



Corporate Governance Plan

16 December 2020

99 Technology Limited
ARBN 164 764 729
(**Company** or **99 Technology**)

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99 Technology Limited

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1 General

The 99 Technology Limited ARBN 164 764 729 (**Company** or **99 Technology**) corporate governance framework has been formulated in light of the corporate governance principles and recommendations released by the ASX Corporate Governance Council, 4th edition (**Principles and Recommendations**). The Company's framework largely complies with these Principles and Recommendations. Consistent with the Company's approach to sound corporate governance, opportunities for improvement are regularly considered.

The Directors are responsible to shareholders for the performance of the Company and their focus is to enhance the interests of shareholders and other key stakeholders and to ensure the Company is properly managed. The main processes that the Directors of the Company use in doing so are set out in this plan.

References in the Policies in this Corporate Governance Plan refer to the Company include references to 99 Technology Limited and all its subsidiaries.

2 Statement of Values

2.1 Core values and commitments

The Company's values form the cornerstone of the standards with which we engage with our customers, shareholders, employees, the community, and other stakeholders. The Company acknowledges that its continued long-term success is dependent on it maintaining the respect, trust, and confidence of its shareholders and the market.

The Company's core values and commitments are:

- (a) *Progressive* – we strive to aspire effectiveness in everything we do both internally and externally. We are committed to continuously improving our operations and business.
- (b) *Cooperation* – we act collaboratively by sharing responsibility to provide the highest quality service.
- (c) *Innovation* – seeking breakthroughs in how we operate our business and creating value for our clients and shareholders.
- (d) *Integrity* – we act honestly and with integrity in all our dealings, both internally and externally. We commit to only dealing with business partners who demonstrate similar ethical and responsible business practices.
- (e) *Respect* – we respect all people, their ideas and cultures and our words and actions must reflect this respect.
- (f) *Safety* – we are committed to providing and maintaining a safe and non-discriminatory working environment to safeguard the health and safety of our employees, consultants, contractors, customers, suppliers and other persons who visit our workplace, or who we work with, as required by law
- (g) *Shareholder Interests* – Dealing fairly, without prejudice and in the best interests of shareholders whilst having regard to other stakeholders.
- (h) *Community Standards* – we act in a manner consistent with reasonable expectations of our investors and the broader community that maintains confidence in our operations as a business

- (i) *Environment* – we are committed to acting responsibly towards the environment.

3 Board Charter

The Board Charter in **Annexure 1** sets out the principles for the operation of the board of directors of the Company (**Board**) and the functions and responsibilities of the Board and management of the Company.

4 Board Committees

4.1 Audit and Risk Management Committee

The Board has established an Audit and Risk Management Committee. This committee will be central to the Company's process to ensure integrity in financial reporting and to ensure the Company address the material risks to its business and reputation. The committee will have at least three members and will adopt its own Charter setting out the roles, responsibilities and objectives of the committee.

The establishment of further Board Committees will be reviewed at the appropriate stages of the Company's development. The external auditors and other officers of the company may attend meetings of the Committee by invitation.

BDO Limited has been appointed as external auditor to the Company on 18 July 2013. The Hong Kong Companies Ordinance prescribes a limited term for eligibility of persons playing a significant role in the audit of a listed company. The Audit and Risk Management Committee is responsible for the selection and recommendation of the company's external auditor. The audit committee has recommended the external audit service be put to tender on a tri-annual basis. Further that in the event the external auditor is retained post three years that the engagement partner be rotated on a five year basis.

The external auditors have direct access to the Chairman of the Audit Committee and where necessary, the Chairman of the Board. The Audit Committee meets with the external auditors without management present on an as required basis, but at least once a year. The external auditor attends the Annual General Meeting and is available to answer questions from shareholders.

The Audit and Risk Management Committee Charter is provided in **Annexure 4**.

4.2 Nomination and Remuneration Committee

Principle and Recommendation 2.1 recommends the Board should establish a nomination committee. Principle and Recommendation 8.1 recommends the Board should establish a remuneration committee.

The Board has established a Nomination and Remuneration Committee. The committee will have at least three members and will adopt its own Charter setting out the roles, responsibilities and objectives of the committee.

The role of the Nomination and Remuneration Committee relates to the appointment and remuneration of the non-executive directors, Managing Director, Company Secretary, CFO (or equivalent), and other senior executives and employees of 99 Technology.

The Nomination and Remuneration Committee Charter is provided in **Annexure 5**.

5 Risk Management

Principle and Recommendation 7.1 recommends that the Board should establish a risk management committee.

The Company has a risk management program that is reviewed by the Audit and Risk Committee and approved by the Board. The program is designed to ensure risks (strategic, operational, legal, reputational and financial) are identified, assessed, addressed and monitored to enable the Company to achieve its business objectives.

The Company's risk management program is managed by the Audit and Risk Management Committee. The Board receives regular monthly reports on progress in addressing the risks. The Audit and Risk Committee has the right to appoint external professional advisers to carry out regular investigations into control mechanisms and report their findings, including recommendations for improvement to controls, processes and procedures, to the Audit and Risk Committee.

The Audit and Risk Management Committee Charter is provided in **Annexure 4**.

6 Code of Conduct

The Code of Conduct applies to all Directors as well as all officers, employees, contractors, consultants, other persons that act on behalf of the Company, and associates of the Company.

Among other matters, the Code of Conduct sets out how related party transactions are to be managed, including requiring that all related party transactions be:

- (a) notified to the Company Secretary prior to their execution;
- (b) on arm's length terms; and
- (c) approved by the Board.

Related party transactions not on arm's length terms must be approved by the Company's shareholders unless another exception in the Hong Kong Companies Ordinance or any other applicable law applies. The Code of Conduct sets out the process for referring proposed related party transactions.

The Code of Conduct notes that compliance with the code will be monitored and any known or suspected breaches will be investigated. If a breach is found to have occurred, legal or disciplinary action may be taken.

The Company's Code of Conduct is provided in **Annexure 2**.

7 Dealings in 99 Technology Securities by Directors and Employees

Directors and officers are subject to the provisions of the Corporations Act relating to conduct by a person in possession of inside information. A person possesses inside information, if they know, or ought to reasonably know, that if the information were generally available, a reasonable person would expect it to have a material effect on the price or value of the Company's securities.

Directors and officers in possession of inside information are prohibited from trading in the Company's securities.

The Board is responsible for ensuring that management put in place an education program that makes all employees aware of their legal obligations with respect to insider trading.

The Company's Share Trading Policy is provided in **Annexure 3**.

8 Continuous Disclosure and Shareholder Communication

The Company Secretary is responsible for communication with the Australian Securities Exchange (**ASX**). This includes ensuring compliance with the continuous disclosure obligations in line with Chapter 3 of the Listing Rules and overseeing information disclosure to analysts, brokers, shareholders, the media and general public.

The Company's Continuous Disclosure Policy and Communications Strategy is provided in **Annexure 6**.

9 Diversity Policy

The Diversity Policy applies to the Board, as well as senior management, employees and contractors of the Company. The Board believes that the Company is not currently of a relevant size to justify the establishment of specific targets relating to gender diversity in the Company. However, The Company is committed to promoting diversity within the Company and recognises the value of diversity in achieving the Company's corporate objectives and maximising value to shareholders. As such, the Board will periodically review the need for specific and measurable targets.

The Diversity Policy sets out the objectives of the Company in relation to diversity and notes that the Board is responsible for designing and overseeing the implementation of the policy, with employees being required to act in a manner that supports diversity within the workplace and promotes the objectives of the policy.

The policy also deals specifically with gender diversity and non-inclusive or discriminatory behaviour.

The Company's Diversity Policy is provided in **Annexure 7**.

10 Whistleblower Policy

The Whistleblower Policy encourages employees to raise any concerns and report instances of illegal, unacceptable, or undesirable conduct within the Company.

The policy deals with (among other things):

- how employees can make reports about any of the above behaviours anonymously and/or confidentially, securely, and outside of business hours;
- the procedures following disclosure by an employee;
- how investigations will be conducted by the Company;
- reporting of the outcome of the investigation; and
- communications to whistleblowers.

The Company's Whistleblower Policy is provided in **Annexure 8**.

11 Anti-Bribery and Corruption Policy

The Anti-Bribery and Corruption Policy sets out the Company's stance in relation to bribes, corruption, or other improper payments or benefits received or given by the Company and its personnel and the damage to the Company's reputation and good standing in the community.

The policy provides a framework under which gifts or benefits over RMB 1,000 are either to be rejected by the receipt or recorded in the Company's gift and entertainment register that is maintained by the CFO.

The Company's Anti-Bribery and Corruption Policy is provided in **Annexure 9**.

12 Publication

A copy of this Corporate Governance Plan is available on the Company's website.

Annexure 1

The Board Function and Board Charter

Adopted by Board on 16 December 2020

1 Introduction

This Charter summarises the role and responsibility of the Board. The purpose of this charter is to specify how the Company is governed so as to promote the Company and protect the interests of shareholders. The roles and responsibilities of the Board will evolve as the Company moves forward. The Board Charter broadly addresses each of the Principles and Recommendations.

2 Definitions

General terms and abbreviations used in this Charter have the following meaning set out below.

ASX	ASX Limited or the securities exchange it operates (the Australian Stock Exchange), as appropriate
Board	the board of directors of 99 Technology
CEO	Chief Executive Officer or General Manager (as applicable), who may also be the Managing Director
CFO	Chief Financial Officer (where appointed)
Chairman	chairman of the Board
Charter	this Board Charter
CHESS Depository Interests	instruments traded on the ASX that allows non-Australian companies to list their shares on the exchange and use the exchange's settlement systems
Company Secretary	the Company Secretary of 99 Technology
Constitution	the Company's constitution
Corporations Act	the <i>Corporations Act 2001</i> (Cth)
Directors	directors of 99 Technology
99 Technology or the Company	99 Technology Limited ARBN 164 764 729
Officer	a senior executive of 99 Technology
Principles and Recommendations	the Corporate Governance Principles and Recommendations published by the ASX Corporate Governance Council, as amended or replaced from time to time

3 Role

The Board is accountable to shareholders for the performance of the Company. It oversees the activities and performance of management and provides an independent and objective view to the Company's decisions. The Board also ensures that the activities of the Company comply with its

Constitution, from which the Board derives its authority to act, and with legal and regulatory requirements.

4 Responsibilities

The Board is responsible for the governance of the Company. This charter sets out the role and responsibilities of the Board, which responsibilities are delegated to committees of the Board or to management, as well as the membership and the operation of the Board.

4.1 General Responsibilities

The general responsibilities of the Board are:

- (a) protection and enhancement of shareholder value;
- (b) formulation, review and approval of the objectives and strategic direction of the Company;
- (c) approving the Company's Code of Conduct and the Statement of Values as contained in the Code of Conduct to underpin the desired culture within the Company;
- (d) defining the Company's purpose and setting its strategic objectives and overseeing management in its implementation of its strategic objectives and values;
- (e) demonstrating leadership and ensuring there is an effective corporate governance structure and practice in place and monitoring its effectiveness;
- (f) monitoring the financial performance of the Company by reviewing and approving budgets and monitoring results';
- (g) approving all significant business transactions including acquisitions, divestments and capital expenditure;
- (h) evaluation of potential business development opportunities;
- (i) ensuring that adequate internal control systems and procedures exist and that compliance with these systems and procedures is maintained;
- (j) the identification of significant business risks and ensuring that such risks are adequately managed;
- (k) satisfying itself that there an appropriate risk management framework (for both financial and non-financial risks) and setting the risk appetite within which the Board expects management to operate; reviewing the risk management framework annually to satisfy itself that the Company is operating with due regard to the risk appetite set by the Board.;
- (l) appointing the chairperson (and potentially any deputy chairperson);
- (m) appointing and, when necessary, replacing the chief executive officer CEO;
- (n) approving the appointment, and when necessary, replacement of other senior executives and the company secretary;
- (o) the review of performance and remuneration of executive directors and staff;
- (p) satisfying itself that the Company's remuneration policies are aligned with the Company's purpose, values, strategic objectives and risk appetite;
- (q) whenever required, challenging management and holding it to account;
- (r) regularly reviewing its skills matrix to ensure that it covers the skills needed to address existing and emerging business and governance issues relevant to the Company;

- (s) ensuring that the Company's remuneration policies are aligned with the Company's purpose, values, strategic objectives and risk appetite;
- (t) ensuring the integrity in financial reporting (please refer to board committees section below);
- (u) Approving and ensuring the Company's Code of Conduct (Annexure 2) and other policies are adhered to, to promote ethical and responsible decision making;
- (v) ensuring that an appropriate Share Trading Policy is in place regarding trading of the Company's shares/CHESS Depository Interests by employees and directors of the Company (Annexure 3);
- (w) ensuring that an appropriate policy is in place regarding the recognition and management of the Risks facing the Company (Annexure 4);
- (x) responding to whistleblower complaints;
- (y) responding to notices of bribery or corruption;
- (z) detecting and preventing bribery or corruption within the Company;
- (aa) ensuring that appropriate policies and procedures are in place to ensure compliance with applicable laws.

