



## **BEYOND INTERNATIONAL LIMITED**

**ABN 65 003 174 409**

**Registered Office:**

**109 Reserve Road, Artarmon NSW 2064**

### **NOTICE OF ANNUAL GENERAL MEETING TO SHAREHOLDERS**

#### **DATE OF MEETING**

25 November 2020

#### **TIME OF MEETING**

5.00pm

#### **PLACE OF MEETING**

Due to the Covid-19 transmission risks, the Australian and New South Wales Governments have announced limitations on gathering of people. In light of this and to protect the safety of shareholders and staff attending the meeting, the board has decided to hold the Annual General Meeting as a virtual meeting. We have arranged to conduct the AGM through an online platform provided by Computershare, our share registry service provider. Shareholders will not be able to attend the AGM at a physical location.

#### **A Proxy Form is enclosed**

This Notice of Annual General Meeting, Explanatory Memorandum and Proxy Form should be read in their entirety. If you are in doubt as to how you should vote, you should seek advice from your professional advisers. If you are unable to attend the Annual General Meeting please complete and return the enclosed Proxy Form in accordance with the directions.

## **NOTICE OF ANNUAL GENERAL MEETING**

Notice is given that the Annual General Meeting of Shareholders of Beyond International Limited ABN 65 003 174 409 (Company) will be held as a virtual meeting on Wednesday 25 November 2020 at 5.00 pm.

Shareholders may participate in the AGM virtually through an online platform provided by our share registrar Computershare which can be accessed at <http://web.lumiagm.com/377840257>. Further information on how to participate is set out in this Notice of Meeting and the Virtual AGM Online Guide available on our website. Shareholders will not be able to attend the AGM at a physical location.

## **BUSINESS OF MEETING**

### **1. Resolution 1 - Financial Reports**

To receive and consider the financial report of the Company for the year ended 30 June 2020 together with the Directors' Report and the Auditor's Report as set out in the Annual Report.

### **2. Resolution 2 – Remuneration Report**

To adopt the Remuneration Report for the year ended 30 June 2020.

Note: Members should be aware that the vote on this resolution is advisory only and does not bind the Directors of the Company.

The Directors will consider the outcome of the vote on the Remuneration report when reviewing the Company's remuneration policies.

### **3. Resolution 3 – Directors**

To re-elect a Director. Mr. Ian Ingram retires in accordance with the Constitution, and being eligible, offers himself for re-election.

### **4. Resolution 4 – Appointment of Auditors**

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

"That, for the purposes of section 327B (1) of the Corporations Act 2001 and for all other purposes, BDO Audit Pty Ltd of 1 Margaret Street, Sydney, NSW, having been nominated by a shareholder and consented in writing to act as auditor of the Company, be appointed auditor of the Company, effective immediately".

## **OTHER BUSINESS**

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

**By order of the Board**

Paul Wylie  
Company Secretary  
Dated: 9 October 2020

## How to vote

Shareholders can vote by either:

- Before the AGM by voting online via Computershare's InvestorVote (via [www.investorvote.com.au](http://www.investorvote.com.au)) or by completing and returning the enclosed Proxy Form in one of the ways specified below under the heading "Voting by Proxy" by no later than 5.00pm on Monday, 23 November 2020; or
- During the AGM using the online platform as set out below under the heading "Voting via the Online Platform" <http://web.lumiagm.com/377840257>

### Voting by proxy

Shareholders who are unable to attend the virtual AGM, or who would otherwise prefer to vote in advance of the AGM, are encouraged to appoint a proxy. Shareholders can direct their proxy how to vote by following the instructions on the Proxy Form and are encouraged to do so.

A member entitled to attend and vote is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the member's voting rights. If proportions or numbers are not specified, each proxy may exercise half the available votes. A proxy need not be a member of the Company.

A body corporate which is a shareholder, or which has been appointed as a proxy, is entitled to appoint any person to act as its representative at the AGM. The appointment of the representative must comply with the requirements of section 250D of the *Corporations Act 2001 (Cth)*. The representative should lodge their properly executed letter or other document confirming its authority to act as the company's representative with their Certificate of Appointment of Corporate Representative form. A Certificate of Appointment of Corporate Representative form may be obtained from the Company's share registry or online at [www.investorcentre.com](http://www.investorcentre.com) under the help tab, "Printable Forms".

Where a body corporate appoints a proxy, the Proxy Form must be signed by a duly appointed attorney or by a director jointly with either another director or a company secretary or, for a proprietary company that has a sole director who is also the sole company secretary, that director.

For an appointment of a proxy to be effective, the proxy's appointment (and, if the appointment is signed by an attorney, the authority under which it was signed or a certified copy of the authority) must be received by the Company's share registrar, Computershare Investor Services Pty Ltd, by 5.00pm Monday 23 November 2020.

Instructions for completing the Proxy Form are outlined on the form, which may be returned by:

- a. posting it to Beyond International Limited c/- Computershare Investor Services Pty Ltd, Level 3, 60 Carrington Street, Sydney NSW 2000;
- b. faxing it to Computershare Investor Services Pty Ltd on 1800 783 447 within Australia or +61 3 9473 2555 outside Australia

- c. lodging it online at [www.investorvote.com.au](http://www.investorvote.com.au) in accordance with the instructions provided on the website. You will need your HIN or SRN to lodge your Proxy Form online.

### Voting via the online platform

If you wish to vote during the AGM, we recommend logging in to the online platform at least 15 minutes prior to the scheduled start time for the AGM using the instructions below:

- a. enter <https://web.lumiagm.com/377840257> into a web browser on your computer or online device
- b. shareholders wishing to vote via the online platform will need their SRN or HIN (printed at the top of the Proxy Form); and
- c. proxyholders wishing to vote via the online platform will need to contact the Company's share registry on +61 3 9415 4024 during the online registration period which will open one hour before the start of the Meeting.

