



19 November 2020

Dear Shareholder,

LETTER TO SHAREHOLDERS REGARDING 2020 AGM

The Annual General Meeting (**AGM** or **Meeting**) of Donaco International Limited (ASX: DNA) will be held at **3.00pm (AEDT)** on **Monday, 21 December 2020**. Due to COVID-19 restrictions on public gatherings, the Meeting will be held virtually and there will not be a physical meeting where shareholders can attend.

In accordance with subsection 5(1)(f) of the Corporations (Coronavirus Economic Response) Determination (No. 3) 2020 made by the Commonwealth Treasurer on 21 September 2020, the Company will not be dispatching physical copies of the AGM Notice. Instead the AGM Notice of Meeting and accompanying explanatory statements (**Meeting Materials**) are being made available to shareholders electronically. This means that:

- You can access the Meeting Materials and Virtual Meeting Registration and Voting Guide online at the Company's website <http://www.donacointernational.com>
- If the share registry does not have your email address on file, a proxy form and reply-paid envelope will be mailed to your nominated address.

Shareholders can listen and participate in the audio Meeting using the online platform at https://us02web.zoom.us/webinar/register/WN_K2hqwdvCQTOZZ3yDIXOZ_w

Your participation at the Meeting via the online platform will be both welcome and appreciated by your Directors. Participating in the Meeting online enables all Shareholders to listen to the meeting live, ask text-based questions and cast votes in the real time poll at the appropriate times during the Meeting. Shareholders should refer to the Notice of Meeting and Virtual Meeting Registration and Voting Guide for more information.

If you are unable to participate at the meeting, a proxy voting form is enclosed for your use. Online proxies and proxy voting forms must be received **no later than 3.00pm (AEDT) on Saturday 19 December 2020**.

Donaco International Limited

c/- Lumina Chartered Accountants,
Level 18, 420 George Street
Sydney, NSW 2000

[TEL] +61 (02) 9106 2149 [FAX] +61 (02) 9106 2106
[ABN] 28 007 424 777

Voting on all resolutions will be available during the course of the Meeting and the final results of all resolutions will be published to the ASX shortly after the close of Meeting.

Shareholders may ask relevant questions at the meeting. However, it is requested that questions in advance of the Meeting be submitted to marika.white@emersonoperations.com.au no later than 3.00pm (AEDT) on Monday 14 December 2020.

I look forward to your participation in the Meeting.

Yours sincerely,

A handwritten signature in black ink, appearing to read "P. A.", followed by a long, sweeping horizontal stroke.

Mr Porntat Amatavivadhana
Chairman

Donaco International Limited

ABN 28 007 424 777

**Notice of 2020 Annual General Meeting
to be held on Monday 21 December 2020**

**THE 2020 ANNUAL GENERAL MEETING TO BE HELD AS A VIRTUAL MEETING AT 3.00 PM (AEDT) ON
MONDAY 21 DECEMBER 2020**

TO BE VALID, FORMS OF PROXY FOR USE AT THE 2020 ANNUAL GENERAL MEETING MUST BE COMPLETED
AND RETURNED TO THE COMPANY NO LATER THAN 3.00 PM (AEDT) ON SATURDAY 19 DECEMBER 2020

Section A - Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that an Annual General Meeting of Shareholders of Donaco International Limited ABN 28 007 424 777 (**Company**) will be held online as a virtual meeting accessible at https://us02web.zoom.us/webinar/register/WN_K2hqwdvCQTOZZ3yDIXOZ_w on Monday, 21 December 2020 at 3.00 pm (AEDT) (**Meeting**).

The Company is pleased to provide Shareholders with the opportunity to participate in the Meeting electronically through an online platform. Further information on how to participate in the meeting electronically is set out in this notice of annual general meeting (**Notice**) and the Virtual Meeting Registration and Voting Guide appended to this Notice and which will also be available at the Company's website.

Due to current circumstances relating to COVID-19 and associated government-imposed restrictions and recommendations on physical gatherings, there will be no physical meeting where Shareholders and proxies can attend in person.