4.2 **Specific Responsibilities**

The specific roles of the Board and the Chairman are as follows:

- (a) monitor all aspects of the company's performance, ensuring that this performance is in shareholder's interests and is meeting agreed goals and objectives;
- (b) improve the performance of the company through strategy formulation and policy making.

4.3 **Annual responsibilities**

- (a) Setting and reviewing the Company:
 - (i) vision and mission;
 - (ii) goals (short, medium and long term);
 - (iii) strategy.
- (b) approving the annual strategic plan and major operating plans;
- (c) approving the annual budget;
- (d) reviewing and providing feedback on the performance of the CEO;
- (e) reviewing the performance of the Nomination and Remuneration Committee;
- (f) reviewing the reports prepared by the Nomination and Remuneration Committee in relation to the performance of the Board and individual Directors;
- (g) approving the Annual Report;
- (h) approving the notice of AGM;
- (i) reviewing/approving:
 - (i) the documents that must be lodged with ASIC under section 601CK of the Corporations Act. These include:

- (A) a copy of 99 Technology's balance sheet;
- (B) a copy of 99 Technology's profit and loss statement ;
- (C) a copy of cash flow statement; and
- (D) ASIC form 405,

all made up to the end of the last financial year and in such form and containing such particulars and including copies of such documents as 99 Technology is required to prepare by the law of Hong Kong,

(Annual Accounts)

- (ii) the information set out in ASX Listing Rules Appendix 4G (Corporate Governance Council Principles and Recommendations) (ASX Listing Rules Appendix 4G);
- (ii) The Annual Report required under Hong Kong Law (which may or may not include the Corporate Governance Statement. Must include the information specified under ASX Listing Ruler 4.10) **(Annual Report)**;
- (iii) prior to approving the Annual Accounts, the Board must ensure that it receives from the CEO and CFO a declaration that, in their opinion:
 - (A) the Annual Accounts have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the Company; and
 - (B) that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.

Preparation in accordance with International Accounting Standards or Hong Kong Accounting Standards is acceptable.

- (j) Ensuring the following is lodged with the ASX:
 - (A) no later than 2 months after the end of the accounting period:
 - (l) ASX Listing Rules Appendix 4E.
 - (B) no later than 3 months after the end of the accounting period:
 - (l) The Annual Accounts with the ASX.
 - (C) On the day it is sent to shareholders:
 - (l) The Annual Report (if required to be prepared under Hong Kong law) as sent to shareholders.
 - (D) all the documentation to be lodged with ASIC no later than 3 months after the end of the accounting period.
- (k) Ensuring the following is lodged with the ASIC at least once every calendar year (no later than 3 months after the end of the accounting period) and at intervals of not more than 15 months
 - (i) a copy of 99 Technology's balance sheet;
 - (ii) a copy of 99 Technology's profit and loss statement ; and
 - (iii) a copy of cash flow statement;

- (iv) a Form 405 Statement to verify financial statements of a foreign company, all made up to the end of the last financial year and in such form and containing such particulars and including copies of such documents as 99 Technology is required to prepare by the law of Hong Kong; and
- (v) any other documents the company is required to prepare by the law that applies in Hong Kong.

4.4 Half-year responsibilities

- (a) Reviewing/approving:
 - (i) the half-year accounts (audited), information or documentation prepared under Hong Kong law which are equivalent to those that must be lodged with ASIC under section 320 of the Corporations Act and any other information or documentation that would be required under section 320. These include:
 - (A) financial report;
 - (B) directors report;
 - (C) audit report, (**Half Year Accounts**).
 - (ii) the information set out in ASX Listing Rules Appendix 4D in accordance with the relevant accounting standards (**ASX Listing Rules Appendix 4D**).

Preparation in accordance with International Accounting Standards or Hong Kong Accounting Standards is acceptable.
 - (iii) prior to approving the Half Year Accounts, the Board must ensure that it receives from the CEO and CFO a declaration that, in their opinion:
 - (C) the Half Year Accounts have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the Company; and
 - (D) that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.
- (b) ensuring the following is lodged with the ASX no later than 2 months after the end of the accounting period:
 - (i) The Half Year Accounts with the ASX; and
 - (ii) ASX Listing Rules Appendix 4D.

4.5 Quarterly responsibilities

So long as required by the ASX:

- (a) reviewing/approving the information set out in ASX Listing Rules Appendix 4C in accordance with the relevant accounting standards (**ASX Listing Rules Appendix 4C**); and
- (b) ensuring the ASX Listing Rules Appendix 4C is lodged with the ASX no later than 1 month after the end of the accounting period.

4.6 Monthly responsibilities

- (a) Reviewing performance of the company in meeting objectives, including presentations on key areas for success, as determined by the Board.
- (b) consider reports and recommendations from committees.

4.7 Ad-Hoc responsibilities

- (a) Determine all policies governing the Company and ensuring that adequate procedures are in place to manage the identified risks;
- (b) appointing and approving the terms and conditions of appointment of the CEO/MD and CFO (or equivalent);
- (c) approving the terms and conditions of appointment of all other persons reporting to the CEO;
- (d) Approving (or delegating to the Nomination and Remuneration Committee) the appointment and, when necessary, replacement of senior executives and Board members and ensuring appropriate check as to the candidate's character, experience, education, criminal record, and bankruptcy history have been completed prior to their appointment;
- (e) establish and determine powers and functions of committees and reviewing those powers and functions every 2 years or as circumstances demand;
- (f) approving:
 - (i) capital expenditures in excess of RMB 500,000;
 - (ii) operational expenditure outside the budget in excess of RMB 500,000;
 - (iii) mergers, acquisitions and disposals of businesses;
 - (iv) all property acquisitions and disposals;
 - (v) leases, in excess of two year/s term;
 - (vi) sale/licensing of trade marks, patents; and
 - (vii) borrowings in excess of RMB 1,000,000.

ensuring procedures are in place so that the share market is promptly and adequately informed of all material matters.

- (g) decisions on the following matters in relation to the Board:
 - (i) the appropriate size, composition and terms and conditions of appointment to and retirement from the board. For the level of remuneration for non- executive directors, the board will have regard to practices of other public companies, external professional advice, if considered necessary, and the aggregate amount of fees approved by shareholders;
 - (ii) the appropriate criteria for board membership;
 - (iii) reviewing the membership of the board and, when necessary, considering candidates for appointment to the board;
 - (iv) monitoring board members and senior executives to ensure no transactions in associated products are entered into which limit the economic risk of participating in unvested entitlements under any equity-based remuneration schemes.

5 Role of the Chairman

5.1 Vision/mission statement/strategy

- (a) Formulate with the Board the vision, mission statement and strategy, and initiate reviews, as appropriate. Lead the Board in reviewing and discussing Board matters;
- (b) formulate with the Board the vision, mission statement and strategy, and initiate reviews, as appropriate;
- (c) develop actions with the management team to achieve the vision and implement the strategy;
- (d) report to the Board regularly on the Company's progress against the vision and strategy;
- (e) ensure the Board shows leadership in setting, reviewing and achieving the vision and strategy of the Company
- (f) promote constructive and respectful relations between Board members and between the Board and management;
- (g) ensure that independent directors meet separately on a regular basis to consider, among other things, senior executive performance;
- (h) regularly reviewing its skills matrix to ensure that it covers the skills needed to address existing and emerging business and governance issues relevant to the Company;
- (i) ensure that any Board members who do not speak English are provided:
 - (i) with translated versions of any English Board documents in a timely manner; and
 - (ii) with a translator at any Shareholder meetings that are in English,
 to allow them to contribute and understand the discussions in order to discharge their obligations in relation to those documents; and
- (j) oversee that membership of the Board is skilled and appropriate for the Company's needs.

5.2 Board meetings

- (a) agree the agenda in consultation with the Company Secretary to ensure appropriate time is allowed for discussion on both strategic issues, operational issues and compliance issues;
- (b) ensure the Board receive all necessary information to enable effective decision making;
- (c) chair Board meetings and ensure that they are validly convened, a quorum is present, all Directors have a fair opportunity to participate, the minutes are signed confirming their correctness and the meeting is declared closed;
- (d) deal with any conflicts that arise, address differences of opinion and ensure contrary votes are recorded, if so required; and
- (e) ensure Directors with material personal interests in a matter leave the meeting while the matter is discussed, unless a resolution has been passed by the non-interested Directors allowing the interested Director to remain in the meeting and participate in discussions and/or vote on the matter.

5.3 Annual general meetings

- (a) chair the meeting and ensure that the shareholders as a whole have an opportunity to speak on matters relevant to the management of the company; and

- (b) ensure the audit partner is present at the AGM and available to answer questions in accordance with the Corporations Act and the Hong Kong Companies Ordinance.

5.4 **Committee meetings**

Attend committee meetings in accordance with membership of such committees.

5.5 **External contact**

Be spokesperson in respect of the performance and profit figures and any board-related matters, if appropriate.

5.6 **Board**

- (a) oversee the process of Board, committee and Director performance appraisal to be conducted by the Nomination and Remuneration Committee;
- (b) ensure the agreed composition of the Board is maintained or initiate action;
- (c) ensure the efficient organisation and conduct of the Board's function;
- (d) ensure that membership of the Board is skilled and appropriate for the Company's needs; Ensure Directors are informed of significant changes to the company's business environment and relevant changes to legislation;
- (e) Ensure new Directors are properly inducted.

5.7 **Company Secretary**

Overseeing the role of the company secretary, including, reviewing corporate governance matters with the company secretary and reporting on those matters to the Board.

5.8 **Other**

Carry out other duties as requested by the Board from time to time.

5.9 **Vision/mission statement/strategy**

Formulate with the Board the vision, mission statement, Statement of Values as contained in the Code of Conduct and strategy, and initiate reviews, as appropriate to:

- (a) develop actions with the management team to achieve the vision and implement the strategy
- (b) report to the Board regularly on the company's progress against the vision and strategy.

6 Role of the CEO

6.1 **Management team and employees**

- (a) Negotiate terms and conditions of appointment of senior executives for approval, where necessary, by the Board;
- (b) develop succession plan and senior executives' development programs;
- (c) evaluate the performance of senior executives (or delegate to the Nomination and Remuneration Committee) annually and disclose in the Annual Report whether the evaluation has been performed;
- (d) approve general conditions of employment of all other Employees

- (e) provide strong leadership to the management team and ensure all employees understand the vision and strategy and their part in its achievement
- (f) ensure procedures and training are in place to provide a safe work environment; and
- (g) ensure employees are educated on legal requirements and company policies such that compliance is the culture and a high level of ethical behaviour is expected.

6.2 Board

- (a) Ensure all matters requiring review or approval by the Board are brought to the Board with adequate information and time to allow proper consideration of such matters
- (b) advise the Board of any significant change in the risk profile of the company together with actions taken or proposed, in a timely manner
- (c) provide, with the CFO (or equivalent), certification to the Board on the fairness of the financial statements annually and half-yearly and the adequacy of the policies and procedures in place as regards management of risk, and internal controls
- (d) report to the Board on a monthly basis the performance of the business against budgets and the projected performance against the budget going forward.
- (e) ensure all presentations on matters agreed with the Board are made on a timely and in an informative manner; and
- (f) ensure Directors are continually educated on the business of the company, the environments in which it operates changes in legal obligations and developments in corporate governance best practice.

