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**VDM GROUP LIMITED**

**ACN 109 829 334**

**NOTICE OF ANNUAL GENERAL MEETING**

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**TIME:** 10:00am (AWST)

**DATE:** Thursday, 28 August 2025

**PLACE:** 45 Ventnor Avenue, West Perth, Western Australia

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

*Should you wish to discuss the matters in this Notice of Meeting, please contact the Company Secretary on +61 417 996 454.*

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## IMPORTANT INFORMATION

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### TIME AND PLACE OF MEETING

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The Meeting will be held at 45 Ventnor Avenue, West Perth, Western Australia on Thursday, 28 August 2025 at 10:00am (AWST).

The Company advises that a poll will be conducted for each of the Resolutions and strongly encourages Shareholders to lodge a directed proxy form prior to the Meeting, particularly if you will not be attending.

### YOUR VOTE IS IMPORTANT

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The business of the Meeting affects your shareholding in the Company, and your vote is important. Please take action by voting in person or by proxy.

### VOTING ELIGIBILITY

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Pursuant to Regulation 7.11.37 of the Corporations Regulations, the Directors have determined that the persons eligible to vote at the Meeting are those who are registered Shareholders at 4:00pm (AWST) on Tuesday, 26 August 2025. Shareholders registered after that time will be disregarded in determining eligibility to attend and vote at the Meeting.

### VOTING IN PERSON

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To vote in person, attend the Meeting on the date and at the time and place specified.

### VOTING BY PROXY

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

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

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

Shareholders and their proxies should be aware that:

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

Further details are set out below.

### ***Proxy vote if appointment specifies way to vote***

Section 250BB(1) of the Corporations Act provides that an appointment of proxy may specify the way the proxy is to vote on a particular resolution, and if it does:

- the proxy need not vote on a show of hands but if the proxy does so, the proxy must vote that way (ie, as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands; and
- if the proxy is the Chair at which the resolution is voted on, the proxy must vote on a poll, and must vote that way (ie, as directed); and
- if the proxy is not the Chair, the proxy need not vote on the poll but if the proxy does so, the proxy must vote that way (ie, as directed).

### ***Transfer of non-Chair proxy to Chair in certain circumstances***

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the Chair; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
  - the proxy is not recorded as attending the meeting; and
  - the proxy does not vote on the resolution,

the Chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

## **CORPORATE REPRESENTATIVES**

Under section 250D of the Corporations Act, a corporate Shareholder may appoint an individual as a representative to attend the Meeting and vote in person. If a corporate representative attends the Meeting, a signed 'Appointment of Corporate Representative' form must be produced prior to admission. A copy of this form may be obtained from the Company's share registry online at <https://www.computershare.com/au>.

## **OTHER INFORMATION**

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### **Resolutions are not interdependent**

Each of the Resolutions are not interdependent on any other Resolution in this Notice of Meeting being passed. This means that each Resolution may be passed by Shareholders notwithstanding that one or more of the other Resolutions are not passed by Shareholders.

### **Chair of the Meeting**

It is proposed that the Chair for each of the Resolutions be Mr Paul Hardie. It is the Chair's intention to vote undirected proxies (ie, open proxies) which the Chair holds as proxy in favour of all Resolutions.

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## BUSINESS OF THE MEETING

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Notice is given that the Annual General Meeting of Shareholders will be held at 45 Ventnor Avenue, West Perth, Western Australia on Thursday, 28 August 2025 at 10:00am (AWST).

The Explanatory Statement, which forms part of this Notice of Meeting, provides additional information on matters to be considered at the Meeting.

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

## AGENDA

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### ORDINARY BUSINESS

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#### 1. ANNUAL REPORT

To consider the Annual Report of the Company and its controlled entities for the financial year ended 30 June 2024, which includes the Directors' Report, the Financial Report, and the Auditor's Report.

#### 2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

*"That, for the purpose of section 250R(2) of the Corporations Act, Shareholders adopt the Remuneration Report for the financial year ended 30 June 2024."*

**Voting Prohibition:** In accordance with sections 250BD and 250R of the Corporations Act, a vote on this Resolution must not be cast (in any capacity) 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 prohibition does not apply if the vote is not cast on behalf of a person who is excluded from voting on this Resolution, and:

- the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the Resolution; or
- the voter is the Chair and the appointment of the Chair as proxy does not specify the way the proxy is to vote on the Resolution but 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.

