exceptions in Listing Rule 7.2 and, as it has not yet been approved by 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 date of issue of the Options.

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 issues under Listing Rule 7.1.

To this end, Resolution 7 seeks Shareholder approval to the issue of the 15,000,000 Options the subject of Resolution 7 for the purposes of Listing Rule 7.4.

6.3 Technical information required by Listing Rule 14.1A

If Resolution 7 is passed, the issue of the 15,000,000 Options will be excluded in calculating the Company's 15% limit in Listing Rule 7.1, effectively increasing the number of Equity Securities it can issue without Shareholder approval over the 12 month period following the date of issue of the Options.

If Resolution 7 is not passed, the issue of the 15,000,000 Options 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 issue of the Options.

6.4 Technical information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to Resolution 7:

- (a) the Options were issued to Mahe Capital Pty Ltd who is an adviser to the Company but is not a Related Party of the Company, a substantial holder in the Company or an associate of any such person.
- (b) The Options have the terms set out in Item 2 of Schedule 3.
- (c) A total of 15,000,000 Options were issued on 26 September 2024 pursuant to Listing Rule 7.1.
- (d) The Options were granted for nil consideration as they were issued to Mahe Capital Pty Ltd as partial consideration for services provided in connection with the Rights Issue.
- (e) No funds were raised from the issue of the Options.
- (f) A summary of the agreement under which the Options were issued is set out in Item 1 of Schedule 3.
- (g) A voting exclusion statement is included in the Notice.

6.5 Directors' Recommendation

The Board unanimously recommends Shareholders vote in favour of Resolution 7.

7 RESOLUTION 8 – APPROVAL OF ADDITIONAL 10% PLACEMENT FACILITY

7.1 General

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

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

An 'eligible entity' means an entity which is not included in the S&P/ASX 300 Index and which has a market capitalisation of \$300 million or less.

Resolution 7 seeks Shareholder approval by way of special resolution for the Company to have the additional 10% capacity provided for in Listing Rule 7.1A to issue Equity Securities without Shareholder approval.

If Resolution 7 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If Resolution 7 is not passed, the Company will not be able to access the additional 10% capacity to issue Equity Securities without Shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

7.2 Requirements of ASX Listing Rule 7.1A

7.2.1 Eligible entities

As set out above, an eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity at the time of this Notice of Meeting and expects to be so at the date of the Meeting.

7.2.2 Shareholder approval

Shareholders must approve the 10% Placement Facility by special resolution at the Annual General Meeting, which requires the approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative). A resolution under Listing Rule 7.1A cannot be put at any other Shareholder meeting.

7.2.3 Equity Securities

Equity Securities issued under the 10% Placement Facility must be in the same class as an existing class of Equity Securities of the Company that are quoted on the ASX.

As at the date of this Notice, the Company has on issue the following classes of Equity Securities quoted on the ASX:

- 1,176,996,368 Shares; and
- 206,425,000 Options.

7.2.4 Formula for calculating 10% Placement Facility

If Resolution 12 is passed the Company may, during the period of the approval, issue or agree to issue a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

Where:

- A = The number of fully paid ordinary securities on issue at the commencement of the relevant period:
- plus the number of fully paid ordinary securities issued in the relevant period under an exception in Listing Rule 7.2 other than exception 9, 16 or 17;
 - plus the number of fully paid ordinary securities issued in the relevant period on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:
 - the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
 - the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4;
 - plus the number of fully paid ordinary securities issued in the relevant period under an agreement to issue securities within Listing Rule 7.2 exception 16 where:
 - the agreement was entered into before the commencement of the relevant period; or
 - the agreement or issue was approved, or taken under the Listing Rules to have been approved, under Listing Rule 7.1 or Listing Rule 7.4;
 - plus the number of any other fully paid ordinary securities issued in the relevant period with approval under Listing Rule 7.1 or Listing Rule 7.4;
 - plus the number of fully paid ordinary securities that became fully paid in the relevant period;
 - less the number of fully paid ordinary securities cancelled in the relevant period.

Note that “A” has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity;

D = 10%;

E = The number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the relevant period where the issue or agreement has not been subsequently approved by the holders of its ordinary securities under Listing Rule 7.4; and

“relevant period” means:

- if the entity has been admitted to the official list for 12 months or more, the 12 month period immediately preceding the date of the issue or agreement; or
- if the entity has been admitted to the official list for less than 12 months, the period from the date the entity was admitted to the official list to the date immediately preceding the date of the issue or agreement.