6.3 External Stakeholders

Liaise with all relevant stakeholders from time to time.

6.4 Delegated authority

The following delegated authority as approved by the Board:

- (a) capital expenditure RMB 500,000
- (b) operational expenditure outside of budget RMB 500,000
- (c) leases - period of 2 years or less
- (d) sale of assets – value and proceeds RMB 500,000; and
- (e) appointment and termination of employees.

6.5 Management

All other matters necessary for the day-to-day management of the company.

7 Role of the Company Secretary

The company secretary acts as secretary of the Board, attending all meetings of the Board as required. The company secretary is accountable directly to the Board, through the chairperson on all matters to do with the proper functioning of the Board. The company secretary is responsible for:

- (a) advising the Board and its committees on governance matters;
- (b) monitoring that Board and committee policy and procedures are followed;

- (c) co-ordinating the timely completion and despatch of Board and committee papers;
- (d) ensuring that the business at Board and committee meetings is accurately captured in the minutes; and
- (e) helping to organise and facilitate the induction and professional development of directors and the Company Secretary.

8 Board Composition

The Company's Constitution requires that the minimum number of Directors is 2.

If 99 Technology's activities change in size, nature and scope, the size of the Board and the optimum number of Directors required for the Board to properly perform its responsibilities and functions will be reviewed and, if appropriate, changed accordingly.

The Board requires Directors to, collectively, have a broad range of technical and commercial expertise and experience, particularly in a field which is complementary to the Company's activities and strategy, or with appropriate professional qualifications, and are able to bring value to the Board's deliberations.

The Board maintains a Board Skills Matrix setting out the mix of skills and diversity that the Board currently has or is looking to achieve in its composition. Board Skills Matrix is appended to this Board Charter.

Directors are subject to retirement by rotation and election by shareholders at a general meeting. No Director may remain on the Board for more than three years without re-election. Where a Director is appointed during the year that Director will hold office until the next Annual General Meeting and then be eligible for re-election.

9 Board Nominations

The directors will determine the size of the Board, subject to the Company's Constitution, which provides that there can be no less than two directors. The number of directors and the composition of the Board must at all times reflect the requirements of the Hong Kong Companies Ordinance and be appropriate to the Company to achieve efficient decision making and adequately discharge its responsibilities and duties.

The Company will seek to have directors with an appropriate range of skills, experience and expertise and an understanding of and competence to deal with current and emerging issues of the business.

The Company will disclose the length of service of each Director and names of independent directors in its Annual Report.

10 Appointment and re-election of Directors

Subject to the number of Directors allowed under the Constitution, a director may be appointed by an ordinary resolution of the Company in a general meeting. Where a director's position becomes vacant in between such elections, the Board will appoint a replacement director. Such a replacement director will only hold office until the next annual general meeting of the Company.

Prior to appointing a Director or putting forward a candidate for election as a Director, the Board must:

- (a) undertake appropriate checks, including checks as to the candidate's character, experience, education, criminal record and bankruptcy history prior to being appointed; and

- (b) provide shareholders with all material information in the Board's possession relevant to a decision on whether or not to elect or re-elect a Director.

Executive directors will be personally engaged by a service contract setting out the terms and conditions of their appointment. Non-executive directors will also be personally engaged by a letter of appointment setting out the terms and conditions of their appointment. The terms and conditions of the appointment and retirement of members of the Board will be set out in the service contract or letter of appointment, which shall include the following matters:

- (a) the term of the appointment, subject to member approval;
- (b) time commitments envisaged;
- (c) the powers and duties of Directors;
- (d) any special duties or arrangements attaching to the position;
- (e) circumstances in which an office of director becomes vacant;
- (f) expectations regarding involvement with committee work;
- (g) remuneration and expenses;
- (h) superannuation arrangements;
- (i) the requirement to disclose Directors' interests and any matters which affect the director's independence;
- (j) the requirement to comply with key corporate policies, including the Company's code of conduct, the anti-bribery and corruption policy and the trading policy.
- (k) fellow Directors;
- (l) trading policy governing dealings in securities (including any share qualifications) and related financial instruments by directors, including notification requirements;
- (m) induction, training and continuous education arrangements;
- (n) access to independent professional advice;
- (o) indemnity and insurance arrangements;
- (p) confidentiality and rights of access to corporate information; and
- (q) a copy of the Constitution.

The Company must have a written agreement with each Director and senior executives which outlines the terms of their appointment.

Directors will be expected to participate in induction or orientation programs on appointment, and any continuing education or training arranged for them. The Company will periodically review whether there is a need for existing directors to undertake professional development to maintain the skills and knowledge required for their role as directors effectively.

Directors must retire from office in accordance with the Constitution. Retiring directors may be eligible for re-election. Before each annual general meeting, Nomination and Remuneration Committee will assess the performance of any director standing for re-election and the Board will determine their recommendation to shareholders on the re-election of the director (in the absence of the director involved). The Board (excluding the chairperson), will conduct the review of the chairperson.

11 Board processes and evaluation of performance

The Board currently schedules a minimum of 4 meetings per year. In addition, the Board meets whenever necessary to deal with specific matters needing attention between the scheduled meetings. Extraordinary meetings take place at such other times as may be necessary to address any specific significant matters that may arise.

The agenda for meetings is prepared by the Company Secretary in conjunction with the Chairman, with periodic input from the Board. Board papers are distributed to directors in advance of scheduled meetings.

Each member of the Board is committed to spending sufficient time to enable them to carry out their duties as a Director.

It is recognised and accepted that Board members may also concurrently serve on other boards, either in an executive or non-executive capacity.

Due to the current size of the Company and its level of activity, the Nomination and Remuneration Committee is responsible for the evaluation of the Board's performance and the performance of individual Directors. This internal review is to be conducted on an annual basis and if deemed necessary this internal review will be facilitated by an independent third party. The Company will disclose in its Annual Report whether the evaluation has been undertaken in accordance with the process.

12 Independence of Board Members

All directors - whether independent or not - should bring an independent judgement to bear on all Board decisions.

A director is considered independent by the Company if the director is free of any interest, position, association or relationship that might influence, or be reasonably perceived to influence, in a material respect his or her capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the Company and its security holders generally.

12.1 Assessing the independence of directors - The ASX guidelines

A director who:

- (a) is, or has been, employed in an executive capacity by the Company, or another group member and there has not been a period of at least three years between ceasing that employment and serving on the Board;
- (b) receives performance-based remuneration (including options or performance rights) from, or participates in an employee incentive scheme of, the Company;
- (c) is, or has within the last three years been, a partner, Director or senior employee of a provider of material professional services to the listed entity or any of its child entities;
- (d) is, or has been within the last three years, in a material business relationship (e.g. as a supplier, professional adviser, consultant, or customer) with the listed entity or any of its child entities, or an officer of, or otherwise associated with, someone with such a relationship;
- (e) is, represents, or is or has been within the last three years an officer or employee of, or professional adviser to, a substantial holder;
- (f) is a substantial security holder of the listed entity or an officer of, or otherwise associated with, a substantial security holder of the entity;

- (g) has a material contractual relationship with the listed entity or its child entities other than as a Director;
- (h) has close personal ties with any person who falls within any of the categories described above; or
- (i) has been a Director of the Company for such a period that their independence from management and substantial holders may have been compromised,

will not be independent, unless the Board is satisfied on reasonable grounds that the director is independent despite the existence of one or more of these circumstances. In each such case, the materiality of the interest, position, association or relationship needs will be assessed by the Board in order to determine whether it might interfere, or might reasonably be seen to interfere, with the director's capacity to bring an independent judgement to bear on issues before the Board and to act in the best interests of the Company and its security holders generally.

The Board will regularly assess the independence of each director in light of the interests disclosed by them. That assessment will be made at least annually at, or around the time, that the Board considers candidates for election to the Board. Each independent director must provide the Board with all relevant information for this. The outcome of this assessment will be reflected in the corporate governance section of the Annual Report.

12.2 Annual Report Disclosure

The Board may decide that it considers a director to be independent, notwithstanding the existence of relationships listed above. If the Board does so decide, it will state its reasons in the Annual Report for making such a decision.

If the independent status of a Director is lost, this will be disclosed to the market immediately. The Board must ensure that each Annual Report of the Company discloses:

- (a) in the corporate governance section, the names of the Directors who are considered by the Board to be independent;
- (b) the reasons for considering a Director to be independent;
- (c) the reasons for considering a Director to be independent despite the existence of the relationships set out above; and
- (d) the length of service of each Director.

13 Independent Professional Advice

Directors have the right of access to Company employees, advisers and records. In relation to their duties and responsibilities, Directors have the right to seek independent professional advice at the Company's expense provided that before the advice is obtained, the Director discusses the requirement for the advice with the Chairman. Any advice so received must be made available to all other directors.

Where the Chairman wishes to seek independent advice, she or he must make a formal request to the Board. Any advice so received must be made available to all other directors. The Company has entered into Confidentiality, Indemnity, Insurance and Access Deeds with each Director giving them a right of access to all documents that were presented to meetings of the Board or to any committee of the Board or otherwise made available to the director whilst in office. This right continues for a term of seven years after ceasing to be a director or such longer period as is necessary to determine relevant legal proceedings that commenced during that term.

14 Remuneration of non-executive Directors

The fees and emoluments paid to Directors will be set by the Nomination and Remuneration Committee and approved in advance by shareholders.

The maximum aggregate remuneration of Non-Executive Directors is RMB 1,200,000 per annum.

14.1 Access to Company information and confidentiality

All Directors have the right of access to all relevant Company books. In accordance with legal requirements and agreed ethical standards, Directors and senior executives of 99 Technology have agreed to keep confidential information received in the course of the exercise of their duties and will not disclose non-public information except where disclosure is authorised or legally mandated.

14.2 Operation of the Board

The Board operates as a whole in dealing with the affairs of the Company. It meets formally periodically to review the Company's performance, to receive reports and act on any recommendations from its senior executives. Other Board meetings are held when necessary to deal with other matters that may arise.

The Board papers, which include comprehensive reports on the operational and financial performance of the Company, are circulated in advance of meetings.

The Board has established the following committees:

- Audit & Risk Management Committee; and
- Nomination and Remuneration Committee.

14.3 Establishing policies

The Board (or appropriate Board committee) is responsible for establishing policies relating to the following matters:

- (a) Code of Conduct;
- (b) Share Trading Policy;
- (c) Nomination and Remuneration Charter;
- (d) Audit and Risk Management Committee Charter;
- (e) Continuous Disclosure and Communications Policy;
- (f) Whistleblower Policy;
- (g) Anti-Corruption and Bribery Policy; and
- (h) Diversity Policy.

The Board will review each of these policies at least annually.

15 Review and Publication of Charter

The Board is responsible for reviewing this charter annually and the division of functions and responsibilities in the Company to determine its appropriateness to the needs of the Company from time to time. The charter may be amended by resolution of the Board.

The charter is available on the Company's website. Key features are published in:

- (a) either the Annual Report or on the Company's website; and
- (b) in the Appendix 4G to be lodged with the ASX at the same time as lodgement of the Annual Report.

Board Skills Matrix

Skills and Experience of Board of Directors of 99 Technology Limited (out of 6 Directors)

Skill	Ross Benson	Amalisia Zhang	Tao Wen	Chris Ryan	Haoming Yu	Simon Woodfull
Leadership and Management						
Executive management	X	X	X	X	X	x
Corporate Governance	X	X	X	X	X	x
Strategy	X	X	X	X	X	x
Policy Development	X	X	X	X	X	x
Corporate						
Business Operation	X	X	X		X	x
Legal						
Investor Relation	X	X		X	X	x
Marketing	X	X			X	x
International Operation Management	X	X	X	X	X	x
Capital Market						
Capital Raising	X	X		X	X	x
Capital Management	X	X		X	X	x
Corporate Actions	X	X		X	X	x
Finance and Risk						
Risk Management and Compliance	X	X	X	X	X	x
Financial	X	X		X	X	x
Sector Experience						
Research and Development	X	X	X			x
Information Technology		X	X			x

Executive management – Experience in evaluating performance of senior management, and oversee strategic human capital planning. Experience in industrial relations and organizational change management programmes

Corporate Governance – Experience in implementing and continuous developing corporate governance best practices.