#### 3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR LUK HIUMING

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

*"That Mr Luk Hiuming, who retires by rotation in accordance with Clause 15.2 of the Constitution, and being eligible, be re-elected as a Director."*

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**4. RESOLUTION 3 – ELECTION OF DIRECTOR – MS PINKY TANG**

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

*"That Ms Pinky Tang, who was appointed to fill a casual vacancy on 11 June 2025 and who ceases to hold office in accordance with Clause 15.4 of the Constitution and Listing Rule 14.4, and being eligible, be re-elected as a Director."*

**OTHER BUSINESS**

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

**Dated: 29 July 2025**

**By order of the Board**

**Mr Michael Fry  
Company Secretary**

For personal use only

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## EXPLANATORY STATEMENT

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This Explanatory Statement has been prepared for the information of Shareholders in connection with the business to be conducted at the 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.

The Explanatory Statement should be read in conjunction with the Notice of Meeting.

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### 1. ANNUAL REPORT

In accordance with section 317 of the Corporations Act, the Directors must lay before the Company's AGM the Financial Report, the Directors' Report and the Auditor's Report for the last financial year that ended before the AGM (**Annual Report**).

There is no requirement for Shareholders to approve the Annual Report.

At the Meeting, the Chair will allow a reasonable opportunity for Shareholders as a whole to:

- (a) discuss the Annual Report;
- (b) ask questions about, or make comments on, the management of the Company; and
- (c) ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

In addition to taking questions at the Meeting, written questions to the Chair about the management of the Company, or to the Company's auditor about:

- (a) the conduct of the audit;
- (b) the preparation and content of the Auditor's Report;
- (c) the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- (d) the independence of the auditor in relation to the conduct of the audit,

may be submitted to the Company Secretary at [michael.fry@vdmgroup.com.au](mailto:michael.fry@vdmgroup.com.au) no later than 5:00pm (AWST) on Thursday, 21 August 2025.

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### 2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

#### 2.1 General

In accordance with section 250R(2) of the Corporations Act, the Company must put the Remuneration Report to the vote of Shareholders. The Remuneration Report sets out the remuneration policy of the Company and the remuneration

arrangements in place for the Directors and senior management of the Company.

In accordance with section 250R(3) of the Corporations Act, Resolution 1 is advisory only and does not bind the Directors. If Resolution 1 is not passed, the Directors will not be required to alter any of the arrangements in the Remuneration Report.

At the Meeting, the Chair will allow a reasonable opportunity for Shareholders as a whole to ask questions about, or make comments on, the Remuneration Report.

Under the Corporations Act, if a listed company receives a Strike at 2 consecutive AGMs and a Spill Resolution was not put to the vote at the earlier AGM, the company is required to put a Spill Resolution to the vote at the later AGM. The Company did not receive a Strike at last year's AGM; therefore a Spill Resolution is not required to be put to Shareholders at this year's AGM.

## **2.2 Proxy restrictions**

Pursuant to the Corporations Act, if you elect to appoint the Chair or another member of Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member, as your proxy to vote on Resolution 1, *you must direct the proxy how they are to vote*. Where you do not direct the Chair or another member of Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member, on how to vote on Resolution 1, the proxy is prevented by the Corporations Act from exercising your vote and your vote will not be counted in relation to Resolution 1.

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## **3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR LUK HIUMING**

### **3.1 General**

Clause 15.2 of the Constitution provides that at the AGM in every year one-third of the Directors for the time being, or if their number is not 3 or a multiple of 3, then the number nearest one-third (rounded upwards in case of doubt), must retire from office.

Any Director who retires by rotation in accordance with Clause 15.2 of the Constitution is eligible for re-election. The Directors to retire at the AGM are those who have been longest in office since their last election.

Mr Luk will retire from office at the conclusion of the Meeting and, being eligible, seeks re-election as a Director.

If Resolution 2 is passed, Mr Luk will be re-elected as a Director. If Resolution 2 is not passed, Mr Luk will cease to be a Director at the conclusion of the Meeting.

### **3.2 Qualifications and experience**

Mr Luk has abundant experience in an extensive range of business sectors, including textile & clothing, pharmaceutical, steel, real estates, manufacturing mining, natural resources, new energy and oil and gas. Apart from businesses in



mainland China, he also has extensive international experience in various industries around the globe.

Mr Luk is currently Chairman of Australia Kengkong Investments Co Pty Ltd, the Company's largest shareholder.