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Note that “relevant period” has the same meaning in Listing Rule 7.1 when calculating an entity’s 15% placement capacity.

7.2.5 Interaction between ASX Listing Rules 7.1 and 7.1A

The 10% Placement Facility under Listing Rule 7.1A is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

The Company has 1,176,996,368 Shares on issue as at the date of this Notice. If all of the Resolutions in this Notice are passed (including this Resolution 8), the Company will be permitted to issue (as at the date of this Notice):

- 176,549,455 Equity Securities under Listing Rule 7.1; and
- 117,699,636 Equity Securities under Listing Rule 7.1A.

The actual number of Equity Securities that the Company will be permitted to issue under Listing Rule 7.1A will be calculated at the date of issue or agreement to issue the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (as set out above).

The effect of Resolution 8 will be to allow the Company to issue Equity Securities under Listing Rule 7.1A without using the Company's placement capacity under Listing Rule 7.1.

7.3 Information for Shareholders as required by ASX Listing Rule 7.3A

7.3.1 ASX Listing Rule 7.3A.1 – Period of approval for which 10% Placement Facility is valid

An approval from Shareholders under Listing Rule 7.1A will be valid and commence on the date of the Annual General Meeting at which Shareholder approval is obtained (being 29 November 2024) and expires on the first to occur of the following.

- (a) The date that is 12 months after the date of the Annual General Meeting.
- (b) The time and date of the Company's next annual general meeting.
- (c) The time and date of the approval by holders of the Company's ordinary securities of a transaction under Listing Rule 11.1.2 (a significant change in the nature or scale of activities) or Listing Rule 11.2 (disposal of the main undertaking).

7.3.2 ASX Listing Rule 7.3A.2 – Minimum price

Any Equity Securities issued under ASX Listing Rule 7.1A.2 must be in an existing quoted class of the Company's Equity Securities and issued for a cash consideration per security which is not less than 75% of the VWAP for Equity Securities in the relevant quoted class, calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

- (a) the date on which the price of the Equity Securities are to be issued is agreed by the Company and the recipient of the Equity Securities; or
- (b) if the Equity Securities are not issued within 10 Trading Days of the date in paragraph (a) above, the date on which the Equity Securities are issued.

7.3.3 ASX Listing Rule 7.3A.3 – Purposes for which the new Equity Securities may be issued

The Company may use funds raised by an issue of Equity Securities under Listing Rule 7.1A.2 for the following purposes:

- the acquisition of new assets or investments (including the expenses associated with such acquisitions);
- continued development on the Company's business; and/or
- general working capital.

7.3.4 ASX Listing Rule 7.3A.4 – Risk of economic and voting dilution

If Resolution 8 is passed and the Company issues Equity Securities under the 10% Placement Facility, existing Shareholders' voting power in the Company will be diluted as shown in the table below.

There is the risk that:

- the market price for the Company's existing Equity Securities may be significantly lower on the date of issue of the new Equity Securities than on the date of the Meeting; and
- the new Equity Securities may be issued at a price that is at a discount to the market price of the Company's existing Equity Securities on the issue date,

which may have an effect on the amount of funds raised by the issue of the new Equity Securities.

The table below shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A.2 as at the date of this Notice.

For the purpose of Listing Rule 7.3A.2, the table also shows:

- two examples, where variable "A" has increased by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example a pro rata entitlement issue) or future placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- two examples, where the issue price of ordinary securities has decreased by 50% and increased by 50% as against the current market price.

		Dilution		
		\$0.002 - 50% decrease in Issue Price	\$0.004 - Issue Price	\$0.006 - 50% increase in Issue Price
1,176,996,368 (Current Variable A in Listing Rule 7.1A.2)	10% Voting Dilution	117,699,637 Shares	117,699,637 Shares	117,699,637 Shares
	Funds Raised	\$235,399	\$470,799	\$706,198
1,765,494,552 Shares (50% increase in Variable A in Listing Rule 7.1A.2)	10% Voting Dilution	176,549,455 Shares	176,549,455 Shares	176,549,455 Shares
	Funds Raised	\$353,099	\$706,198	\$1,059,297
2,353,992,736 Shares (100% increase in Variable A in Listing Rule 7.1A.2)	10% Voting Dilution	235,399,274 Shares	235,399,274 Shares	235,399,274 Shares
	Funds Raised	\$470,799	\$941,597	\$1,412,396

This table has been prepared using the following assumptions:

- The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
- No Options (including any Options having previously been issued under the 10% Placement Facility) are exercised into Shares before the date of the issue of the Equity Securities.
- The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder's holding at the date of the Meeting.
- The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
- The issue of Equity Securities under the 10% Placement Facility consists only of Shares. If the issue of Equity Securities includes Options, it is assumed that those Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
- The issue price is \$0.004 being the latest closing price of the Shares on ASX on 24 October 2024.