Strategy – Ability to identify and critically assess strategic opportunities and threats to the organization. Develop strategies in context to our policies and business objectives.

Policy Development – Ability to identify key issues for the organisation and develop appropriate policy parameters within which the organization should operate.

Business Operation – Experience in activities involved in day to day functions of the business and administration of business practices to create the highest level of efficiency possible within the organisation.

Investor Relation – Experience in strategic management of integrating finance, communication, marketing and securities law compliance to enable the most effective two-way communication between a company, the financial community and other constituencies, which ultimately contributes to a company's securities achieving fair valuation.

Marketing - Experience in marketing and promotion of products and services to third party stakeholders.

International Operation Management - Experience in the setup and management of business units and operations located internationally in more than one country.

Capital Raising – Experience in obtaining capital from investors or venture capital sources including IPO and share placement etc.

Capital Management – Experience in short term financial decisions and maintaining sufficient working capital for the company to meet its expense and obligations while also maintaining sufficient cash flow.

Corporate Actions – Experience in activities relating to dividend distribution, stock splits, mergers and acquisitions, right issue that brings material change to a company and affects its stakeholders.

Risk Management and Compliance – Experience in identifying, assessing, controlling, avoiding or minimizing of potential, unacceptable risk and taking precautionary steps to reduce or curb the risk.

Annexure 2

Code of Conduct

Adopted by Board on 16 December 2020

1 Introduction

1.1 Purpose of this Code

The Company is committed to and strives to act honestly and with integrity in all its dealings. This Code sets out the values, commitments, ethical standards and policies of the Company and outlines the standards of conduct expected of our business and people, taking into account the Company's legal and other obligations to its stakeholders.

The Board has endorsed this Code. The Board and management believe that the Company's commitment to this Code will maintain the confidence of the Company's key stakeholders in the Company's integrity.

1.2 Application of this Code

This Code applies to all directors of the Board, as well as all senior executives, officers, employees, contractors, consultants, other persons that act on behalf of the Company, and associates of the Company.

You are expected at all times to act ethically and responsibly, consistent with the values, commitments and ethical standards as set out in this Code of conduct. This Code operates in conjunction with the Company's policies and procedures relating to you.

It is essential that each of you are familiar with this Code, which is available on the Company's website. Naturally, this Code cannot cover every circumstance that you may face nor can it address every law, regulation or company policy that may apply to you. You are encouraged to obtain copies of the policies, standards and procedures relevant to your work. If you have any questions about your obligations or about the Company's expectations, please speak with your manager or the company secretary.

2 Definitions

General terms and abbreviations used in this Charter have the following meaning set out below.

Board	the board of directors of 99 Technology
Chairman	Chairman of the Board
CEO	Chief Executive Officer or General Manager (as applicable), who may also be the Managing Director
Code	this Code of Conduct
Company Secretary	the Company Secretary of the Company
Corporations Act	the <i>Corporations Act 2001</i> (Cth)
Directors	directors of 99 Technology
99 Technology or the Company	99 Technology Limited ARBN 164 764 729
Officer	a senior executive of 99 Technology
Employee	reference to a Employee include the companies or trusts

substantially owned or controlled by the Employee or direct relatives, executive directors and, where the context permits, non-executive directors, managers and all other staff engaged either on a contract of employment or a salaried basis.

Hong Kong Companies Ordinance

the Companies Ordinance (Chapter 622 of the Laws of Hong Kong), as amended or supplemented from time to time

Other Persons

contractors, consultants, or other persons that act on behalf of the Company

You

any person to whom this Code applies to.

3 Statement of Values

3.1 Core values and commitments

The Company's values form the cornerstone of the standards with which we engage with our customers, shareholders, employees, the community, and other stakeholders. The Company acknowledges that its continued long-term success is dependent on it maintaining the respect, trust, and confidence of its shareholders and the market.

The Company's core values and commitments are:

- (a) *Progressive* – we strive to aspire effectiveness in everything we do both internally and externally. We are committed to continuously improving our operations and business.
- (b) *Cooperation* – we act collaboratively by sharing responsibility to provide the highest quality service.
- (c) *Innovation* – seeking breakthroughs in how we operate our business and creating value for our clients and shareholders.
- (a) *Integrity* – we act honestly and with integrity in all our dealings, both internally and externally. We commit to only dealing with business partners who demonstrate similar ethical and responsible business practices.
- (b) *Respect* – we respect all people, their ideas and cultures and our words and actions must reflect this respect.
- (c) *Safety* – we are committed to providing and maintaining a safe and non-discriminatory working environment to safeguard the health and safety of our employees, consultants, contractors, customers, suppliers and other persons who visit our workplace, or who we work with, as required by law.
- (d) *Shareholder Interests* – Dealing fairly, without prejudice and in the best interests of shareholders whilst having regard to other stakeholders.
- (e) *Community Standards* – we act in a manner consistent with reasonable expectations of our investors and the broader community that maintains confidence in our operations as a business.
- (f) *Environment* – we are committed to acting responsibly towards the environment.

4 General Expectations

All directors, officers, employees, contractors, consultants, other persons that act on behalf of the Company, and associates of the Company are expected to:

- (a) act in accordance with the Company's values and in the best interests of the Company;
- (b) act honestly and fairly in all commercial dealings and conduct themselves with professional courtesy and integrity;
- (c) act ethically and responsibly by complying with all laws and regulations that apply to the Company and its operations;
- (d) treat fellow Employees with respect and not engage in bullying, harassment, or discrimination;
- (e) deal with customers and suppliers fairly;
- (f) appropriately disclose and deal with any conflicts between their personal interests and their duties as a director, senior executive, or employee of the Company;
- (g) report any circumstances which is believed, in good faith, to be a breach of a law or of this Code; and
- (h) to avoid entering into any arrangement or participating in any activity that would conflict with the Company's best interest or that would be likely to negatively affect the Company's reputation.

5 Adherence to the Law

5.1 Responsibilities of Directors

Directors will acquaint themselves with obligations imposed on them and the Company by the Hong Kong Companies Ordinance and the Corporations Act. They will also familiarise themselves with other documents prepared by 99 Technology to meet corporate governance requirements.

The more important legal obligations are summarised below:

- (a) Directors will act honestly, and exercise reasonable care and diligence at all times in the performance of their functions;
- (b) a Director or former Director will not make improper use of information acquired by virtue of position;
- (c) a Director will not make improper use of position to gain a direct or indirect advantage for self or any other person; and
- (d) Directors have a fiduciary duty to the Company and a duty to act with loyalty and in good faith.

5.2 Responsibilities of Employees, Officers, and Other Persons

All Employees, Officers and Other Persons should undertake at all times to comply with or observe all applicable laws and regulations.

Employees, Officers and Other Persons should not take any action which they know or should reasonably know violates any applicable law or regulation. Where operating rules are laid down they should be followed. The correct Company forms, which have been prepared with legal requirements in mind, should also be used.

6 Responsibilities to stakeholders

The Company strives to be a good corporate citizen.

Accordingly, the standards of personal behaviour applicable to Employees are as follows:

- (a) they must have an understanding of the Company's business and the environment in which it operates, and stay informed of all relevant activities affecting the Company and the community in which it operates;
- (b) they will treat each other and parties who have interest in or dealings with the Company with professionalism, courtesy and respect. They will work cooperatively with fellow Employees towards agreed goals, whilst accepting the obligation to supervise or be supervised in the discharge of their duties. Employees will deal fairly with all parties how have legitimate business with the Company;
- (c) Directors and Officers are obliged to exercise due judgement in their decision making process and will not attempt to improperly influence their colleagues in issues or matters where independent judgement is expected of the other person; and
- (d) Directors and Officers who may communicate publicly (through lectures or papers) on material related to the Company's affairs will in general convey views agreed by the Board. If material beyond this is made public, it should be clearly identified as the view of the individual. Any views attributed publicly to the Board or the Company should be cleared in advance — preferably with the full Board, but at least with the Chairman.

7 Conflicts of Interest

Employees owe their primary business loyalty to the Company. They must not participate in any decision, by or on behalf of the Company, which may affect any private business in which they have an interest, unless they have disclosed the nature and extent of that interest to a relevant senior manager in the Company.

Employees must obtain the consent of the CEO through the Company Secretary before accepting a position as a director or member of the board of an external company or organisation. The Employee, who has received such approval, will advise the Company Secretary promptly of any changes to relevant interests such as directorships, partnerships and holdings in securities. The Company Secretary will inform all Board members and the regulatory authorities, if required. Directors will normally be advised at the next meeting, but more urgently if appropriate to the circumstances. Interests are confirmed annually in writing to the Company Secretary prior to inclusion in the Directors' Report.

An Employee may, generally, not approve or administer contracts or other business arrangements between the Company and a member of the Employee's immediate family or with a company, firm, or individual employing a member of the Employee's immediate family in activities under the Employee's administration. In the particular case where the Board may decide that an Employee (who is also a Director) may properly supply goods or services on commercially acceptable terms to the Company, details will be provided in the annual Directors' Report and Notes to the Financial Statements.

Employees must avoid acquiring any business interests or participate in any business activity outside the Company which would tend to:

- create an excessive demand upon the Employee's time and attention or create any distraction during working hours; or
- create a conflict of interest, that is, an obligation, interest or distraction which would interfere with the independent exercise of judgement in the Company's best interest.

An Employee may not use Company personnel, facilities, equipment or supplies for personal benefit contrary to the Company's policies and procedures.

8 Ethical Standards

99 Technology is committed to fostering a climate of ethical behaviour and business practice. Key issues which Employees must consider when making any decision on the Company's behalf are:

- (a) Is it the right thing to do?
- (b) Is the decision or contemplated business conduct lawful?
- (c) Is it consistent with this Policy?
- (d) What will be the outcome for the Company, shareholders, colleagues and other stakeholders?
- (e) Does a conflict of interest arise?
- (f) Is the decision one that would stand public examination and scrutiny?

The Company encourages staff to report in good faith suspected unlawful/unethical behaviour.

Any member of staff who is uncertain as to whether an act or omission constitutes unlawful or unethical behaviour or who wishes to make a report should contact the Company Secretary directly.

The Company Secretary will then determine what action, if any, should be taken.

The Company Secretary will treat as confidential all such queries and reports except where action is to be taken. In which case, the Company Secretary shall seek to maintain the identity of the Employee confidential, unless the circumstances demand otherwise.

9 Anti-Bribery and Gifts

A number of countries, including Australia, have strict laws against bribery and corruption. The anti-bribery laws of some countries including Australia, the United States and United Kingdom can apply to things done in other countries (i.e. have wide-reaching extra-territorial effect). We must comply with and uphold all laws against bribery, corruption and related conduct applying to the Company in all the jurisdictions where the Company operates.

Accordingly, the Company has a strict policy not to offer secret commissions or bribes to further its business interests. Depending on the circumstances, facilitation payments may breach anti-bribery laws.

Naturally, you must not accept any money or opportunity or other benefit which could be interpreted as an inducement, secret commission or bribe. Care must be exercised in accepting hospitality, entertainment or gifts over and above that required for the normal conduct of business or which may compromise your impartiality.

For more detailed information on your obligations, please see the Company's Anti-Bribery and Corruption Policy, which is available on the Company's website. You may also seek further information or clarification from your manager, the company secretary, legal counsel, the Board (if you are a director) or other relevant advisor.

We are committed to adopting effective systems to counter bribery and related improper conduct and to monitoring and enforcing these systems. Please refer to the Company's Anti-Bribery and Corruption Policy for further details.

10 Dealings with Politicians and Government Officials

All dealings with politicians and government officials which relate to the Company and its business activities must be conducted at arm's length and with the utmost professionalism, to avoid any perception of attempts to gain advantage or to improperly influence the outcome of an official decision.