This Notice is an important document and should be read in its entirety. The Explanatory Notes to this Notice provide additional information on matters to be considered at the Annual General Meeting. The Proxy Form and Explanatory Notes form part of this notice.

BUSINESS OF THE MEETING

Item 1 - Financial Statements and Reports

To receive and consider the Financial Statements, Directors' Report and Auditor's Report for the Company and its controlled entities for the year ended 30 June 2020.

Item 2 - Adoption of the Remuneration Report (Resolution 1):

Shareholders are asked to consider, and if thought fit, to pass the following Resolution as a **non-binding ordinary resolution**:

"That the Company adopt the Remuneration Report for the year ended 30 June 2020."

Pursuant to section 249L(2) of the *Corporations Act 2001* (Cth) (**Corporations Act**), a notice of annual general meeting for a listed company must inform shareholders that the resolution on the remuneration report will be put to the meeting. However, in accordance with section 250(R)(3) of the Corporations Act, the vote on this resolution will be advisory only and will not bind the Directors or the Company.

Voting Prohibition Statement

The Company will disregard any votes cast on this Resolution 1:

- by or on behalf of the Company's key management personnel (**KMP**) whose remuneration details are disclosed in the remuneration report for the year ended 30 June 2020 or their closely related parties, in any capacity; or
- as a proxy by a person who is a member of the Company's KMP at the date of the meeting or their closely related parties.

However, votes will not be disregarded if they are cast as proxy for a person who is entitled to vote on Resolution 1:

- in accordance with the directions on the Proxy Form; or
- by the person chairing the Meeting, in accordance with an express authorisation to exercise the proxy even though Resolution 1 is connected with the remuneration of KMP.

The Chairman intends to vote all available undirected proxies in favour of this Resolution 1.

Item 3 - Election of Director – Mr Porntat Amatavivadhana (Resolution 2):

Shareholders are asked to consider, and if thought fit, to pass the following Resolution as an **ordinary resolution**:

"That Mr Porntat Amatavivadhana, who retires in accordance with clause 12.9 of the Company's Constitution and Listing Rule 14.4, be elected as a Director of the Company, effective immediately."

Item 4 - Election of Director – Mr Techatut Sukcharoenkraisri (aka Mr Lee Bug Huy) (Resolution 3):

Shareholders are asked to consider, and if thought fit, to pass the following Resolution as an **ordinary resolution**:

"That Mr Techatut Sukcharoenkraisri (aka Mr Lee Bug Huy), who retires in accordance with clause 12.9 of the Company's Constitution and Listing Rule 14.4, be elected as a Director of the Company, effective immediately."

Item 5 - Election of Director – Mr Issaraya Intrapai boon (Resolution 4):

Shareholders are asked to consider, and if thought fit, to pass the following Resolution as an **ordinary resolution**:

"That Mr Issaraya Intrapai boon, who retires in accordance with clause 12.9 of the Company's Constitution and Listing Rule 14.4, be elected as a Director of the Company, effective immediately."

Item 6 - Election of Director – Mr Andrew Phillips (Resolution 5):

Shareholders are asked to consider, and if thought fit, to pass the following Resolution as an **ordinary resolution**:

“That Mr Andrew Phillips, who retires in accordance with clause 12.9 of the Company’s Constitution and Listing Rule 14.4, be elected as a Director of the Company, effective immediately.”

Item 7 - Election of Director – Mr Rod Sutton (Resolution 6):

Shareholders are asked to consider, and if thought fit, to pass the following Resolution as an **ordinary resolution**:

“That Mr Rod Sutton, who retires in accordance with clause 12.9 of the Company’s Constitution and Listing Rule 14.4, be elected as a Director of the Company, effective immediately.”

Item 8 – Re-election of Director – Mr Leo Chan (Resolution 7):

Shareholders are asked to consider, and if thought fit, to pass the following Resolution as an **ordinary resolution**:

“That Mr Leo Chan, who retires in accordance with clause 12.4 of the Company’s Constitution, be re-elected as a Director of the Company, effective immediately.”