7.3.5 ASX Listing Rule 7.3A.5 – Allocation policy

The Company's allocation policy for the issue of new Equity Securities under the 10% Placement Facility will be dependent on the existing market conditions at the time of the proposed issue. The allottees will be determined at the relevant time having regard to factors such as:

- the methods of raising funds that are available to the Company, including but not limited to, rights issues or other issues in which existing security holders can participate;
- the effect of the issue of new securities on the control of the Company;

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- the financial situation and solvency of the Company; and
- advice from corporate, financial and broking advisers (as relevant).

As at the date of this Notice the allottees are not known but may include existing substantial Shareholders and/or new Shareholders. No allottee under the 10% Placement Facility will be a Related Party or associate of a Related Party. Existing Shareholders may or may not be entitled to subscribe for any Equity Securities issued under the 10% Placement Facility, and it is possible that their Shareholding will be diluted.

7.3.6 ASX Listing Rule 7.3A.6 – Details of Equity Securities issued during past 12 months

The Company previously obtained Shareholder approval under Listing Rule 7.1A on 29 November 2023. Therefore, the following information is provided in accordance with Listing Rule 7.3A.6 regarding the Equity Securities issued in the previous 12 months preceding the date of this Meeting.

Assuming no further issue of securities between the date of this Notice of Meeting and the date of the Meeting, the Company will have issued a total of 8,262,785 Equity Securities under Listing Rule 7.1A.2 during the 12 months preceding the date of this Meeting, representing approximately 1.14% of the total diluted number of Equity Securities on issue in the Company 12 months prior to the date of this Meeting, being 29 November 2024. Information relating to issues of Equity Securities by the Company in the 12 months prior to the date of this Meeting is set out in Schedule 4.

7.4 Voting Exclusion Statement

A voting exclusion statement is included in the Notice for the purposes of Resolution 8. At the date of this Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in a proposed issue of Equity Securities under the proposed 10% Placement Facility. No existing Shareholders' votes will therefore be excluded under the voting exclusion in the Notice.

7.5 Directors' Recommendation

The Board unanimously recommends Shareholders vote in favour of Resolution 8.

GLOSSARY

\$ means Australian dollars.

10% Placement Facility has the meaning given in Section 7.1.

Accounting Standards has the meaning given to that term in the Corporations Act.

Annual General Meeting or **Meeting** means the annual general meeting convened by the Notice of Meeting.

Annual Report means the annual report of the Company for the financial year ended 30 June 2023.

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

Auditor's Report means the auditor's report contained in the Annual Report.

AWST means Western Standard Time as observed in Perth, Western Australia.

Board means the Directors acting as the board of directors of the Company or a committee appointed by such board of directors.

Chair means the chair of the Annual General Meeting.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations.

Company means Roolife Group Limited ACN 613 410 398.

Constitution means the Company's Constitution.

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

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

Director means a current director of the Company.

Directors' Report means the annual directors' report prepared under Chapter 2M of the Corporations Act for the Company and its controlled entities.

Equity Securities has the same meaning as given in the Listing Rules.

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

Financial Report means the annual financial report prepared under Chapter 2M of the Corporations Act of the Company and its controlled entities.

Fujian Jushi Supply Chain or **Counterparty** means Fujian Jushi Supply Chain Management Co., Ltd.

July Placement has the meaning given in Section 4.1.

Key Management Personnel has the same meaning as in the Accounting Standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.

Listing Rule 7.1 Mandate has the meaning given in Section 5.2.

Listing Rule 7.1 Mandate Expiry Date has the meaning given in Section 5.2.

Listing Rules means the Listing Rules of ASX.

Mahe Capital means Mahe Capital Pty Ltd.

NewCo has the meaning given in Schedule 2.

Notice or **Notice of Meeting** means the notice of meeting which forms part of this Explanatory Statement.

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Option means an option to acquire one Share.

Performance Right means a right to receive to receive a Share for each right at no cost.