You must not make any donation or other financial contribution to any political party or candidate for an election or sponsor any organisations (other than in a purely personal capacity) without seeking and obtaining prior approval from the company secretary.

11 Confidentiality

It is a policy of the Company to honestly and openly provide information to those who have a legitimate interest in its operations. In addition to formal reports to regulatory authorities and reports to the public and shareholders required by statute, the Company may provide extensive information on its activities by way of a variety of publications and through continuing working relations with news media, financial analysts and others. The extent, timing and form of such public disclosure are matters for senior management. Apart from concern for the privacy of Employees, the Company also operates in a competitive business environment. Consequently, it would be inappropriate for the Company to disclose information, which if published, might impair its own effectiveness and competitiveness.

Accordingly, Company documents such as circulars, manuals, records and internal communications materials, especially materials marked "Confidential", must never be shown to outsiders without proper authorisation. Care should be exercised in conversations about the Company with outsiders or with fellow Employees in public places.

The obligation of Employees to safeguard the privacy of fellow Employees, to protect the confidentiality of the Company's own affairs, and to protect the Company's proprietary interests continues with equal force if the Employee leaves the service of the Company. If you have access to the personal information of the Company's clients, customers, suppliers, employees or any other persons that have provided this information to the Company, you must ensure that it is collected, kept, disclosed, handled and used in a manner that complies with the *Privacy Act 1998* (Cth), any other privacy and data protection laws that may apply and the Company policy on privacy.

In conversations with customers or other Employees and when on the telephone, care must be taken to prevent outsiders from overhearing confidential personal information.

Information should not be divulged over the telephone unless the identity of the caller and his or her right to receive the information are definitely established. Particular care should also be taken in answering enquiries and data given must be limited to that permitted by standard Company practice. Appropriate legal advice should be obtained where doubt exists.

The same considerations apply to the privacy rights of members of staff and similar care to avoid breaching these rights must be exercised by those Employees who, by reason of their position, may have knowledge of another Employee's private affairs.

12 Discrimination, Bullying, and Harassment and Vilification

Discrimination, bullying, harassment or vilification in the workplace will not be tolerated by the Company. Any such conduct will be dealt with in accordance with Company policy. For further information, including who to contact, see the Company's website.

13 Health and Safety

The Company is committed to ensuring the health and safety of its employees, consultants, contractors and visitors to its workplace and any other persons who the Company works with, as required by law.

Company officers have additional due diligence health and safety obligations which they must comply with.

The use of alcohol and drugs may impair performance at work, have an adverse impact on productivity, and can pose a risk to health and safety. To assist with ensuring the safety of our workplace, the consumption of alcohol, and the use of any prescription drugs which may impair a person's ability to perform their work, or which pose a risk to their or others' health and safety, must be strictly in accordance with Company policy.

The Company will not tolerate the use of alcohol, illegal drugs and improperly used prescription medicine on Company premises or when performing work for the Company, travelling on behalf of the Company, attending work related functions or activities or conducting business on the Company's behalf. The possession, use, sale or offering or distribution of illegal drugs or other controlled substances on Company premises or while performing work for the Company, conducting Company business, travelling on behalf of the Company or at work related functions or activities is forbidden.

It is important that we work together to create a safe and healthy workplace. If you know of or suspect any unsafe situations or conditions, please alert your manager or supervisor immediately.

14 Protection and Use of the Company's Assets and Property

You must protect the Company's assets and property (including intellectual property) and ensure that the Company's assets and property are used only for the benefit of the Company's business. You must report any suspected or actual theft or fraud to your manager or the company secretary or any other contact nominated by the Company.

You must not use the Company's assets or property for personal purposes except in accordance with any Company policy or approved arrangement.

You must return Company assets and property immediately upon request by the Company.

All expenses must be documented and reported in a timely manner.

15 Inside information and Securities Trading

Inside information about the Company's affairs or those of customers shall not be used by Employees for their own gain or that of others.

Employees are often in possession of information (commonly referred to as "inside" information) which is not publicly available and which may have an impact on the price of the Company's securities. Staff must not disclose such information nor use such information for personal gain or for the advantage of others, such as friends or relatives. For example, trading in the Company's securities or advising others to do so on the basis of such special knowledge may also result in violation of insider trading laws and lead to criminal penalties.

Employees are expected to comply with the Company's Share Trading Policy at all times.

16 Related Party Transaction

The Company is committed to complying with the related party transaction requirements contained in the Hong Kong Companies Ordinance and ASX Listing Rules and preventing

financial benefits from being given to related parties without due consideration by the Board and, if appropriate, shareholders.

As further explained below, all related party transactions must be:

- (a) Notified to the Company Secretary prior to their execution; and
- (b) On arm's length terms' and
- (c) Approved by the Board.

Related party transactions not on arm's length terms must be approved by the Company's shareholders (unless another exception applies – see below).

What is a related party transaction?

The Hong Kong Companies Ordinance provides that the Company is prohibited to enter into certain transactions such as loans, quasi loans and credit transactions with its directors or an entity connected with such director, unless the prescribed approval of members is obtained. The Hong Kong Companies Ordinance also provides that the director or an entity connected with the director of the Company must also declare material interests, directly or indirectly, in a transaction, arrangement or contract, or a proposed transaction, arrangement or contract with the Company, that is significant in relation to the Company's business.

Under the Hong Kong Companies Ordinance, a reference to an entity connected with a director or a former director of a company refers to the following persons:

- (a) a member of the director's or former director's family (i.e. the spouse, the child or the parent of the director);
- (b) a person who is in a cohabitation relationship with the director or former director;
- (c) a minor child of a person falling within paragraph (b) who—
 - (i) is not a child of the director or former director; and
 - (ii) lives with the director or former director;
- (d) a body corporate with which the director or former director is associated (i.e. entitled to exercise or control the exercise of more than 30% of the voting power);
- (e) a person acting in the capacity as trustee of a specified trust, other than a trust for the purpose of an employee share scheme or a pension scheme; or
- (f) a person acting in the capacity as partner of—
 - (i) the director or former director;
 - (ii) the spouse of the director or former director;
 - (iii) a minor child of the director or former director; or
 - (iv) another person who, by virtue of paragraph (e), is an entity connected with the director or former director.

The declaration of materials interests shall be made as soon as reasonably practicable or before the Company enters into the proposed transaction, arrangement or contract. The notice of the declaration of material interests should be made by way of notice in writing and sent to the other directors, and such notice must state the nature and extent of the director's interest in the connected entity and/or the transactions.

The exceptions

The Hong Kong Companies Ordinance also provides a number of statutory exceptions for the transactions relating to loans, quasi loans and credit transactions with its directors or an entity connected with such director where the prescribed approval of members is not required.

These exceptions include:

- (a) A loan, quasi-loan and credit transaction of value not exceeding 5% of net assets or called-up share capital.
- (b) A fund created to meet expenditure incurred by a director defending proceedings or in connection with an investigation or regulatory action.
- (c) Loans made to a director in relation to expenditure on company business or expenditures incurred in the ordinary course of business.
- (d) Home loans for the purpose of facilitating the purchase of a director's primary residence so long as the total amount of exposure does not exceed 10% of the value of the Company's net asset.
- (e) Loans in relation to the leasing or hiring goods or leasing land for directors so long as the total amount of exposure does not exceed 10% of the value of the Company's net asset.

Referral to the Audit and Risk Committee / Board

Full and appropriate disclosure about a proposed related party transaction is to be made to the Company Secretary prior to any transactions being entered into. The Company Secretary will compile the information provided and refer the matter to the Audit and Risk Committee and/or Board for consideration.

Where time permits, the matter will first be reviewed by the Audit and Risk Committee, who is responsible under the Audit and Risk Committee Charter for reviewing and monitoring the propriety of related party transactions. The Audit and Risk Committee may make a recommendation to the Board in relation to such transactions.

Where appropriate, the Audit and Risk Committee or Board may refer to any internal or external advice or recommendations on the transaction.

Where the Board determines that the proposed transaction is on arm's length terms or subject to any other exception such that shareholder approval is not required, it may resolve to proceed with the proposed transaction on terms it considers appropriate.

Where the Board determines, based on the information available to it, that the proposed transaction is not on arm's length terms, not subject to any other exception or such that shareholder approval should nevertheless be obtained, and resolves that the proposed transaction should nevertheless proceed (subject to the required shareholder approval), the Board must call a meeting of shareholders to be held to consider and, if thought fit, approve the proposed transaction.

Persons with a material personal interest in the outcome of a proposed related party transaction must disclose that interest to the Company Secretary, who will notify the Audit and Risk Committee and the Board. The interested party must not participate or be involved in the decision-making processes of the Audit and Risk Committee and Board. Where the interested person is a director, he or she must not be present while the proposed transaction is being considered or vote on the proposed transaction.

13 Privacy

You must respect and safeguard the privacy of personal information held by the Company regarding its clients, customers, suppliers, employees and others. If you have access to this

information, you must ensure that it is collected, kept, disclosed, handled and used in a manner that complies with the *Privacy Act 1998* (Cth), any other privacy and data protection laws that may apply and the Company policy on privacy.

14 Fair dealing

You must treat each other and all suppliers, competitors, clients, customers and other stakeholders fairly and with respect.

The Company is committed to ensuring a diverse work environment in which everyone is treated fairly and with respect and where everyone feels responsible for the reputation and performance of the Company.

Applicants for employment are evaluated by the Company on merit in accordance with their skills, qualifications and abilities, and having regard to the Company's operational needs.

The Company is committed to ensuring the highest quality of service is provided to its customers and clients at all times. The Company makes decisions regarding suppliers and contractors on merit and a commercial basis.

The Company collects information about its competitors and others in a lawful manner.

17 Whistleblower Protection

You are encouraged to report any actual or suspected unethical behaviour including excess waste or breach of the Company's codes, policies and charters to your manager or the company secretary or any other contact nominated by the Company. Matters raised will be investigated.

The Company is committed to ensuring that you can raise concerns in good faith without being disadvantaged in any way to the extent that the law permits. Please refer to the Company's Whistleblower Policy for further details.

18 Breaches of this Code

The highest standards of corporate conduct are critical to the Company's success and image. The values and policies in this Code are not exhaustive, but sets the minimum standards of conduct. This Code is designed to focus you on particular values identified by the Company as central to its integrity.

Compliance with this Code will be monitored and any known or suspected breaches of this Code will be investigated.

You are required to report any circumstances which you believe, in good faith, to be a breach of this Code.

If you are found to have breached this Code, you may face legal or disciplinary action including termination of employment. Management must ensure that the Board is informed of any material breaches of this Code in a timely manner.

19 Administration

It is recognised that Employees may have questions concerning whether certain of their planned or actual activities constitute departures from the guidelines of this Code. Such questions should be referred in writing to the CEO through the Company Secretary.

It is also recognised that circumstances may arise where compliance with the Code may be achieved without strict adherence to the guidelines and where such strict adherence would be

unreasonable or result in undue hardship for the Employee. In such circumstances, the pertinent facts of the case should be submitted in writing to the CEO through the Company Secretary.

20 Review and Publication of this Code

A copy of this Code of Conduct is available on the Company's website. Key features are published in:

- (a) either the Annual Report or on the Company's website; and
- (b) in the Appendix 4G to be lodged with the ASX at the same time as lodgement of the Annual Report.

Annexure 3

Share Trading Policy

Adopted by the Board on 16 December 2020

1 Introduction

These guidelines set out the policy on the sale and purchase of securities in the Company by its Directors and Employees.

Directors and Employees are encouraged to be long-term holders of the Company's securities. However, it is important that care is taken in the timing of any purchase or sale of such Company securities to avoid "insider trading".

Accordingly the Board has adopted this Policy on dealing in the Company's securities by Directors and Employees. The objectives of this Policy are to:

- (a) minimise the risk of Directors and Employees contravening the laws against insider trading;
- (b) ensure the Company is able to meet its reporting obligations under the Listing Rules; and
- (c) increase transparency with respect to trading in the Company's securities by Directors and Employees.