Item 9 – Re-election of Director – Mr Kurkye Wong (Resolution 8):

Shareholders are asked to consider, and if thought fit, to pass the following Resolution as an **ordinary resolution**:

“That Mr Kurkye Wong, who retires in accordance with clause 12.4 of the Company’s Constitution, be re-elected as a Director of the Company, effective immediately.”

ENTITLEMENT TO VOTE

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001 (Cth)* that the persons eligible to vote at the Meeting are those who are registered Shareholders of the Company as at 3.00 pm (AEDT) on Saturday, 19 December 2020 (**Entitlement Time**).

This means that if you are not the registered holder of a share in the Company at the Entitlement Time, you will not be entitled to attend and vote at the Meeting.

VIRTUAL PARTICIPATION

Consistent with the temporary modifications to the Corporations Act introduced by the Corporations (Coronavirus Economic Response) Determination (No. 3) 2020, the Board has determined to conduct the Meeting as a virtual meeting and that Shareholders will have the opportunity to participate in the Meeting by electronic means through an online platform.

There will be no physical meeting where the Shareholders or proxies can attend in person. Shareholders who wish to participate in the Meeting online may do so from their computer by logging into the online platform https://us02web.zoom.us/webinar/register/WN_K2hqwdvCQTOZZyDIXOZ_w.

Shareholders are encouraged to pre-register in advance for the meeting.

After registering, you will receive a confirmation containing information on how to attend the virtual meeting on the day of the Meeting.

If you choose to participate in the Meeting, you will be able to view the Meeting live, lodge a direct vote in real time and ask questions online. Shareholders are also encouraged to submit questions in advance of the Meeting to the Company Secretary at marika.white@emersonoperations.com.au at least 5 business days before the Meeting.

The Company will also provide Shareholders with the opportunity to ask questions during the Meeting in respect to the formal items of business as well as general questions in respect to the Company and its business.

How do I create an account with Automic?

To create an account with Automic, please go to the Automic website (<https://investor.automic.com.au/#/home>), click on 'register' and follow the steps. Shareholders will require their holder number (Securityholder Reference Number (SRN)) or Holder Identification Number (HIN)) to create an account with Automic.

I have an account with Automic, what are the next steps?

Shareholders who have an existing account with Automic (Note: with a username and password) are advised to take the following steps to attend and vote virtually on the day of the Meeting:

- 1) (**Login**) Login to the Automic website (<https://investor.automic.com.au/#/home>) using your username and password.
- 2) (**Registration on the day**) If registration for the virtual meeting is open, click on 'Meeting open for registration' and follow the steps.

3) **(Live voting on the day)** If live voting for the virtual meeting is open, click on 'Meeting open for voting' and follow the steps.

It is recommended that Shareholders wishing to attend the Meeting login on and from 2:45pm on Monday, 21 December 2020.

The Virtual Meeting Registration and Voting Guide appended to this Notice includes details of how to ensure your browser is compatible with the online platform, and a step-by-step guide to logging in, navigating the site and asking questions and voting at the meeting.

ANNUAL REPORT

In line with our commitment to the environment and sustainability, the Company's full Annual Report may be accessed on our website under the Investor Relations Tab. If you would like to receive a hard copy of the 2020 Annual Report, please email the Company Secretary at marika.white@emersonoperations.com.au.

VOTING OPTIONS AND PROXIES

If you do not plan to attend the Meeting, you are encouraged to complete and return the Proxy Form that accompanies this Notice of Annual General Meeting.

Voting by Proxy

A Shareholder who is entitled to attend and vote at the Meeting is entitled to appoint not more than two proxies to attend and vote in place of a Shareholder.

If the Shareholder appoints two proxies, the Shareholder may specify the proportion or number of votes each proxy is entitled to exercise. If no proportion or number of votes is specified, each proxy may exercise half of the Shareholder's votes. If the specified proportion or number of votes exceeds that which the Shareholder is entitled to, each proxy may exercise half of the Shareholder's votes. Any fractions of votes brought about by the apportionment of votes to a proxy will be disregarded.

