



**MERCHANT HOUSE
INTERNATIONAL LIMITED**
ARBN 065 681 138

Head Office:
Unit B & C, 16th Floor
E-Trade Plaza
No. 24 Lee Chung Street
Chai Wan
Hong Kong
Tel: (852) 2889 2000
Fax: (852) 2898 9992

Registered Office:
First Floor,
31-33 Cliff Street
Fremantle
WA 6160 Australia
Tel: (61 8) 9435 3200

Postal Address:
PO Box 584
Fremantle
WA 6959 Australia

17 September 2020

NOTICE OF GENERAL MEETING

Attached is a copy of the Notice of General Meeting (**GM**), Explanatory Statement and Proxy Form which have today been released to Shareholders, detailing the resignation of the Company's previous auditor and proposed new appointment for auditor of the Company.

In accordance with subsection 5(f) of the *Corporations (Coronavirus Economic Response) Determination (No. 1) 2020*, the Company will not be dispatching physical copies of the Notice of Meeting (**NoM**) unless specifically requested to do so. Instead, a copy of the NoM can be viewed and downloaded online.

Should you wish to receive a physical copy of the NoM, please contact the Company Secretary via email to davidm@broadwaymgt.com.au.

A copy of the proxy form is enclosed in the NoM attached to this notice. Proxy votes may be lodged by any of the following methods:

- In person to Level 1, 1 Cliff Street, Fremantle, WA 6160;
- By mail to PO Box 584, Fremantle, WA 6959; or
- By scan and email to the Company Secretary.

Based upon the current advice from the Western Australian State Government, and the timing of the Merchant House Annual General Meeting, the Directors have determined that a hybrid meeting is not required. Based on the current WA COVID-19 roadmap, Western Australia is anticipated to be in Phase 4 at the time of the GM, meaning there are no restrictions in place for physical meetings such as the Company's GM, other than a requirement to ensure 2 square metres is available for all persons present. The Company is monitoring the progress of the WA roadmap rollout and any alterations to the GM as required under WA State Law will be advised to shareholders via the ASX platform.

As with all other meetings, shareholders are encouraged to submit their proxy forms, either via post or via email to the Company Secretary as designated on the proxy form attached to this notice, along with any questions for the Board within the requisite time period detailed in this notice.

Yours faithfully

MERCHANT HOUSE INTERNATIONAL LIMITED

This announcement was authorised for issue by the
Company Secretary of Merchant House International Limited.

DAVID MCARTHUR
Company Secretary

MERCHANT HOUSE INTERNATIONAL LIMITED

ARBN 065 681 138

NOTICE OF GENERAL MEETING

Notice is hereby given for a General Meeting of shareholders of Merchant House International Limited will be held at Level 1, 31 Cliff Street, Fremantle, Perth, Western Australia on Friday, 16 October 2020 at 10.00 am (AWST).

An Explanatory Memorandum containing information in relation to Resolution 1 to be put to the meeting accompanies this Notice.

IMPORTANT NOTICE – COVID-19

Based upon the current advice from the Western Australian State Government, and the timing of the Merchant House General Meeting, the Directors have determined that a hybrid meeting is not required. Based on the current WA COVID-19 roadmap, Western Australia is anticipated to be in Phase 4 at the time of the GM, meaning there are no restrictions in place for physical meetings such as the Company's GM, other than a requirement to ensure 2 square metres is available for all persons present. The Company is monitoring the progress of the WA roadmap rollout and any alterations to the GM as required under Western Australia State Law will be advised to shareholders via the ASX platform.

As with all other meetings, shareholders are encouraged to submit their proxy forms, either via post or via email to the Company Secretary as designated on the proxy form attached to this notice, along with any questions for the Board within the requisite time period detailed in this notice.

AGENDA

To consider and, if thought fit, to pass the following resolutions.

ORDINARY BUSINESS

Ordinary Resolution 1: Appointment of Auditor

To consider, and if thought fit, to pass, with or without amendment, the following resolution as a special resolution:

"That, for the purposes of Clause 160 of the Company Bye-Laws, and for all other purposes, BDO Audit (WA) Pty Ltd, having consented in writing to act in the capacity of auditor, be appointed as auditor of the Company."



By order of the Board
D M McARTHUR
Company Secretary

Dated: 15 September 2020

ENTITLEMENT TO ATTEND AND VOTE

The Company may specify a time, not more than 48 hours before the Meeting, at which a “snap-shot” of Shareholders will be taken for the purposes of determining Shareholder entitlements to vote at the General Meeting.

The Company’s Directors have determined that all Shares of the Company that are quoted on ASX at 5:00pm (AWST) Wednesday, 14 October 2020 shall, for the purposes of determining voting entitlements at the General Meeting, be taken to be held by the persons registered as holding the Shares at that time.