To achieve these objectives, Directors and Employees should consider this policy to be binding on them in the absence of a specific exemption by the Board.

In summary, this policy prohibits dealing in the Company's securities when those persons possess unpublished market price sensitive information. If a Director or Employee is uncertain of the status of unpublished information, he should discuss it with the Chairman before trading occurs.

Directors must also notify the Company Secretary of any trade in the Company's securities within three days of such trade occurring so that the Company Secretary can comply with the Listing Rule 3.19A.2 requirement to notify the ASX of any change in a notifiable interest held by a Director.

Any non-compliance with this Policy will be regarded as serious misconduct which may entitle the Company to take corrective disciplinary action.

2 Definitions

General terms and abbreviations used in this Policy have the following meaning set out below.

ASX	ASX Limited
Chairman	the Chairman of the Board of Directors
Closed Period	fixed periods specified in this Policy when the Company's Directors and Employees are prohibited from trading in the Company's securities as set out in section 5.1
Company Secretary	the Company Secretary of the Company
Corporations Act	<i>Corporations Act 2001</i> (Cth)
Company	99 Technology Limited ARBN 164 764 729

Director	a director of the Company
Employee	reference to an Employee include the companies or trusts substantially owned or controlled by an employee of the Company or direct relatives, executive Directors and, where the context permits, Non-Executive Directors, managers and all other employees or staff engaged by the Company either on a contract of employment or a salaried basis
Listing Rules	the Listing Rules of the ASX
Policy	this securities trading policy

3 What types of transactions are covered by this policy?

This policy applies to both the sale and purchase of any securities of the Company and its subsidiaries on issue from time to time.

The definition of “securities” in the Corporations Act is very broad. Securities include:

- (a) ordinary shares;
- (b) preference shares;
- (c) options or performance rights;
- (d) debentures; and
- (e) convertible notes.

For the purposes of this Policy, the term “securities” also extends to financial products issued or created over or in respect of securities issued by the Company (for example, warrants and other derivative products and includes the CHESD Depository Interests traded by the Company on the ASX), whether or not the financial products are created by the Company or by third parties.

4 What is insider trading?

4.1 Prohibition

Section 1043A (of Part 7.10, Division 3) of the Corporations Act makes it an offence for a person in possession of information that is not generally available but which, if generally available, might materially impact the price or value of Company securities to:

- (a) trade in (i.e. apply for, acquire or dispose of, or enter into an agreement to do any of these things); or
- (b) procure another person to trade in, Company securities (collectively referred to as deal in Company securities).

Contravention of section 1043A of the Corporations Act is a criminal offence and may also result in civil liability.

4.2 Examples

To illustrate the prohibition described above, the following are possible examples of price sensitive information which, if made available to the market, may be likely to affect materially the price of the Company’s securities:

- (a) a material acquisition, joint venture, realisation or disposal of assets;

- (b) threat of material litigation against the Company;
- (c) the Company's sales and profit results materially exceeding (or falling short of) the market's expectations;
- (d) a material change in debt, liquidity or cash flow;
- (e) a significant new development proposal i.e., new product or technology;
- (f) the granting (or loss) or a major contract;
- (g) management or business restructuring proposal;
- (h) proposed changes in the capital structure, capital returns and buy backs of financial products;
- (i) proposed dividends and share issues;
- (j) changes to the Board; and
- (k) any information required to be announced to the market pursuant to Listing Rule 3.1 (the Continuous Disclosure rule).

4.3 Dealing through third parties

It is also an offence to tip the information to another person with the knowledge that the person could deal in Company securities. A person does not need to be a Director or Employee to be guilty of insider trading in relation to securities in the Company. Accordingly, the effect of section 1043A of the Corporations Act cannot be avoided by simply getting another person to deal on your behalf. The prohibition extends to dealings by Directors and Employees through nominees, agents or other associates, such as family members, family trusts and family companies (referred to as Associates in this Policy).

4.4 Information however obtained

Trading is prohibited at any time if the person possesses inside information. It does not matter how or where the person obtains the information – it does not have to be obtained from the Company to constitute inside information. This means that section 1043A of the Corporations Act will apply to any Director or Employee who acquires inside information in relation to Company securities, no matter in which capacity and is prohibited from dealing in Company securities.

4.5 Employee share schemes

The prohibition does not apply to acquisitions of shares or options by Employees made under employee share or option schemes, nor does it apply to the acquisition of shares as a result of the exercise of options under an employee option scheme. However, the prohibition does apply to the sale of shares acquired under an employee share scheme and also to the sale of shares acquired following the exercise of an option granted under an employee option scheme.

5 Guidelines for trading in the Company's securities

5.1 General Rule

Directors or Employees must not buy or sell Company securities except for during any of the following periods:

- (a) 30 calendar days from the date of the Company's Annual General Meeting;
- (b) 30 calendar days from the release of the quarterly results announcement to the ASX;
- (c) 30 calendar days from the release of the half yearly results announcement to the ASX;

- (d) 30 calendar days from the release of the preliminary final results announcement to the ASX; or
- (e) 30 calendar days from the release of a disclosure document offering securities in the Company,

All periods other than as detailed above are referred to as the "Closed Period".

For the avoidance of doubt, during the Closed Period, Directors and Employees must not deal in financial products issued or created over or in respect of the Company's securities.

The Closed Period may be extended, shortened or another Closed Period may be introduced at any time by direction of the Board. Notice of such changes will be specified to Employees by email and to Directors by email and/or facsimile. Changes to the Closed Period are effective immediately upon the giving of such notice. Where an Employee does not have email access, it is the manager's responsibility to inform such Employee.

If a Director or Employee is in possession of price sensitive information which is not generally available to the market, then he or she must not deal in the Company's securities at any time.

5.2 No short-term trading in the Company's securities

Directors and Employees should never engage in short-term trading of the Company's securities except for the exercise of options where the shares will be sold shortly thereafter.

5.3 Securities in other companies

Buying and selling securities of other companies with which the Company may be dealing is prohibited where an individual possesses information which is not generally available to the market and is 'price sensitive'. For example, where an individual is aware that the Company is about to sign a major agreement with another company, they should not buy securities in either the Company or the other company.

5.4 Exceptions

Directors and all Employees may at any time:

- (a) acquire ordinary shares in the Company by conversion of securities giving a right of conversion to ordinary shares;
- (b) acquire Company securities under a bonus issue made to all holders of securities of the same class;
- (c) acquire Company securities under a dividend reinvestment, or top-up plan that is available to all holders or securities of the same class;
- (d) acquire, or agree to acquire or exercise options under a Company share option plan;
- (e) withdraw ordinary shares in the Company held on behalf of the employee in an employee share plan where the withdrawal is permitted by the rules of that plan;
- (f) acquire ordinary shares in the Company as a result of the exercise of options held under an employee option scheme;
- (g) transfer securities of the Company already held into a superannuation fund or other saving scheme in which the restricted person is a beneficiary;
- (h) make an investment in, or trade in units of, a fund or other scheme (other than a scheme only investing in the securities of the Company) where the assets of the fund or other scheme are invested at the discretion of a third party;
- (i) where a restricted person is a trustee, trade in the securities of the Company by that trust provided the restricted person is not a beneficiary of the trust and any decision to

trade during a prohibited period is taken by the other trustees or by the investment managers independently of the restricted person;

- (j) undertake to accept, or accept, a takeover offer;
- (k) trade under an offer or invitation made to all or most of the security holders, such as, a rights issue, a security purchase plan, a dividend or distribution reinvestment plan and an equal access buy-back, where the plan that determines the timing and structure of the offer has been approved by the Board. This includes decisions relating to whether or not to take up the entitlements and the sale of entitlements required to provide for the take up of the balance of entitlements under a renounceable pro rata issue;
- (l) dispose of securities of the Company resulting from a secured lender exercising their rights, for example, under a margin lending arrangement;
- (m) exercise (but not sell securities following exercise) an option or a right under an employee incentive scheme, or convert a convertible security, where the final date for the exercise of the option or right, or the conversion of the security, falls during a prohibited period and the Company has been in an exceptionally long prohibited period or the Company has had a number of consecutive prohibited periods and the restricted person could not reasonably have been expected to exercise it at a time when free to do so; or
- (n) trade under a non-discretionary trading plan for which prior written clearance has been provided in accordance with procedures set out in this Policy.

Where the Company has in place an active employee option plan:

- (a) it is not permissible to provide the exercise price of options by selling the shares acquired on the exercise of these options unless the sale of those shares occurs during one of the 15 day periods specified in paragraph 4.1; and
- (b) where the exercise price of options is being provided by a margin loan or other form of lending arrangement then there may be a risk that the employee or Director may need to sell shares to avoid providing additional capital or security to the lender in the event of a decrease in the value of the shares.

Were this to occur at a time when the person possessed inside information then the sale of Company securities would be a breach of insider trading laws, even though the person's decision to sell was not influenced by the inside information that the person possessed and the person may not have made a profit on the sale. Where Company securities are provided to a lender as security by way of mortgage or charge a sale that occurs under that mortgage or charge as a consequence of default would not breach insider trading laws.

5.5 Notification of periods when Directors and Employees can trade

The Company Secretary will endeavour to notify Directors and Employees of the times when they are permitted to buy or sell the Company's securities as set out in paragraph 5.1.

6 Clearance and Notification Requirements

6.1 Clearance Requirements - Directors

Any Director wishing to buy, sell or exercise rights in relation to the Company's securities must obtain the prior written clearance of the Chairman or the Board before doing so; or

If the Chairman wishes to buy, sell or exercise rights in relation to the Company's securities the Chairman must obtain the prior written clearance of the Board before doing so.

6.2 Clearance Requirements – Employees

Any Employee wishing to buy, sell or exercise rights in relation to the Company's securities must obtain the prior written clearance of the Managing Director before doing so.

6.3 Notification

Subsequent to approval obtained in accordance with clause 6.1 and 6.2, any Director or Employee who (or through his or her Associates) buys, sells, or exercises rights in relation to Company securities must notify the Company Secretary in writing of the details of the transaction within five business days of the transaction occurring. This notification obligation operates at all times but does not apply to acquisitions of shares or options by employees made under employee share or option schemes, nor does it apply to the acquisition of shares as a result of the exercise of options under an employee option scheme.

6.4 Approvals to buy or sell securities

All requests to buy or sell securities must include the intended volume of securities to be purchased or sold and an estimated time frame for the sale or purchase.

Copies of written approvals must be forwarded to the Company Secretary prior to the approved purchase or sale transaction.

6.5 Director and Employees sales of securities

Directors and Employees need to be mindful of the market perception associated with any sale of Company securities and possibly the ability of the market to absorb the volume of shares being sold. With this in mind, the management of the sale of any significant volume of Company securities (i.e. a volume that would represent a volume in excess of 10% of the total securities held by the seller prior to the sale, or a volume to be sold that would be in excess of 10% of the average daily traded volume of the shares of the Company on the ASX for the preceding 20 trading days) by a Director, the Chief Executive Officer or other Employees needs to be discussed with the Board and the Company's legal and financial advisers prior to the execution of any sale. These discussions need to be documented in the form of a file note, to be retained by the Company Secretary.

6.6 Exemption from Closed Period restrictions due to exceptional circumstance

A Director or Employee who is not in possession of inside information in relation to the Company, may be given prior written clearance by the Managing Director (or in the case of a Director the Chairman, or in the case of the Chairman all of the other members of the Board) to sell or otherwise dispose of Company securities during a Closed Period where the person is in severe financial hardship or where there are exceptional circumstances as set out in this policy.

6.7 Severe Financial Hardship or Exceptional Circumstances

The determination of whether a Director or Employee is in severe financial hardship will be made by the Chief Executive Officer/Managing Director in the case of Employees, the Chairman in the case of a Director, and all of the Board in the case of the Chairman.

A financial hardship or exceptional circumstances determination can only be made by examining all of the facts and if necessary obtaining independent verification of the facts from banks, accountants or other like institutions.

6.8 Financial Hardship

A Director or Employee may be in severe financial hardship if they have a pressing financial commitment that can not be satisfied other than by selling the securities of the Company.