A proxy need not be a Shareholder of the Company and can be a natural person over the age of 18 years or a body corporate. A body corporate appointed as a Shareholder's proxy may appoint a representative to exercise any of the powers the body may exercise as a proxy at the Meeting. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company. **Proxy Voting by the Chair**

The Chair intends to vote all undirected proxies in favour of the resolutions in the Notice of Meeting, including Item 2.

Proxy Forms

To be effective, the Proxy Form must be completed, signed and lodged (together with the relevant original power of attorney or a certified copy if the proxy is signed by an attorney) with the Company's share registry, as an original or by facsimile, **no later than 3.00pm (AEDT) on Saturday 19 December 2020 (Proxy Deadline)**.

Proxy forms may be submitted in one of the following ways:

Online	Lodge the Proxy Form online at (insert link) by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'View
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	Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN)) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form.
By post	Automic Pty Ltd GPO Box 5193 SYDNEY NSW 2001
By hand	Automic Pty Ltd Level 5 126 Phillip Street NSW 2000
By email	meetings@automicgroup.com.au
By facsimile	+61 2 8583 3040

Proxy Forms and Powers or Attorney must be received by the Proxy Deadline. Proxy forms received later than this time will be invalid.

JOINT HOLDERS

If more than one joint holder of shares is present at the Meeting (whether personally, by proxy or by attorney or corporate representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register will be counted.

CORPORATE REPRESENTATIVES

Where a shareholding is registered in the name of a corporation, the corporate shareholder may appoint a person to act as its representative to attend the meeting by providing that person with:

- (i) A letter or certificate authorising him or her as the corporation's representative, executive in accordance with the corporation's constitution; or
- (ii) A copy of the resolution appointing the representative, certified by a secretary or director of the corporation.

By order of the Board



Marika White
Company Secretary

19 November 2020

Section B - Explanatory Memorandum

1. Introduction

This Explanatory Memorandum forms part of the Notice convening the Annual General Meeting of Shareholders of Donaco International Ltd (**Company**) to be held at 3.00 pm (AEDT) on Monday, 21 December 2020. The meeting will be held as a virtual meeting accessible at https://us02web.zoom.us/webinar/register/WN_K2hqwdvCQTOZZ3yDIXOZ_w

This Explanatory Memorandum is to assist Shareholders in understanding the background to, and the legal and other implications of, the Notice and the reasons for the proposed resolutions. Both documents should be read in their entirety and in conjunction with each other.

All capitalised terms are defined in the Glossary of this Explanatory Memorandum.

2. Background to Resolutions

2.1 Item 1 – Financial Statements

As required by section 317 of the *Corporations Act 2001* (Cth) (**Corporations Act**) the Financial Report, Directors' Report and Auditor's Report of the Company for the most recent financial year will be presented to the meeting. The financial report contains the financial statements of Donaco International Limited.

There is no requirement for a formal resolution on this item.

The Chair of the Meeting will allow a reasonable opportunity at the Meeting for Shareholders to ask questions about or make comments on the management of the Company. Shareholders will be given a reasonable opportunity at the meeting to ask the Company's auditor, Crowe Australasia (**Crowe**), questions about its auditor's report, the conduct of its audit of the Company's financial report for the year ended 30 June 2020, the preparation and content of its auditor's report, the accounting policies adopted by the Company in its preparation of the financial statements and the independence of Crowe in relation to the conduct of the audit.

Shareholders are encouraged to submit questions in advance of the Meeting to the Company Secretary at marika.white@emersonoperations.com.au at least 5 business days before the AGM. Any written question to the Auditor must be received at least 5 business days before the AGM.

2.2 Resolution 1: Adoption of Remuneration Report

In accordance with section 250R(2) of the Corporations Act, the Company is required to present to its Shareholders the Remuneration Report as disclosed in the Company's annual financial report. As provided by section 250R(3) of the Corporations Act, the resolution on this item is advisory only and does not bind the Directors or the Company.

The Remuneration Report sets out the Company's remuneration arrangements for Key Management Personnel of the Company. The Remuneration Report is part of the Directors' Report contained in the annual financial report of the Company for the financial year ending 31 December 2020.