Online voting will be open between the commencement of the AGM at 5.00pm (Sydney time) on 25 November 2020 and the time at which the Chair announces voting closure. More information about online participation in the AGM is available in the Virtual AGM Online Guide at <https://www.beyond.com.au> or [www.computershare.com.au/onlinevotingguide](http://www.computershare.com.au/onlinevotingguide)

In accordance with clause 7.8 of the Company's constitution, the Directors have determined that members who are entitled to vote on a resolution at the AGM are entitled to give their vote by a Direct Vote, and have approved the online platform provided by Computershare as an approved means of delivering such a Direct Vote. A shareholder who has validly appointed a proxy to vote for the shareholder at the AGM will be entitled to attend and participate at the virtual AGM but will not be entitled to exercise a further Direct Vote at the AGM.

### SHAREHOLDER QUESTIONS

Shareholders who are unable to attend the online Meeting or who may prefer to register questions in advance are invited to do so. Please log onto [www.investorvote.com.au](http://www.investorvote.com.au), select "Voting" then click "Ask a Question". To allow time to collate questions and prepare answers, please submit any questions by 5.00pm on Wednesday 18 November 2020.

Questions will be collated and, during the Meeting, the Chair will seek to address as many of the more frequently raised topics as possible. However, there may not be sufficient time available at the Meeting to address all topics raised. Please note that individual responses will not be sent to shareholders.

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

In accordance with Regulations 7.11.37 and 7.11.38 of the Corporations Regulations 2001 (Cth), the Board has determined that a person's entitlement to vote at the Annual General Meeting will be the entitlement of that person set out in the Register of Shareholders as at 5.00 pm (Sydney time) on Monday, 23 November 2020.

### **Explanatory Statement**

#### ***Resolution 4: Appointment of Auditor***

As announced on the ASX on 4 August 2020, BDO Audit Pty Ltd ("BDO Audit") was appointed auditor of the Company following the resignation of BDO East Coast Partnership ("BDO ECP") and ASIC's consent to the resignation in accordance with s329(5) of the Corporations Act 2001 ("the Act").

The change of auditor arose as a result of BDO ECP restructuring its audit practice to provide for audits to be conducted by BDO Audit, an authorised audit company, rather than by BDO ECP.

As a result of the timing of the change, BDO Audit filled a casual vacancy in accordance with s327C(1) of the Act. Under section 327C(2) of the Act, an auditor who has been appointed under s327C(1) of the Act only holds office until the Company's next annual general meeting.

The Company is required to appoint an auditor to fill any vacancy at each annual general meeting (after its first annual general meeting) pursuant to s327B(1)(b) of the Act.

Pursuant to section 328B of the Act, the Company received a valid notice of nomination of auditor that nominated BDO Audit to be appointed as the auditor of the Company. A copy of the nomination is attached as Annexure A to this Notice of Meeting.

BDO Audit has provided the Company with its written consent to act, subject to shareholders' approval being granted, as the Company's auditor in accordance with s328A(1) of the Act.

In accordance with s327B(1)(b) of the Act, an ordinary resolution is required at this Annual General Meeting to appoint BDO Audit as the Company's auditor and shareholders' approval is sought to that appointment.

## Form of Proxy

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Beyond International Limited  
ACN 003 174 409  
(Incorporated in New South Wales)  
Registered Office  
109 Reserve Road  
ARTARMON NSW 2064

Tel: 61 (0) 2 9437 2000  
Fax: 61 (0) 2 9437 2181

I/ WE

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OF

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being a member of Beyond International Limited (**Company**), do hereby appoint

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OF

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or failing him/her the Chairman of the Meeting as my proxy to attend and vote for me at the Annual General Meeting of the Company to be held via a virtual meeting on Wednesday, 25 November 2020 and any adjournment of that meeting.

- I/We acknowledge that the Chairman of the Meeting may exercise my proxy even if he/she has an interest in the outcome of that Item and that votes cast by him/her, other than as proxy holder, would be disregarded because of that interest.

Should you wish to direct your proxy how to vote please (x) the appropriate box to indicate whether you are voting "for", "against" or "abstain" in relation to each item, otherwise your proxy may vote as he or she thinks fit.

**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.

	<b>Ordinary Business</b>	<b>For</b>	<b>Against</b>	<b>Abstain</b>
1	To receive and consider the Directors' Report for the financial year ended 30 June 2020 the Accounts and Consolidated Accounts for that year and the Director's Statement and Auditors' Report thereon.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	To adopt the Remuneration Report for the year ended 30 June 2020.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	To re-elect Mr. Ian Ingram as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	To appoint BDO Audit Pty Ltd as Auditor.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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Signature of Member  
(Corporation to execute under seal)

ANNEXURE A

NOMINATION OF BDO AUDIT PTY LTD. AS AUDITORS

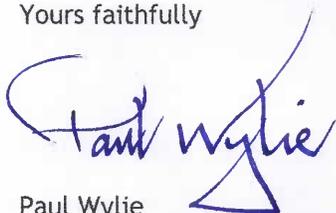
The Directors  
Beyond International Limited  
109 Reserve Rd  
Artarmon NSW 2064

23 September 2020

Dear Directors

The undersigned being a member of Beyond International Limited hereby nominates BDO Audit Pty Ltd. for appointment as auditor of the company at the forthcoming annual general meeting.

Yours faithfully



Paul Wylie  
Director  
Aljost Investments Pty Ltd  
Shareholder