In the interests of an expedient and informed determination by the Chief Executive Officer/Managing Director, Chairman or Board, any application for an exemption allowing the sale of Company securities during a Closed Period based on financial hardship must be made in writing, be accompanied by a statutory declaration stating all of the facts and be

accompanied by copies of relevant supporting documentation, including contact details of the person's accountant, bank and other such independent institutions.

Any exemption, if issued, will be in writing and shall contain a specified time period during which the sale of securities can be made.

6.9 Exceptional Circumstances

Exceptional circumstances may apply to the disposal of Company securities by a Director or Employee if the person is required by a court order, a court enforceable undertaking for example in a bona fide family settlement, to transfer or sell securities of the Company or there is some other overriding legal or regulatory requirement to do so.

Any application for an exemption allowing the sale of Company securities during a Closed Period based on exceptional circumstances must be made in writing and be accompanied by relevant court and/or supporting legal documentation.

Any exemption, if issued, will be in writing and shall contain a specified time period during which the sale of securities can be made.

7 ASX notification for Directors

Listing Rule 3.19A requires the Company to notify the ASX within five business days after any dealing in securities of the Company (either personally or through an Associate) which results in a change in the relevant interests of a Director in the securities of the Company. The Company has made arrangements with each Director to ensure that the Director promptly discloses to the Company Secretary all the information required by the ASX after the date of the change and in any event no later than 3 business days after the change or another time frame which allows for compliance with the Listing Rule obligations.

8 Breaches with this Policy

Compliance with this Policy is mandatory. Infringement of the insider trading provisions can attract a substantial monetary penalty, imprisonment or both. Compliance with this Policy does not absolve that individual from complying with the law, which must be the overriding consideration when trading in the Company's securities.

Any breach of this Policy will be regarded as serious and will be subject to appropriate sanctions.

9 Contact

If you have any questions regarding this Policy, please contact the Company Secretary or the corporate services provider from Investorlink on (02) 9276 2000).

10 Review and Publication of this Policy

The Board will review this Policy annually. This Policy may be amended by resolution of the Board.

A copy of this Policy will be available on the Company's website. It will be distributed to all directors, employees and other persons as relevant. Key features will be published in:

- (a) either the Annual Report or on the Company's website; and

in the Appendix 4G to be lodged with the ASX at the same time as lodgement of the Annual Report.

Annexure 4

Audit and Risk Management Committee Charter

Adopted by the Board on 16 December 2020

1 Introduction

1.1 Purpose

The purpose of this Audit and Risk Committee Charter is to specify the authority delegated to the Committee by the board of directors of the Board and to set out the role, responsibilities, membership and operation of the Committee.

1.2 Authority

The Committee is a committee of the Board established in accordance with the Company's constitution and is authorised by the Board to assist it in fulfilling its statutory and regulatory responsibilities. It has the authority and power to exercise the responsibilities set out in this charter and under any separate resolutions of the Board granted to it from time to time.

2 Definitions

General terms and abbreviations used in these policy statements have the following meaning set out below.

ASX	ASX Limited
Board	the Board of Directors of 99 Technology
Chairman	the Chairman of the Board
Company Secretary	the Company Secretary of the Company
Committee	the Audit and Risk Management Committee
Corporations Act	<i>Corporations Act 2001</i> (Cth)
CEO	Chief Executive Officer, who may also be the Managing Director
CFO	Chief Financial Officer (where appointed)
Director	a director of 99 Technology
99 Technology or the Company	99 Technology Limited ARBN 164 764 729
Listing Rules	the Listing Rules of the ASX
Officer	a senior executive of 99 Technology

3 Role and Objectives

The primary role of the Committee is to monitor and review, on behalf of the Board, the effectiveness of the controlled environment of 99 Technology in the areas of operational and balance sheet risk, legal/regulatory compliance and financial reporting.

The overriding objective of the Committee is to provide an independent and objective review of financial and other information prepared by the Company, in particular that to be provided to members and/or filed with regulators, including oversight of:

- (a) the integrity of the Company's financial reporting systems, internal and external financial reporting and financial statements;
- (b) the appointment, remuneration, independence and competence of the Company's external auditors;
- (c) the performance of the external audit functions and review of their audits;
- (d) the effectiveness of the Company's system of risk management and internal controls; and
- (e) the Company's systems and procedures for compliance with applicable legal and regulatory requirements.

4 Annual Report

The Committee will meet and receive regular reports from its external auditors concerning matters that arise in connection with their audit. The Committee is also responsible for reviewing the performance, remuneration and nomination of the external auditors.

5 Membership and Structure of the Committee

The Committee members are appointed, removed and/or replaced by the Board. The term of an appointment is to be determined by the Board.

Unless otherwise determined by the Board, the Committee comprises only non-executive directors and a minimum of three directors. It is intended that a majority of the Committee at any time will be independent directors such that they are independent of management and free of any conflicts, business or other relationship that could materially interfere with – or could reasonably be perceived to interfere with – the exercise of their unfettered and independent judgement.

The Chairman should be an independent director and not the Chairman of the Board. The Board will appoint the Chairman of the Committee.

Other non-executive directors who are not Committee members may attend meetings of the Committee should they wish. The external auditors and other officers of the company may attend meetings of the Committee by invitation. The CEO, CFO (or equivalent) and external auditors shall be given notice of all meetings and may be invited to attend.

The Committee must be structured so that, between them, the members of the Committee should have the accounting and financial expertise and a sufficient understanding of the industry in which the Company operates, to be able to discharge the Committee's duties effectively.

The Board will review the membership and charter of the Committee annually.

The Committee has the authority, within the scope of its responsibilities, to seek any information it requires from an employee or external party.

The Committee shall have direct access to Company's senior management. The Committee Chairman shall have the authority to directly seek independent, professional or other advisers as required for the Committee to carry out its responsibilities.

If the Committee chairperson approves, a Committee member may attend seminars or training related to the functions and responsibilities of the Committee at the Company's expense.

6 Administrative matters

It is intended that the Committee will meet at least 2 times each year, or as often as the Committee members deem necessary in order to fulfil their role and objectives set out in this Charter.

Except as set out in this Charter, the Committee is subject to the Board's general policy for engaging or seeking advice from financial and legal advisers.

The Company Secretary will attend all Committee meetings as minute secretary. All minutes of the Committee will be entered into a minute book maintained for that purpose and will be open at all times for inspection by any director.

7 Reporting

It is intended that a report of the actions of the Committee and/or a copy of the minutes of the Committee meeting will be included in the Board papers for the Board meeting next following a meeting of the Committee.

The Chairman will, if requested, provide a brief oral report as to any material matters arising out of the Committee meeting. All directors may, within the Board meeting, request information of members of the Committee.

The Board will conduct an annual appraisal of the committees performance with respect to the Charter.

8 Responsibilities and functions

8.1 Overview

The Committee's key responsibilities and functions are to:

- (a) oversee 99 Technology's relationship with the external auditor (including forming a policy on the provision of non-audit services and the rotation of external auditor personnel on a regular basis) and the external audit function generally;
- (b) overseeing the adequacy of any reports to be released to the market that are not audited or reviewed by an external auditor and disclosing the Company's process to verify the integrity of any such report;
- (c) ensure that the financial reports comply with accounting and financial reporting standards, ASX continuous disclosure and legal requirements;
- (d) oversee the adequacy of the 99 Technology's financial controls and systems; and
- (e) oversee the process of identification and management of business, financial and commercial risks (other than credit and trading (financial market) risk).

8.2 External Reporting

The Committee is responsible for:

- (a) reviewing the appropriateness of the accounting judgements or choices exercised by management in the composition and presentation of financial reports;
- (b) overseeing the preparation of financial reports and reviewing the results of external audits of these reports;
- (c) overseeing the preparation of any reports to be released to the market that are not audited or reviewed by an external auditor and disclosing the Company's process to verify the integrity of any such report;

- (d) reviewing the Company's Whistleblower Policy annually to ensure it is up to date;
- (e) assessing significant estimates and judgements in financial reports by examining the processes used to derive material estimates and judgements and seeking verification of those estimates from external auditors;
- (f) reviewing and making recommendations in relation to the adequacy of the Company's corporate reporting processes and internal control framework;
- (g) reviewing management's processes for ensuring and monitoring compliance with laws, regulations and other requirements relating to the preparation of accounts and external reporting by the Company of financial and non-financial information;
- (h) assessing (before publication) whether external reporting is consistent with the understanding of the Committee members and otherwise provide a true and fair view of, the financial position and performance of the Company;
- (i) reviewing material documents and reports prepared for lodgement with regulators, assessing their impact on the Company and making recommendations to the Board on their approval or amendment;
- (j) ensuring that a comprehensive process is established to capture issues for the purpose of continuous reporting to ASX;
- (k) reviewing the completeness and accuracy of the Company's main corporate governance practices as required by the ASX Listing Rules;
- (l) assessing information from external auditors that affects the quality of financial reports;
- (m) asking the external auditor for an independent judgement about the appropriateness of the accounting principles used and the clarity of financial disclosure practices used by the Company;
- (n) assessing solvency and the going concern assumption;
- (o) assessing the management of non-financial information in documents to ensure that conflicts with financial statements and other documents do not occur; and
- (p) recommending to the Board whether the financial and non-financial statements should be signed based on the Committee's assessment of them.

8.3 External Audit

The Committee is responsible for:

- (a) making recommendations to the Board on the appointment and remuneration of the external auditor and, if appropriate, recommending that tenders be called to assist in deciding which external auditor should be recommended;
- (b) reviewing the fees payable to the external auditor for audit and non-audit work;
- (c) making recommendations to the Board on the rotation of the audit engagement partner;
- (d) agreeing the terms of engagement of the external auditor before the start of each audit;
- (e) reviewing the external auditor's fee and being satisfied that an effective, comprehensive and complete audit can be conducted for the external auditor's set fee;
- (f) monitoring the effectiveness and independence of the external auditor, and periodically assessing their performance;

- (g) reviewing the external auditor's independence based on the external auditor's relationships and services with the Company and other organisations;
- (h) assessing whether the external auditor's provision of non-audit services impairs or appears to impair their judgement or independence and, if required, developing policies for Board approval to ensure this does not occur;
- (i) making recommendations to the Board on the removal of the external auditor;
- (j) ensuring that any recommendation to replace the external auditor is carefully evaluated before the Board makes a final decision;
- (k) inviting the external auditor to attend Committee meetings to review the audit plan, discuss audit results and consider the implications of external audit findings;
- (l) reviewing the scope and adequacy of the external audit, including identified risk areas and any additional procedures, with the external auditor on a periodic basis;
- (m) raising with the external auditor any specific points of divergence with the Company's management;
- (n) monitoring and examining management's response to the external auditor's findings and recommendations;
- (o) reviewing all representation letters signed by management and ensuring all information provided is complete and appropriate; and
- (p) meeting with the external auditor without management present at least once a year.

8.4 **Appointment of External Auditors**

An external audit partner is to be permanently engaged by the Company to provide shareholder and investor confidence in the integrity of the Company's financial reports. The Company requires the external audit partner to maintain independence from the Company in accordance with the Corporations Act and this Policy.

Each year, the Company and the auditors should document the terms of engagement and present them to the Audit Committee for approval. Terms of engagement must include:

- (a) confirmation of the audit firm's continuing independence and the continuing independence of the senior audit partner;
- (b) a requirement for the audit partner to be present at the AGM for the purpose of answering shareholder questions about the conduct of the audit and the preparation and content of the auditor's report. The agenda for the AGM must include provisions for questioning the auditor;
- (c) ready access of the audit partner to the Committee through the Chairman of the Committee;
- (d) a requirement for the auditor to provide the Committee a full and complete report on the audit with a copy presented to management.

On the completion of the year end audit, the Committee is to receive a copy of the audit closing report which clearly documents any potential issues in the financial statements. The Committee must be satisfied that the decision not to adjust any errors identified by the auditors would not materially impact the financial statements.

8.5 **Risk Management and Compliance**

The Committee's specific function with respect to risk management is to review and report to the Board that:

- (a) the Company's ongoing risk management program effectively identifies all areas of potential risk;
- (b) adequate policies and procedures have been designed and implemented to manage identified risks; and
- (c) proper remedial action is undertaken to redress areas of weakness.