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

(a) Voting consequences

Under the Corporations Act, if at least 25% of the votes cast on a Remuneration Report resolution are voted against the adoption of the Remuneration Report in two consecutive annual general meetings, the Company will be required to put to Shareholders a resolution proposing the calling of an extraordinary general meeting to consider the appointment of Directors of the Company at the second annual general meeting (**Spill Resolution**).

If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the extraordinary general 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 financial year ended immediately before the second annual general meeting) was approved, other than the Executive Directors 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 by the Shareholders will be the Directors of the Company.

(b) Voting Restrictions

Members of the Key Management Personnel and their proxies and closely related parties are restricted from voting on a resolution put to Shareholders that the Remuneration Report of the Company be adopted. Key Management Personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any Director (whether executive or otherwise) of that entity.

(c) The Voting Restriction does not apply where:

The Chairman or any other member of the Key Management Personnel is appointed in writing (by a Shareholder who is not a member of the Key Management Personnel or a closely related party of Key Management Personnel) as a proxy with specific instructions on how to vote on a resolution to adopt the Remuneration Report of the Company or the Chairman is appointed in writing (by a Shareholder who is not Key Management Personnel or a closely related party of Key Management Personnel) as a proxy with no specific instructions on how to vote on a non-binding shareholder vote on remuneration, where the Shareholder provides express authorisation for the Chairman to do so.

Chairman's Voting Intention

The Chairman intends to vote all available undirected proxies in favour of this Resolution 1. Any change to the Chairman's voting intention will be announced to the ASX.

Directors' Recommendation

The Directors recommend that Shareholders vote in **FAVOUR** of Resolution 1.

2.3 Resolution 2: Election of Director – Mr Porntat Amatavivadhana

Mr Porntat Amatavivadhana was appointed as a non-executive Director on 3 August 2020, by Directors under clause 12.9 of the Constitution. Mr Amatavivadhana must not hold office (without election) past the Annual General Meeting in accordance with clause 12.9 of the Constitution and ASX Listing Rule 14.4. Resolution 2 provides for the election of Mr Amatavivadhana as Director of the Company in accordance with Constitution.

Mr Amatavivadhana is a founding principal and CEO of Infinite Capital, a successful boutique corporate advisory firm based in Bangkok. He has considerable experience in mergers & acquisitions, corporate restructuring and capital raisings and significant experience with the Company having been non-executive director of the Company from 1 July 2015 through to 3 July 2017. Mr Amatavivadhana holds a Master's in Management Science and a BA in Finance and Banking.

Mr Amatavivadhana is currently an independent director at Sansiri Plc, one of the largest real estate developers in Thailand, which is listed on the Stock Exchange of Thailand.

Chairman's Voting Intention

The Chairman intends to vote all available undirected proxies in favour of this Resolution 2. Any change to the Chairman's voting intention will be announced to the ASX.

Directors' Recommendation

The Directors, (excluding Mr Amatavivadhana), unanimously recommend that the Shareholders vote in **FAVOUR** of Resolution 2.

2.4 Resolution 3: Election of Director – Mr Techatut Sukcharoenkraisri (aka Mr Lee Bug Huy)

Mr Techatut Sukcharoenkraisri (aka Mr Lee Bug Huy) was appointed as an executive Director on 3 August 2020, by Directors under clause 12.9 of the Constitution. Mr Huy must not hold office (without election) past the Annual General Meeting in accordance with clause 12.9 of the Constitution and ASX Listing Rule 14.4. Resolution 3 provides for the election of Mr Huy as Director of the Company in accordance with Constitution.

Mr Huy is Vice President of the Company's Casino at Star Vegas Casino & Resorts Co, Ltd where he has been responsible for developing the model for the slot machine business. He has significant experience in gaming and casino management.

My Huy holds a Bachelor of Science majoring in Chemical Engineering.

Chairman's Voting Intention

The Chairman intends to vote all available undirected proxies in favour of this Resolution 3. Any change to the Chairman's voting intention will be announced to the ASX.

