



ASX RELEASE

30 April 2024

Dear Shareholders

Annual General Meeting – Notice of Meeting and Proxy Form

The Annual General Meeting (**Meeting**) of Cape Range Limited (ASX:CAG) (the **Company**) will be held at C/- Hall Chadwick, Level 40, 2 Park Street, Sydney, New South Wales, 2000 at 2:00pm AEST on Thursday 30 May 2024.

In accordance with amendments to the Corporations Act which came into effect on 1 April 2022, the Company will not dispatch physical copies of the Notice of Meeting (**Notice**) unless specifically requested to do so. Instead, the Notice is being made available to Shareholders electronically and can be viewed and downloaded online at www.caperange.com.au. The Notice will also be posted on the Company's ASX market announcements page.

A copy of your personalised Proxy Form is enclosed for your convenience. Shareholders are strongly encouraged to complete and lodge their proxies in accordance with the instructions set out in the Proxy Form and the Notice.

Your proxy voting instructions must be received by 2:00pm AEST (Sydney time) on Tuesday 28 May 2024, being not less than 48 hours before the commencement of the Meeting. Any proxy voting instructions received after that time will not be valid for the Meeting.

Questions should also be submitted as set out in the Notice in advance of the Meeting, as this will provide management with the best opportunity to prepare for the Meeting. Votes and questions may also be submitted during the Meeting.

If you need any assistance in relation to the Notice or the Meeting, please contact the Company via email at info@caperange.com.au.

The Notice is important and should be read in its entirety. If you are in doubt as to the course of action you should follow, you should consult your financial adviser or other professional adviser.

Yours faithfully

Ben Reichel
Chairman

Authorised for release by the Board

Cape Range Limited

ABN 43 009 289 481

Registered Office: c/- Hall Chadwick, Level 40, 2 Park Street, Sydney NSW 2000

CAPE RANGE LTD



ABN 43 009 289 481

NOTICE OF ANNUAL GENERAL MEETING

TIME: 2:00pm AEST
DATE: Thursday, 30 May 2024
PLACE: C/- Hall Chadwick
Level 40
2 Park Street
Sydney NSW 2000

The business of the Meeting affects your shareholding and your vote is important.

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.

All Resolutions will be determined by poll.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (+61) 412 060 281.

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IMPORTANT INFORMATION

TIME AND PLACE OF MEETING

Notice is given that the Meeting of the Shareholders to which this Notice of Meeting relates will be held at 2:00pm AEST on Thursday 30 May 2024 at:

C/- Hall Chadwick
Level 40
2 Park Street
Sydney NSW 2000

SENDING OF NOTICE OF MEETING

In accordance with section 110D of the Corporations Act 2001 (Cth), the Company will not be sending hard copies of this Notice of Meeting (Notice) unless a shareholder has made a valid election to receive such documents in hard copy. Instead, the Notice and FY23 Annual Report can be viewed and downloaded from the Investor Relations page of the Company's website:

<https://caperange.com.au/presentations/shareholder-announcements-meetings/>

Please contact our share registry, Automic, should you wish to not receive annual reports or to elect to receive meeting related documents, or request a particular one, in electronic or hard copy.

YOUR VOTE IS IMPORTANT

The business of the Meeting affects your shareholding and your vote is important. The Notice is an important document and should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their professional adviser prior to voting.

VOTING ELIGIBILITY

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 at 2:00pm AEST on 28 May 2024.

VOTING IN PERSON

To vote in person, attend the Meeting at the time, date and place set out above.

VOTING BY PROXY

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

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

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

Sections 250BB and 250BC of the Corporations Act apply to voting by proxy. 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.

QUESTIONS FROM SHAREHOLDERS

Written questions for the Company's auditor should be submitted to the Company no later than five business days before the Meeting and should relate to the content of the Auditor's Report and the conduct of the audit. The auditor will also participate in the Meeting.

It is preferred that written questions for the Company's auditor and written questions in relation to other items of business are submitted by email to info@caperange.com.au. Participants in the Meeting may also submit questions and comments in person during the Meeting.

BUSINESS OF THE MEETING

AGENDA

1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the Annual Report of the Company for the financial year ended 31 December 2023 together with the declaration of the Directors, the Director's Report, the Remuneration Report, and the Auditor's Report.

2. RESOLUTION 1 - ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding 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 as contained in the Company's annual financial report for the financial year ended 31 December 2023."

Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Prohibition Statement:

A vote on this Resolution must not be cast (in any capacity) by or on behalf of either 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 is 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.