PROXIES

Please note that:

- (a) a member of the Company entitled to attend and vote at the General Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

CORPORATE REPRESENTATIVE

A Shareholder that is a corporation may appoint an individual to act as its corporate representative to vote at the Meeting in accordance with section 250D of the Corporations Act. Any corporation wishing to appoint an individual to act as its representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company’s representative. The authority may be sent to the Company and/or Share Registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative. A ‘Certificate of Appointment of Corporate Representative’ is enclosed if required.

ENQUIRIES

Shareholders are invited to contact the Company Secretary, David McArthur on +61 8 9435 3200 if they have any queries in respect of the matters set out in this document.

MERCHANT HOUSE INTERNATIONAL LIMITED
ARBN 065 681 138

EXPLANATORY MEMORANDUM

This Explanatory Memorandum is intended to provide shareholders with sufficient information to assess the merits of the Resolutions contained in the accompanying Notice of General Meeting (“**Notice**”) of the Company.

The Directors of the Company (“**Directors**”) recommend shareholders read this Explanatory Memorandum in full before making any decision in relation to the resolutions.

The following information should be noted in respect of the various matters contained in the accompanying Notice:

ORDINARY RESOLUTION 1 – APPOINTMENT OF AUDITOR

Following mutual agreement between the Company and Deloitte Touche Tohmatsu (**Deloitte**), Deloitte has provided the Company with its notice of resignation as the Company’s auditor.

Subsequently, a competitive audit tender process was undertaken and the Directors have assessed BDO Audit (WA) Pty Ltd (**BDO**) as the suitable audit firm to be appointed to the office of Company auditor.

Resolution 1 is an ordinary resolution seeking the appointment of BDO as the auditor of the Company.

Clause 160 of the Company’s Bye-Laws requires that a General Meeting be convened in the event that the office of the auditor becomes vacant by way of resignation of the previous auditor.

BDO has given its written consent to act as the Company’s auditor, subject to shareholder approval of this resolution. A copy of the consent to act has been included at Appendix A to this explanatory memorandum.

If Resolution 1 is passed, the appointment of BDO as the Company’s auditor will take effect from the close of this meeting.

If Resolution 1 is not passed, the Company will be required to recommence the process of appointing a new auditor for the Company.

The Board unanimously supports the appointment of BDO as the Company’s auditor.

The Directors wish to take this opportunity to thank Deloitte for their past service to the Company.

GLOSSARY

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

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

AWST means Australian Western Standard Time (Perth, Western Australia).

BDO means BDO Audit (WA) Pty Ltd, the proposed auditor of the Company.

Company means Merchant House International Limited (ARBN 065 681 138)

Deloitte means Deloitte Touche Tohmatsu, the previous auditor of the Company.

Directors means the current directors of the Company.

Explanatory Memorandum means the explanatory memorandum accompanying the Notice.

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

Resolution means the resolution set out in the Notice of Meeting.

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

Shareholder or **Member** means a holder of a Share.

APPENDIX A



Tel: +61 8 6382 4600
Fax: +61 8 6382 4601
www.bdo.com.au

38 Station Street
Subiaco, WA 6008
PO Box 700 West Perth WA 6872
Australia

17 September 2020

The Directors

Merchant House International Limited

First Floor

31 Cliff Street

FREMANTLE WA 6160

Dear Sirs,

RESIGNATION AND APPOINTMENT OF AUDITOR - MERCHANT HOUSE INTERNATIONAL LIMITED

We hereby consent to act as auditors of Merchant House International Limited.

This consent shall remain in force until revoked by us in writing.

Yours faithfully

BDO Audit (WA) Pty Ltd

A handwritten signature in black ink, appearing to read 'Dean Just', is written over a faint, stylized 'BDO' logo.

Dean Just

Director

Instructions for Completing 'Appointment of Proxy' Form

1. **(Changes to Proxy Voting):** Sections 250BB and 250BC of the Corporations Act came into effect on 1 August 2011 and apply to voting by proxy on or after that date. Section 250R(5) of the Corporations Act came into effect on 28 June 2012 and will affect the Chair's votes on undirected proxies. Shareholders and their proxies should be aware of these changes to the Corporations Act, as they will apply to this General Meeting. Broadly, the changes mean that:
 - (a) if proxy holders vote, they must cast all directed proxies as directed;
 - (b) any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed; and
 - (c) the Chair is able to vote undirected proxies in the non-binding vote on the Remuneration Report where the Shareholder provides express authorisation for the Chair to exercise the proxy.

Further details on these changes are set out below.