Directors' Recommendation

The Directors, (excluding Mr Huy), unanimously recommend that the Shareholders vote in **FAVOUR** of Resolution 3.

2.5 Resolution 4: Election of Director – Mr Issaraya Intrapai boon

Mr Issaraya Intrapai boon was appointed as a non-executive Director on 2 September 2020, by Directors under clause 12.9 of the Constitution. Mr Intrapai boon must not hold office (without election) past the Annual General Meeting in accordance with clause 12.9 of the Constitution and ASX Listing Rule 14.4. Resolution 4 provides for the election of Mr Intrapai boon as Director of the Company in accordance with Constitution.

Mr Intrapai boon has over 20 years' experience in engineering, operation, maintenance and planning within the water sector. He is currently the Manager Treatment Plants for Unitywater, Australian provider of essential water supply and sewage treatment services, bringing in-depth capability in leading large teams and managing an operational budget of \$20+ million.

Chairman's Voting Intention

The Chairman intends to vote all available undirected proxies in favour of this Resolution 4. Any change to the Chairman's voting intention will be announced to the ASX.

Directors' Recommendation

The Directors, (excluding Mr Intrapai boon), unanimously recommend that the Shareholders vote in **FAVOUR** of Resolution 4.

2.6 Resolution 5: Election of Director – Mr Andrew Phillips

Mr Andrew Phillips was appointed as a non-executive Director on 2 September 2020, by Directors under clause 12.9 of the Constitution. Mr Phillips must not hold office (without election) past the Annual General Meeting in accordance with clause 12.9 of the Constitution and ASX Listing Rule 14.4. Resolution 5 provides for the election of Mr Phillips as Director of the Company in accordance with Constitution.

Mr Phillips brings over 25 years' experience working in senior financial and commercial management positions with both publicly listed companies and multinationals based in Australia and New Zealand. He has a thorough knowledge of international finance and corporate services and has an extensive network of contacts throughout Asia and the Americas. He has held Executive or Non-Executive Directorships with a number of ASX listed companies and is currently Executive Director, CFO and Company Secretary of Lithium Power International Ltd (ASX: LPI), along with acting as an Independent Director for company, Southern Cross Exploration NL (ASX: SXX).

Chairman's Voting Intention

The Chairman intends to vote all available undirected proxies in favour of this Resolution 5. Any change to the Chairman's voting intention will be announced to the ASX.

Directors' Recommendation

The Directors, (excluding Mr Phillips), unanimously recommend that the Shareholders vote in **FAVOUR** of Resolution 5.

2.7 Resolution 6: Election of Director – Mr Rod Sutton

Mr Rod Sutton was appointed as a non-executive Director on 29 November 2019, by Directors under clause 12.9 of the Constitution. Mr Sutton must not hold office (without election) past the Annual General Meeting in accordance with clause 12.9 of the Constitution and ASX Listing Rule 14.4. Resolution 6 provides for the election of Mr Sutton as Director of the Company in accordance with Constitution.

Mr Sutton has over 25 years' experience in business advisory and management. He is currently a Special Advisor to the Asia Pacific region of FTI Consulting, a professional services and consulting business listed on the New York Stock Exchange. Upon joining FTI Consulting in 2010, Rod was appointed as its Chairman of Asia Pacific. In that role he had oversight of all elements of the Asia Pacific business including FTI Consulting's numerous client-facing activities, regional and global strategy, vetting of acquisition opportunities, and management of all support functions including but not limited to the Finance, Human Resources, Information Technology, Marketing and Operations departments. In addition, he was a member of FTI Consulting's global Executive Committee. He moved back to a full client facing role in June 2017 as a Special Advisor.

Chairman's Voting Intention

The Chairman intends to vote all available undirected proxies in favour of this Resolution 6. Any change to the Chairman's voting intention will be announced to the ASX.

Directors' Recommendation

The Directors, (excluding Mr Sutton), unanimously recommend that the Shareholders vote in **FAVOUR** of Resolution 6.