3. RESOLUTION 2 - RE-ELECTION OF MR RAJA AHMAD RAJA JALLALUDIN

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

"That, for the purpose of clause 14.2 of the Constitution, Listing Rule 14.4 and for all other purposes, Mr Raja Ahmad Raja Jallaludin, a Director who retires by rotation, and being eligible, is re-elected as a Director."

4. RESOLUTION 3 - ELECTION OF DATUK DR YONG TECK SHING

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

"That Datuk Dr Yong Teck Shing, a Director appointed by the Directors on 21 March 2024 and who retires in accordance with clause 14.4 of the Company's Constitution and Listing Rule 14.4, be elected as a Director of the Company, effective immediately."

5. RESOLUTION 4 - ELECTION OF MR BENEDICT PAUL REICHEL

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

"That Mr Benedict Paul Reichel, a Director appointed by the Directors on 21 March 2024 and who retires in accordance with clause 14.4 of the Company's Constitution and Listing Rule 14.4, be elected as a Director of the Company, effective immediately."

DATED: 24 APRIL 2024

BY ORDER OF THE BOARD

**BENEDICT PAUL REICHEL
CHAIRMAN**

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether to pass the Resolutions which are the subject of the business of the Meeting.

A Proxy Form is enclosed.

1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Corporations Act, the business of the Meeting will include the receipt and consideration of the Annual Report of the Company for the financial year ended 31 December 2023 together with the declaration of the Directors, the Directors' Report, the Remuneration Report, and the Auditor's Report.

The Company will not provide a hard copy of the Company's Annual Report to Shareholders unless specifically requested to do so. A copy of the Company's Annual Report can be obtained at www.caperange.com.au.

There is no requirement either in the Corporations Act or the Company's Constitution for Shareholders to vote on, approve or adopt the 2023 Annual Report. Shareholders will have a reasonable opportunity at the Meeting to ask questions about or make comments on the 2023 Annual Report and on the management of the Company.

The auditor of the Company is required to attend the Meeting and will be available to take Shareholders' questions about the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the Auditor in relation to the conduct of the audit.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 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.

2.2 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.

2.3 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.

2.4 Board recommendation

Given the material personal interests of Directors in this resolution, the Board makes no recommendation to Shareholders regarding Resolution 1.

3. RESOLUTION 2 - RE-ELECTION OF DIRECTOR - MR RAJA AHMAD RAJA JALLALUDIN

3.1 General

Clause 14.2 of the Constitution provides that at each annual general meeting one third of the directors must retire from office (or if their number is not a multiple of 3, then the number nearest one-third rounded upwards in case of doubt), provided always that no director except a managing director may hold office for a period in excess of 3 years, or until the third annual general meeting following his/her appointment. A retiring director is eligible for re-election.

Pursuant to Resolution 2, Mr Raja Ahmad Raja Jallaludin retires in accordance with the Constitution and being eligible for re-election, offers himself for re-election at the Meeting.

3.3 Qualifications and other material directorships

3.4 Mr Jallaludin is a fellow of the Association of Chartered Certified Accountants, United Kingdom and a fellow of CPA Australia. Mr Jallaludin is also a graduate of the Institute of Chartered Secretaries and Administrators, United Kingdom. After completing his accounting and chartered secretaries' examinations within two years and six months in June 1974, Mr Jallaludin joined Ernst Young (then known as Turquand and Youngs) in Malaysia. In July 1983, he was admitted as a Partner of Ernst Young where he remained until he took early retirement in June 1999. As an Audit Partner, Mr Jallaludin had extensive experience in the audits of many large listed companies in various industries. Mr Jallaludin's areas of specialisation included the insurance, extractive (mining) and plantation industries. Mr Jallaludin is chair of the Company's audit committee.

3.5 Independence

If re-elected the Board considers that Mr Jallaludin will be an independent Director, as he is free from any interest, position, association or relation that could materially interfere with, or reasonably be perceived to interfere with, the independent exercise of his judgement.

3.4 Board recommendation

The Board has reviewed Mr Jallaludin's performance and considers that Mr Jallaludin's skills and experience will continue to enhance the Board's ability to perform its role. The Board (other than Mr Jallaludin) supports the re-election of Mr Jallaludin and recommends that Shareholders vote in favour of Resolution 2.

4. RESOLUTION 3 - ELECTION OF DIRECTOR - DATUK DR YONG TECK SHING

4.1 General

Clause 14.4 of the Constitution and ASX Listing Rule 14.4 provide that the Directors may at any time appoint a person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors does not at any time exceed the maximum number specified by the Constitution. Any Director so appointed holds office only until the next following annual general meeting and is then eligible for election by Shareholders.

