



IDM INTERNATIONAL LIMITED
ACN 108 029 198

**NOTICE OF ANNUAL GENERAL MEETING
OF SHAREHOLDERS**

10.00 AM (AWST), TUESDAY 29 APRIL 2025

AT

**LEVEL 1, 33 ORD STREET
WEST PERTH
WESTERN AUSTRALIA 6005**

Please read this document carefully.

You should read this document in its entirety before deciding whether or not to vote for or against any Resolution at the AGM.

If you are unable to attend the Meeting please complete and return your proxy form in accordance with the specified instructions.

Notice is hereby given that the Annual General Meeting of Shareholders of IDM International Limited (ACN 108 029 198) (**Company**) will be held at Level 1, 33 Ord Street, West Perth, Western Australia, at 10.00 am (AWST) on Tuesday 29 April 2025.

AGENDA

ANNUAL ACCOUNTS

To receive and consider the financial report of the Company and the reports of the Directors and the auditor for the financial year ended 31 December 2024.

RESOLUTION 1 – RE-ELECTION OF MR OLIVER CAIRNS

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

“That Mr Oliver Cairns, who retires in accordance with the Company’s Constitution, be re-elected as a Director with effect from the close of the Meeting.”

OTHER BUSINESS

To transact any other business that may be legally brought before the Meeting.

CHAIRMAN AND CHAIRMAN’S VOTING INTENTIONS FOR UNDIRECTED PROXIES

It is proposed that Mr Geoffrey Gilmour will chair the Meeting. It is the Chairman’s intention as Chairman of the Meeting to vote undirected proxies (i.e. open proxies) which he holds as proxy in favour of the Resolution.

PROXIES

If you wish to appoint a person as your proxy, please complete the Proxy Form that has been provided to you (which forms part of this Notice).

In accordance with section 249L(1)(d) of the Corporations Act, Shareholders 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 two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified then in accordance with section 249X(3) of the Corporations Act each proxy may exercise one half of the votes.

The Company specifies the following details for the purposes of receipt of proxy appointments and proxy appointment authorities:

By post:

Automic Group
GPO Box 5193
SYDNEY NSW 2001

By facsimile:

Facsimile number
+61 2 8583 3040

By email:

meetings@automicgroup.com.au

The Proxy Form must be signed and dated by the Shareholder or the Shareholder’s attorney. Joint Shareholders must each sign. The instrument appointing the proxy (and the original or a certified copy of any power of attorney under which the proxy form is executed) must be received by the Company as provided in its Constitution no later than 48 hours prior to the time of the commencement of the Meeting.

CORPORATE REPRESENTATIVE

A body corporate may appoint an individual as its representative to exercise any of the powers the body may exercise at meetings of Shareholders. The appointment may be a standing one. Unless the appointment states otherwise, the representative may exercise all of the powers that the appointing body could exercise at a meeting or in voting on the resolution.

Any corporate Shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter authorising him or her to act as that company's representative.

OTHER

Words which are defined in the Explanatory Memorandum have the same meaning when used in this Notice of Meeting unless the context requires otherwise. For assistance in considering this Notice of Meeting and the Explanatory Memorandum, please refer to the Glossary.

Dated 21 March 2025

By order of the Board

A handwritten signature in black ink, appearing to read 'G. Gilmour', written over a horizontal line.

Geoffrey Gilmour

Director and Company Secretary

GLOSSARY

AGM or **Annual General Meeting** or **Meeting** means the meeting of the Shareholders convened for the purposes of considering the Resolution contained in the Notice.

Annual Report means the Company's Annual Report for the financial year ended 31 December 2024, comprising the financial report, the Directors' report and the Auditor's Report .

Auditor's Report means the auditor's report included in the Annual Report.

Board means the board of Directors of the Company.

Company means IDM International Ltd (ACN 108 029 198).

Constitution means the constitution of the Company.

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

Director means a director of the Company.

Explanatory Memorandum means the explanatory memorandum accompanying the Notice of Meeting.

Notice of Meeting or **Notice** means this Notice of AGM.

Proxy Form means the form of proxy provided in respect of this Notice of Meeting.

Resolution means a resolution proposed to be passed at the Meeting and contained in the Notice.

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

Shareholder means a person entered in the Company's register as a holder of a Share.

EXPLANATORY MEMORANDUM TO SHAREHOLDERS
IDM INTERNATIONAL LIMITED
ACN 108 029 198

This Explanatory Memorandum sets out information about the business to be considered by the Shareholders at the Annual General Meeting.

BUSINESS OF THE MEETING

Annual Report 2024

Section 317 of the Corporations Act requires the Directors to lay before the AGM the financial report, Directors' report (including the Remuneration Report) and the Auditor's Report for the last financial year that ended before the AGM.

Shareholders will be provided with a reasonable opportunity to ask questions or make statements in relation to these reports or the management of the Company but no formal resolution to adopt the reports will be put to Shareholders at the AGM. Shareholders will also be given an opportunity to ask the auditor or the auditor's representative questions relating to 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.

Shareholders may also submit written questions for the auditor if the questions are relevant to the content of the audit report or the conduct of the audit of the Company's financial report for the period ended 31 December 2024.

Relevant written questions for the auditor must be received by the Company no later than the fifth business day before the date of the Meeting.

The following details should be included with written questions:

- the **Shareholder's Name**; and
- either the Shareholder's **Security Reference Number (SRN)** or **Holder Identification Number (HIN)**.

RESOLUTION 1 – RE-ELECTION OF MR OLIVER CAIRNS

In accordance with rule 3.6 of the Constitution, at every annual general meeting one third of the Directors for the time being must retire from office and are eligible for re-election.

In accordance with rule 3.7 of the Constitution, the Directors to retire are those who has been longest in office since their appointment or last re-appointment or, if such Directors have been in office for an equal length of time, by drawing lots or by agreement.

Mr Oliver Cairns is required to retire by rotation at the AGM and, being eligible, offers himself for re-election as a Director.

The Board (except Mr Cairns) unanimously recommends that Shareholders vote in favour of Resolution 1.