### **3.3 Board recommendation**

The Board (excluding Mr Luk) recommends that Shareholders vote **in favour** of Resolution 2.

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## **4. RESOLUTION 3 – RE-ELECTION OF DIRECTOR – MS PINKY TANG**

### **4.1 General**

Clause 15.4 of the Constitution requires that if a Director is appointed to fill a casual vacancy or as an addition to the existing Directors, as in the case of Ms Pinky Tang who was appointed as a director on 11 June 2025, the Director so appointed holds office only until the next AGM of the Company and is then eligible for re-election.

Listing Rule 14.4 provides that a Director appointed to fill a casual vacancy or as an addition to the Board, must not hold office (without re-election) past the next AGM.

In accordance with clause 15.4 of the Constitution and Listing Rule 14.4, Ms Tang holds office only until the AGM and, being eligible, seeks re-election at the Meeting.

If Resolution 3 is passed, Ms Tang will be re-elected as a Director. If Resolution 3 is not passed, Ms Tang will cease to be a Director at the conclusion of the Meeting.

### **4.2 Qualifications and experience**

Ms Tang is a dual-qualified professional, being both a practising commercial lawyer and a qualified CPA, with extensive experience in corporate advisory. She has significant cross-border expertise across the Asia-Pacific region, particularly focused on mergers & acquisitions and capital-raising transactions. Ms Tang holds an MBA from Melbourne Business School.

She has advised both private and publicly listed companies on complex financial structures and corporate governance frameworks, supporting businesses through growth phases and strategic transactions. Ms Tang has also served as an M&A and start-up advisor, assisting early-stage ventures across consumer, fintech, and hospitality sectors in building robust financial strategies and securing investment.

### **4.3 Board recommendation**

The Board (excluding Ms Tang) recommends that Shareholders vote **in favour** of Resolution 3.

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## GLOSSARY

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**AGM** means annual general meeting.

**Annual Report** has the meaning given in section 1 of the Explanatory Statement.

**ASX** means ASX Limited (ACN 008 624 691) or the Australian Securities Exchange, as the context requires.

**Auditor's Report** means the auditor's report on the Financial Report.

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

**Board** means the board of Directors as constituted from time to time.

**Chair** means the chairperson of the Meeting.

**Closely Related Party**, in relation to 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 dependant of the member or of 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 dealings with the Company;
- (e) a company the member controls; or
- (f) a person so prescribed by the Corporations Regulations.

**Company** means VDM Group Limited (ACN 109 829 334).

**Constitution** means the constitution of the Company as amended from time to time.

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

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

**Directors** means the directors of the Company from time to time and **Director** means any one of them.

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

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

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

**Key Management Personnel** means those persons having authority and responsibility for planning, directing, and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company or, if the Company is part of a consolidated entity, of an entity within the consolidated group.

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

**Meeting** means the Annual General Meeting of Shareholders to be held at 45 Ventnor Avenue, West Perth, Western Australia on Thursday, 28 August 2025 at 10:00am (AWST).

**Notice of Meeting** means this notice of annual general meeting, including the Explanatory Statement.

**Official List** means the official list of entities that ASX has admitted and not removed.

**Proxy Form** means the proxy form accompanying this Notice of Meeting.

**Remuneration Report** means the remuneration report of the Company contained in the Directors' Report.

**Resolutions** means the resolutions to be proposed at the Meeting and **Resolution** means any one of them.

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

**Shareholder** means the holder of a Share.

**Spill Resolution** means a resolution on whether another meeting should be held (within 90 days) at which all directors of the company who were in office at the time the relevant Directors' Report was approved (excluding the managing director) must stand for re-election.

**Strike** means a 'no' vote of 25% or more on a resolution to adopt the Remuneration Report.



VDM Group Limited  
ABN 95 109 829 334

VMG

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](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 Tuesday, 26 August 2025.**

# 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:

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### 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: 999999**  
**SRN/HIN: I9999999999**  
**PIN: 99999**

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.

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 VDM Group 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 VDM Group Limited to be held at 45 Ventnor Avenue, West Perth, Western Australia 6005 on Thursday, 28 August 2025 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 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

## Item of Business

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

		For	Against	Abstain
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Director - Mr Luk Hiuming	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Election of Director - Ms Pinky Tang	<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

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

**Update your communication details** (Optional)

Mobile Number

Email Address

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