2.8 Resolution 7: Re-election of Director – Mr Leo Chan

Mr Leo Chan was appointed as a Director on 12 August 2019 and was last elected at the 2019 Annual General Meeting. Mr Chan retires by rotation in accordance with clause 12.4 of the Constitution. Resolution 7 provides for the re-election of Mr Chan as Director of the Company in accordance with the Constitution.

Mr Yan Ho Leo Chan is an Executive Director of Argyle Street Management Limited (ASM), an institutional investor. ASM was founded in Hong Kong SAR in 2002 and currently manages approximately US\$1.7 billion. Mr Chan has more than 13 years' experience in making and managing investments throughout Asia.

Chairman's Voting Intention

The Chairman intends to vote all available undirected proxies in favour of this Resolution 7. Any change to the Chairman's voting intention will be announced to the ASX.

Directors' Recommendation

The Directors, (excluding Mr Chan), unanimously recommend that the Shareholders vote in **FAVOUR** of Resolution 7.

2.9 Resolution 8: Re-election of Director – Mr Kurkye Wong

Mr Kurkye Wong was appointed as a Director on 12 August 2019 and was last elected at the 2019 Annual General Meeting. Mr Wong retires by rotation in accordance with clause 12.4 of the Constitution. Resolution 8 provides for the re-election of Mr Wong as Director of the Company in accordance with the Constitution.

Mr Kurkye Wong is an Executive Director of Argyle Street Management Limited (ASM), an institutional investor. ASM was founded in Hong Kong SAR in 2002 and currently manages approximately US\$1.7 billion. Mr Wong previously worked at KPMG and FTI Consulting in Hong Kong.

Chairman's Voting Intention

The Chairman intends to vote all available undirected proxies in favour of this Resolution 8. Any change to the Chairman's voting intention will be announced to the ASX.

Directors' Recommendation

The Directors, (excluding Mr Wong), unanimously recommend that the Shareholders vote in **FAVOUR** of Resolution 8.

Section C - Glossary

Definitions

The following definitions are used in the Notice of Meeting and the Explanatory Memorandum:

Annual General Meeting means the annual general meeting of the Company to be held on Monday, 21 December 2020 pursuant to the Notice of Meeting.

ASX means ASX Limited ACN 008 624 691.

ASX Listing Rules means the official listing rules issued and enforced by the ASX as amended from time to time.

Board or **Board of Directors** means the board of Directors of Donaco International Ltd.

Business Day means a day which is not a Saturday, Sunday or public holiday in Sydney or Melbourne.

Company means Donaco International Ltd ABN 28 007 424 777.

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

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

Director means a director of the Company.

Explanatory Memorandum means the explanatory memorandum set out in Section B of this document.

Listing Rules means the Listing Rules of the ASX as amended from time to time.

Notice of Meeting or **Notice** means the notice of Annual General Meeting set out in Section A of this document.

Ordinary Resolution means a resolution passed by 50% majority of members of the Company on a show of hands or by the requisite 50% of votes given on a poll.

Proxy Form means the proxy form accompanying this Notice.

Related Party has the meaning given to that term in the Corporations Act.

Resolution means a resolution passed by the requisite majority of members of the Company on a show of hands or by the requisite majority of votes given on a poll.

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

Shareholder means a holder of a Share in the Company.

Proxy Voting Form

If you are attending the virtual Meeting please retain this Proxy Voting Form for online Securityholder registration.

[EntityRegistrationDetailsLine1Envelope]
[EntityRegistrationDetailsLine2Envelope]
[EntityRegistrationDetailsLine3Envelope]
[EntityRegistrationDetailsLine4Envelope]
[EntityRegistrationDetailsLine5Envelope]
[EntityRegistrationDetailsLine6Envelope]

[HolderNumber]

Holder Number:
[HolderNumber]

Your proxy voting instruction must be received by **3.00pm (AEDT) on Saturday, 19 December 2020**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

STEP 2 - VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by marking one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

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

Joint holding: Where the holding is in more than one name, all Shareholders 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 Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

Lodging your Proxy Voting Form:

Online:

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBCCHAT:

<https://automicgroup.com.au/>

PHONE: 1300 288 664 (Within Australia)

+61 2 9698 5414 (Overseas)