2. **(Appointing a Proxy):** A member with two or more votes entitled to attend and vote at the General Meeting is entitled to appoint not more than two proxies to attend and vote on a poll on their behalf. The appointment of a second proxy must be done on a separate copy of the Proxy Form. Where more than one proxy is appointed, such proxy must be allocated a proportion of the member's voting rights. If a member appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes. A duly appointed proxy need not be a member of the Company.
3. **(Proxy vote if appointment specifies way to vote):** Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does:**
 - (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed);
 - (b) 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;
 - (c) if the proxy is the chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
 - (d) 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 (i.e. as directed).
4. **(Transfer of non-chair proxy to chair in certain circumstances):** Section 250BC of the Corporations Act provides that, if:
 - (a) 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;
 - (b) the appointed proxy is not the chair of the meeting;
 - (c) at the meeting, a poll is duly demanded on the resolution; and
 - (d) either of the following applies:
 - (i) the proxy is not recorded as attending the meeting;
 - (ii) 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.

5. **(Signing Instructions):**
 - (a) **(Individual):** Where the holding is in one name, the member must sign.
 - (b) **(Joint Holding):** Where the holding is in more than one name, all of the members should sign.
 - (c) **(Power of Attorney):** If you have not already provided the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.
 - (d) **(Companies):** Where the company has a sole director who is also the sole company secretary, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not

have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held.

6. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual members from attending the General Meeting in person if they wish. Where a member completes and lodges a valid Proxy Form and attends the General Meeting in person, then the proxy's authority to speak and vote for that member is suspended while the member is present at the General Meeting.
7. **(Voting in person):**
 - (a) A Shareholder that is an individual may attend and vote in person at the Meeting. If you wish to attend the Meeting, please bring the attached proxy form to the Meeting to assist in registering your attendance and number of votes. Please arrive 15 minutes prior to the start of the Meeting to facilitate this registration process.
 - (b) A Shareholder that is a corporation may appoint an individual to act as its representative to vote at the Meeting in accordance with Section 250D of the Corporations Act. The appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the Certificate is enclosed with this Notice of Meeting
8. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return the Proxy Form (and any Power of Attorney under which it is signed):
 - (a) In person to Level 1, 31 Cliff Street, Fremantle, WA 6160;
 - (b) By mail to PO Box 584, Fremantle, WA, 6959.
 - (c) By scan and email to jordan.mcarthur@broadwaymgt.com.au

so that it is received at least 48 hours prior to commencement of the General Meeting.

Proxy Forms received later than this time will be invalid.

CERTIFICATE OF APPOINTMENT OF CORPORATE REPRESENTATIVE

Shareholder Details

This is to certify that by a resolution of the directors of:

..... (Company),
Insert name of Shareholder Company

the Company has appointed:

.....,
Insert name of corporate representative

in accordance with the provisions of section 250D of the Corporations Act 2001, to act as the body corporate representative of that Company at the General Meeting of the members of Merchant House International Limited to be held on Friday, 16 October 2020 commencing at 10.00 am (AWST) and at any adjournments of that General Meeting.

DATED2020

Please sign here

Executed by the Company)
in accordance with its constituent documents)

.....
Signed by authorised representative

.....
Signed by authorised representative

.....
Name of authorised representative (print)

.....
Name of authorised representative (print)

.....
Position of authorised representative (print)

.....
Position of authorised representative (print)

Instructions for Completion

- Insert name of appointing Shareholder Company and the name or position of the appointee corporate representative (eg “John Smith” or “each director of the Company”).
- Execute the Certificate following the procedure required by your Constitution or other constituent documents.
- Print the name and position (eg director) of each authorised company officer who signs this Certificate on behalf of the Company.
- Insert the date of execution where indicated.
- Prior to the Meeting, send or deliver the Certificate to the registered office of Merchant House International Limited at Level 1, 31 Cliff Street, Fremantle, WA, 6160 .

PROXY FORM

**APPOINTMENT OF PROXY
MERCHANT HOUSE INTERNATIONAL LIMITED
ARBN 065 681 138**

GENERAL MEETING

I/We

Address

being a Member of Merchant House International Limited entitled to attend and vote at the Meeting, hereby

Appoint

Name of proxy

OR

the Chair of the General Meeting as your proxy

or failing the person so named or, if no person is named, the Chair of the General Meeting, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws, as the proxy sees fit, at the General Meeting to be held at 10.00 am (AWST) on Friday, 16 October 2020 at Level 1, 31 Cliff St, Fremantle, Perth, Western Australia, and at any adjournment of that meeting.

The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.

Voting on Business of the General Meeting

FOR AGAINST ABSTAIN

Resolution 1 – Appointment of BDO as auditor

☐☐☐

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

If two proxies are being appointed, the proportion of voting rights this proxy represents is: _____%

Signature of Member(s): _____

Date: _____

Individual or Member 1

Sole Director/Company Secretary

Member 2

Director

Member 3

Director/Company Secretary

Contact Name: _____ **Contact Ph (daytime):** _____