Pursuant to Resolution 3, Datuk Dr Yong Teck Shing retires in accordance with the Constitution and being eligible for election, offers himself for election at the Meeting.

4.2 Qualifications and other material directorships

4.3 Dr Yong is currently Managing Director of iFREE Group Security Sdn Bhd, a Subsidiary of iFREE Group Hong Kong, and he also sits on the Board of Advisors of iFREE Group Hong Kong. He serves as Non-Executive Director of Yulon Capital Sdn Bhd, a subsidiary of Shin Shin Credit Ltd, Taiwan, which is wholly owned by Yulon Finance Corporation, a public company listed on the Taiwan Stock Exchange. Dr Yong is an Independent Director and Audit Committee Member of Globaltec Formation Bhd, a public company listed on the Main Market of Bursa Malaysia Securities.

4.4 Independence

If re-elected the Board considers that Dr Yong will not be an independent Director, due to his executive role at the Company's largest shareholder, iFREE Group.

4.5 Board recommendation

The Board has reviewed Dr Yong's performance and considers that Dr Yong's skills and experience will continue to enhance the Board's ability to perform its role. The Board (other than Dr Yong) supports the election of Dr Yong and recommends that Shareholders vote in favour of Resolution 3.

5. RESOLUTION 4 - ELECTION OF DIRECTOR – MR BENEDICT PAUL REICHEL

5.1 General

Clause 14.4 of the Constitution and ASX Listing Rule 14.4 provide that the Directors may at any time appoint a person to be a Director, either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors does not at any time exceed the maximum number specified by the Constitution. Any Director so appointed holds office only until the next following annual general meeting and is then eligible for election by Shareholders.

Pursuant to Resolution 4, Mr Benedict Paul Reichel retires in accordance with the Constitution and being eligible for election, offers himself for election at the Meeting.

5.2 Qualifications and other material directorships

5.3 Mr Reichel is a senior executive with extensive professional experience in the gaming, media and technology sectors, as a company director, lawyer, and company secretary. He has considerable expertise in the ASX listed environment, including:

- 12 years as an Executive Director
- 12 years as General Counsel
- 10 years as Company Secretary (plus a further 4 years in unlisted public companies).

Ben has managed all aspects of Board and corporate services for ASX listed entities, including relationships with regulators, law firms, share registries, and auditors.

On 21 March 2024, Mr Reichel was appointed as the Company Secretary. On 19 April 2024, Mr Reichel as appointed as Chairman of the Company.

5.4 Independence

If re-elected the Board considers that Mr Reichel will be an independent Director, as he is free from any interest, position, association or relation that could materially interfere with, or reasonably be perceived to interfere with, the independent exercise of his judgement.

5.5 Board recommendation

The Board has reviewed Mr Reichel's performance and considers that Mr Reichel's skills and experience will continue to enhance the Board's ability to perform its role. The Board (other than Mr Reichel) supports the election of Mr Reichel and recommends that Shareholders vote in favour of Resolution 4.

GLOSSARY

AEST means Australian Eastern Standard Time as observed in New South Wales, Australia.

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

Annual Report means the Directors' Report, the Financial Report, Remuneration Report and the Auditor's Report in respect to the financial year ended 31 December 2023.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

Auditor's Report means the auditor's report on the financial statements of the Company for the year ended 31 December 2023 contained within the Annual Report.

Board means the current board of directors of the Company.

Chair means the person appointed to chair the Meeting convened by this Notice.

Closely Related Party means a spouse or child of the member or has the meaning given in section 9 of the Corporations Act.

Company means Cape Range Ltd (ACN 009 289 481).

Constitution means the constitution of the Company.

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the current directors 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.

Explanatory Statement means the explanatory statement accompanying the Notice.

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

Key Management Personnel means 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.

Notice or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

Proxy Form means the proxy form accompanying the Notice.

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

Resolution means a resolution contained in the Notice.

Section means a section of the Explanatory Statement.

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

Shareholder means a shareholder of the Company.

In this Notice and the Explanatory Statement words importing the singular include the plural and vice versa.

[End of Notice of Meeting]

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CAPE RANGE LIMITED

CAPE RANGE LIMITED | ABN 43 009 289 481

Proxy Voting Form

If you are attending the Meeting in person, please bring this with you for Securityholder registration.

Your proxy voting instruction must be received by **02.00pm (AEST) on Tuesday, 28 May 2024**, 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 Key Management Personnel.

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:

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Sydney NSW 2001

IN PERSON:

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