Proxy Form means the enclosed appointment of proxy form.

Related Party has the meaning given in the Listing Rules.

Remuneration Report means the remuneration report in the Directors' Report section of the Annual Report.

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

Rights Issue has the meaning given in Section 6.1.

Schedule means a schedule to this Notice.

Section means a section contained in this Explanatory Statement.

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

Shareholder means a registered holder of a Share.

Spill Resolution and **Spill Meeting** each have the meaning given in Section 1.2.

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

VWAP means the volume weighted average trading price of the Shares on ASX.

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SCHEDULE 1 – SUMMARY OF AGREEMENT (RESOLUTION 4)

Material terms of Agreement to issue Shares to China Hong Kong Yuanzhuang Sauce Wine Supply Chain Limited

On 29 February 2024, the Company announced it had entered into a placement letter agreement with Guizhou Yuanzhuang Jiangjiu Supply Chain., Ltd Co (**Guizhou**), with that agreement having the following material terms:

- Guizhou (either directly or through its nominee) agreed to subscribe for \$1.5million worth of Shares at an issue price of \$0.0085 each in two tranches as follows:
 - Under Tranche 1, the Company agreed to issue 58,823,529 Shares to Guizhou (or its nominee) for consideration of \$500,000 (these Shares being the subject of Resolution 4).
 - Under Tranche 2, the Company agreed to issue 117,647,059 Shares to Guizhou (or its nominee) for consideration of \$1,000,000. As announced by the Company on 10 July 2024, the Company and Guizhou agreed not to proceed with this Tranche of the placement.
- The placement letter agreement otherwise contained terms and conditions consistent with an agreement of such nature.

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Material terms of Agreement with Fujian Jushi Supply Chain Management Co., Ltd

On 4 April 2024, the Company announced it had entered into a binding term sheet with the Counterparty, with that agreement having the following material terms:

- The parties agreed to a commercial arrangement (**Transaction**), whereby:
 - the Counterparty (and/or any of its operating entities) will purchase products from the Company through a special purpose vehicle to be established as a wholly-owned subsidiary of the Company (**NewCo**) to on-sell through its channels;
 - the Counterparty will remit profits generated from the sale of the Company's products through its channels to NewCo; and
 - the Counterparty (or its nominee) will be issued with Performance Rights, each convertible into Shares based on the net profit achieved by NewCo under the commercial arrangement.
- The issue of the Performance Rights was subject to and conditional on satisfaction or waiver of the following conditions:
 - the Company completing a placement of \$100,000 worth of Shares at an issue price of \$0.0085 each (these Shares being the subject of Resolutions 5 and 6);
 - NewCo being incorporated by the Company;
 - the parties (or their operating entities, as applicable) entering into a product purchase agreement to document the terms on which the Counterparty and/or its operating entities would acquire products from the Company via NewCo and remit to NewCo profits from the sale of those products; and
 - the parties obtaining all necessary shareholder and regulatory approvals.

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Item 1 – Material terms of Agreement with Mahe Capital

The Company agreed to issue the Options to Mahe Capital pursuant to a mandate entered into by the parties on 19 August 2024, with that agreement having the following material terms:

- Mahe Capital was engaged to act as lead manager to the Rights Issue, to provide corporate advice on the proposed capital raising and to participate in due diligence (as applicable).
- In consideration for providing its services to the Company, Mahe Capital was to receive:
 - 10 Options for every \$1 raised under the Rights Issue (these Options being the subject of Resolution 6);
 - a Lead Manager Fee of \$60,000;
 - a Management Fee equal to 1% of the total amount raised under the Rights Issue; and
 - a Placement Fee equal to 5% of any shortfall placed, including any additional amount that might be placed under the Company's Listing Rule 7.1 and 7.1A placement capacity (if available), with Mahe Capital to pay all selling fees,with Mahe Capital having the option to convert the Lead Manager Fee, Management Fee or Placement Fee into Shares.
- The mandate otherwise contained standard terms and conditions (including warranties and termination rights) consistent with an agreement of such nature.

Item 2 – Material terms of Options

The Options have the following terms and conditions:

(a) **Entitlements**

Each Option entitles the holder to subscribe for 1 Share upon exercise of each Option.

(b) **Exercise price and end date**

The exercise price for each Option is \$0.01 (**Exercise Price**) and the end date of each Option is Tuesday, 27 September 2026.

(c) **Exercise period**

Options are exercisable at any time after they are issued and on or prior to 5pm (WST) on their end date.

(d) **Notice of exercise**

Options may be exercised by notice in writing to the Company (**Notice of Exercise**) and payment of the exercise price for each Option being exercised. Any Notice of Exercise of an Option received by the Company will be deemed to be a notice of the exercise of that Option as at the date of receipt.

(e) **Shares issued on exercise**

Shares issued on exercise of the Options rank equally with all other Shares.

(f) **Quotation of Shares on exercise**

Application will be made by the Company to ASX for quotation of the Shares issued upon the exercise of any Options.

(g) **Timing of issue of Shares**

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After an Option is validly exercised, the Company must, as soon as possible following receipt of the Notice of Exercise and receipt of cleared funds equal to the sum payable on the exercise of the Option:

- issue and allot the Share; and
- do all such things necessary to obtain the grant of official quotation of the Share on ASX no later than 5 business days after issuing the Share.

(h) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options. However, the Company will ensure that for the purposes of determining entitlements to any such issue, the record date will be at least five business days after the issue is announced. This will give the holders of Options the opportunity to exercise their Options prior to the date for determining entitlements to participate in any such issue.

(i) **Adjustment for bonus issues of Shares**

If the Company makes a bonus issue of Shares or other securities to existing Shareholders (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):

- the number of Shares which must be issued on the exercise of an Option will be increased by the number of Shares which the Option holder would have received if the Option holder had exercised the Option before the record date for the bonus issue; and
- no change will be made to the Exercise Price.

(j) **Adjustments for reorganisation**

If there is any reconstruction of the issued share capital of the Company, the rights of the Option holders will if required be varied to comply with the Listing Rules which apply to the reconstruction at the time of the reconstruction.

(k) **Quotation of Options**

Application will be made by the Company to ASX for quotation of the Options.

(l) **Options transferable**

Options are transferable provided the transfer of the Options complies with section 707(3) of the Corporations Act.

SCHEDULE 4 – Equity Securities issued or agreed to be issued by the Company under Listing Rule 7.1A.2 during the 12 months preceding the Annual General Meeting

Date of Issue or agreement to issue	Number of Equity Securities Issued or agreed to be issued under Listing Rule 7.1A.2	Class of Equity Securities Issued or agreed to be issued	Names of Persons to Whom Equity Securities were agreed to be issued	Issue Price	Closing Market Price at date of agreement to issue	Discount to Closing Market Price on date of agreement to issue	Cash Consideration and how consideration was spent or is to be spent
04/04/2024	8,262,785	Ordinary Fully Paid Shares	Fujian Jushi Supply Chain Management Co., Ltd	\$0.0085	\$0.007	Not applicable - Premium to closing market price.	<p>\$70,233.68</p> <p>The Company intends to apply the capital to continue expansion of sales and marketing of the Company's products, enhancement of the Company's e-commerce platforms, channel development for general trade and China-side distribution and for general working capital.</p>

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ABN 14 613 410 398

RLG

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Need assistance?



Phone:

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



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **1:00pm (AWST) on Wednesday, 27 November 2024.**

Proxy Form

How to Vote on Items of Business

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

APPOINTMENT OF PROXY

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

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

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

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

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

PARTICIPATING IN THE MEETING

Corporate Representative

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

Lodge your Proxy Form:

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Online:

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

Your secure access information is



Control Number: 999999

SRN/HIN: I999999999

PIN: 99999

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

By Mail:

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

By Fax:

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



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

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

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

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



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

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

the Chairman of the Meeting **OR**

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of RooLife Group Ltd to be held at HLB Mann Judd, Level 4, 130 Stirling Street, Perth, WA 6000 on Friday, 29 November 2024 at 1:00pm (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 Resolution 1 (except where I/we have indicated a different voting intention in step 2) even though Resolution 1 is 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 Resolution 1 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
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Election of Director – Mr Terence Leung	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-Election of Director – Mr Grant Pestell	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Ratification of Prior Issue of Shares to China Hong Kong Yuanzhuang Sauce Wine Supply Chain Limited	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Ratification of Prior Issue of Shares to Fujian Jushi Supply Chain Management Co., Ltd Under Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Ratification of Prior Issue of Shares to Fujian Jushi Supply Chain Management Co., Ltd Under Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Ratification of Prior Issue of Options to Mahe Capital Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8 Approval of Additional 10% Placement Facility	<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

RLG

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