The following are intended to form part of the normal procedures for the Committee's risk responsibility:

- (d) evaluating the adequacy and effectiveness of the management reporting and control systems used to monitor adherence to policies and guidelines and limits approved by the Board for management of balance sheet risks;
- (e) evaluating the adequacy and effectiveness of 99 Technology's financial and operational risk management control systems by reviewing risk registers and reports from management and external auditors;
- (f) evaluating the structure and adequacy of 99 Technology's own insurances on an annual basis;
- (g) reviewing and making recommendations on the strategic direction, objectives and effectiveness of 99 Technology's financial and operational risk management policies;
- (h) overseeing the establishment and maintenance of processes to ensure that there is:
 - (i) an adequate system of internal control, management of business risks and safeguard of assets; and
 - (ii) a review of internal control systems and the operational effectiveness of the policies and procedures related to risk and control;
- (i) evaluating 99 Technology's exposure to fraud and overseeing investigations of allegations of fraud or malfeasance;
- (j) reviewing 99 Technology's main corporate governance practices for completeness and accuracy;
- (k) overseeing the proper evaluation of the adequacy and effectiveness of 99 Technology's legal compliance control systems; and
- (l) providing recommendations as to the propriety of related party transactions.

9 Review

The Board will, at least once in each year:

- (a) review the membership and Charter of the Committee to determine its adequacy for current circumstances. Where necessary, the Board, upon the recommendation of the Committee, may by resolution, alter the responsibilities, functions or membership of the Committee. The Committee may also recommend to the Board the formal adoption of the revised charter for future operations of the Committee; and
- (b) oversee the preparation of any report or other disclosures to be included in 99 Technology's Annual Report or other communications to shareholders relating to the external auditors and 99 Technology's financial statements.

10 Risk Oversight

10.1 General Risks

The Committee reviews and the Board will approve:

- (a) 99 Technology's risk management strategy and policies;
- (b) 99 Technology's risk management framework, including key policies and procedures, including any changes to the risk management framework or any key risk policies and procedures; and
- (c) Compliance with the endorsed risk management framework through monthly reporting to the Board.

Authority may be delegated by the Board to management where appropriate.

10.2 Business risks

The Committee will regularly review business risks applicable to the business and ongoing operations. Additionally, the Committee considers risk profiles as part of the annual strategy review and budget planning review. As part of the monitoring process, the Committee is provided with management reports, documenting as applicable:

- (a) reports on exposures, non compliance with key policies and general effectiveness of risk management systems, when necessary;
- (b) results of independent reviews of the control environment, if and when conducted;
- (c) other information considered appropriate.

10.3 Reporting

The Committee's will provide the Board with monthly reports on progress in addressing the risks. The reports detail the effectiveness of the risk management program and identify and address material business risks such as technological, strategic, business, operational, financial, human resources and legal/regulatory risks. The Company will disclose in each reporting period whether these reviews have taken place.

11 Compliance and Control / Assessment of Effectiveness

The Board has delegated certain activities to the Committee, namely those of a primarily financial nature.

The Committee reviews and reports to the Board on matters including:

- (a) the integrity of 99 Technology's financial and external reporting;
- (b) the external auditors' selection, scope and independence; and
- (c) the effectiveness and adequacy of management information and internal control structures.

The Committee also plays a key role for the Board in overseeing management's application of the ASX Corporate Governance Council Guidelines in respect of Financial Reporting and Risk oversight.

12 Risk Management

The management of operational risk and the implementation of mitigation measures is the responsibility of management and specifically the CEO.

The risk management and internal control systems within 99 Technology encompass all policies, processes, practices and procedures established by management and/or the Board to provide reasonable assurance that:

- (a) established corporate and business strategies and objectives are achieved;
- (b) risk exposure is identified and adequately monitored and managed;
- (c) resources are acquired economically, adequately protected and managed efficiently and effectively in carrying out 99 Technology's business;
- (d) significant financial, managerial and operating information is accurate, relevant, timely and reliable; and
- (e) there is an adequate level of compliance with policies, standards, procedures and applicable laws and regulations.

Management are responsible to the Board to:

- (f) Delegate approvals required under the risk management framework;
- (g) Report risk management including operational issues, operational losses;
- (h) Monitor operational control weaknesses and breakdowns, including fraud;
- (i) Monitor due diligence conducted for appointment and ongoing monitoring of outsourced arrangements;

13 Review and Publication of this Charter

The Board will review this charter annually to ensure it remains relevant to the current needs of the Company. The charter may be amended by resolution of the Board.

The charter and relevant qualifications and experience of Committee members will be available on the Company's website. For each reporting period, the Board will also disclose the attendance at and frequency of Committee meetings.

Key features are published in:

- (a) either the Annual Report or on the Company's website; and
- (b) in the Appendix 4G to be lodged with the ASX at the same time as lodgement of the Annual Report.

Annexure 5

Nomination and Remuneration Committee Charter

Adopted by the Board on 16 December 2020

1 Introduction

The purpose of this Nomination and Remuneration Committee Charter is to specify the authority delegated to the Nomination and Remuneration Committee by the Board and to set out the role, responsibilities, membership and operation of the Committee.

2 Definitions

General terms and abbreviations used in this Charter have the following meaning set out below.

Board	the board of directors of 99 Technology
CEO	Chief Executive Officer or General Manager (as applicable), who may also be the Managing Director
CFO	Chief Financial Officer (where appointed)
Charter	this Nomination and Remuneration Charter
Committee	the Nomination and Remuneration Committee
99 Technology or the Company	99 Technology Limited ARBN 164 764 729

3 Role and Objectives

The role of the Nomination and Remuneration Committee relates to the appointment and remuneration of the non-executive directors, Managing Director, Company Secretary, CEO, CFO (or equivalent), and other senior executives and employees of 99 Technology.

3.1 Nomination

The Committee assists and advises the Board on:

- (a) Board succession planning generally;
- (b) induction and continuing professional development programs for directors;
- (c) the development and implementation of a process for evaluating the performance and professional development needs of the Board, its committees and directors;
- (d) developing and disclosing a board skills matrix setting out the mix of skills the board currently has or is looking to achieve in its membership, considered in light of the size and needs of the company;
- (e) the process for recruiting a new director, including evaluating the balance of skills, knowledge, experience, independence and diversity on the board and, in the light of this evaluation, preparing a description of the role and capabilities required for a particular appointment;
- (f) the appointment and re-election of directors; and

- (g) ensuring there are plans in place to manage the succession of the Chief Executive Officer (**CEO**) and other senior executives,

to ensure that the Board is of a size and composition conducive to making appropriate decisions, with the benefit of a variety of perspectives and skills and in the best interests of the Company as a whole.

3.2 Remuneration

The Committee also assists and advises the Board on remuneration policies and practices for the Board, the CEO, the chief financial officer, senior executives and other persons whose activities, individually or collectively, affect the financial soundness of the Company.

The policies and practices are designed to:

- (a) enable the Company to attract, retain and motivate directors, executives and employees who will create value for shareholders within an appropriate risk management framework, by providing remuneration packages that are equitable and externally competitive;
- (b) be fair and appropriate having regard to the performance of the Company and the relevant director, executive or employee;
- (c) comply with relevant legal requirements; and
- (d) encourage the creation of an 'Employer of Choice' culture within the Company.

3.3 Diversity

The Nomination and Remuneration Committee will also report to the Board on the effectiveness of the Company's diversity objectives each year. This report will set out any measurable objectives for the period, outline the Company's progress towards achieving those objective and will include a review of the relative proportions of men and women at all levels in the organisation. If no measurable objectives were set for that period, the report will detail how the Company ensures that it is diverse despite not having measurable targets. This report will be disclosed to the market each year.

4 Membership and Structure of the Committee

The Committee members are appointed, removed and/or replaced by the Board. The term of an appointment is to be determined by the Board.

Unless otherwise determined by the Board, the Committee comprises only non-executive directors and a minimum of 3 directors. It is intended that a majority of the Committee at any time will be independent directors such that they are independent of management and free of any conflicts, business or other relationship that could materially interfere with – or could reasonably be perceived to interfere with – the exercise of their unfettered and independent judgement.

The Chairman should be an independent director and not the Chairman of the Board. The Board will appoint the Chairman of the Committee.

Other non-executive directors who are not Committee members may attend meetings of the Committee should they wish. The external auditors and other officers of the company may attend meetings of the Committee by invitation. The CEO, CFO (or equivalent) and external auditors shall be given notice of all meetings and may be invited to attend.

The Board will review the membership and charter of the Committee annually, in accordance with paragraph 7.

The Committee has the authority, within the scope of its responsibilities, to seek any information it requires from an employee or external party.

The Committee shall have direct access to Company's senior management. The Committee Chairman shall have the authority to directly seek independent, professional or other advisers as required for the Committee to carry out its responsibilities.

5 Administrative matters

It is intended that the Committee will meet at least 2 times each year, or as often as the Committee members deem necessary in order to fulfil their role and objectives set out in this Charter.

Except as set out in this Charter, the Committee is subject to the Board's general policy for engaging or seeking advice from financial and legal advisers.

The Company Secretary will attend all Committee meetings as minute secretary. All minutes of the Committee will be entered into a minute book maintained for that purpose and will be open at all times for inspection by any director.

6 Functions and responsibilities

The Committee will be responsible for determining and reviewing:

- (a) the total level of remuneration of Non-Executive Directors and for individual fees for Non-Executive Directors and the Chairman, including any additional fees payable for membership of Board committees;
- (b) the total remuneration package for the CEO, CFO (or equivalent), and the Company Secretary, and including short term and long term incentives;
- (c) management succession planning in regard to the CEO, CFO (or equivalent), and the Company Secretary;

For the avoidance of doubt, the Committee will separately consider the remuneration packages of Non-Executive Directors, Executive Directors and senior executives:

- (d) reviewing and approving management recommendations on remuneration practices and policies, and the remuneration of employees generally;
- (e) reviewing the performance targets for senior management;
- (f) reviewing management succession planning for 99 Technology in general;
- (g) reviewing the appointments and terminations to senior management positions;
- (h) reviewing 99 Technology's obligations on matters such as superannuation and other employment benefits and entitlements;
- (i) reviewing the appointment of Non-Executive Directors, including attending to the following matters:
 - (i) periodically assessing the appropriate mix of skills, experience and expertise required on the Board and assessing the extent to which the required skills are represented on the Board;
 - (ii) establishing processes for the identification of suitable candidates for appointment to the Board, including, establishing criteria for Board membership, engaging appropriate search firms to assist in identifying potential candidates; and
 - (iii) where appropriate, nominating appropriate candidates for non-executive directorship.

- (j) monitoring the length of service of current Board members, considering succession planning issues and identifying the likely order of retirement by rotation of Non-Executive Directors;
- (k) establishing processes for the review of the performance of individual Non-Executive Directors, the Board as a whole and the operation of Board committees;
- (l) periodically reviewing whether there is a need for existing Directors to undertake professional development to maintain the skills and knowledge required for their role;
- (m) reviewing the Company's diversity breakdown as outlined in section 3.3 above and reporting to the Board;
- (n) designing induction and ongoing training and education programs for the Board to ensure that Non-Executive Directors are provided with adequate information regarding the operations of the business, the industry and their legal responsibilities and duties; and
- (o) monitoring board members and senior executives to ensure no transactions in associated products are entered into which limit the economic risk of participating in unvested entitlements under any equity-based remuneration schemes.

7 Review

The Board will, at least once per year, review the Nomination and Remuneration Charter to determine its adequacy for current circumstances. Where necessary the Board may by resolution alter the terms of the Nomination and Remuneration Charter.

8 Access and Advisers

The Board shall have direct access to Company's senior management. The Board shall have the authority to directly seek independent, professional or other advisers as required for the Board to carry out its responsibilities under this Nomination and Remuneration Charter.

9 Experts

If the Board engages expert advisers on matters pertaining to the remuneration of directors and key management personnel, those advisers are to provide advice directly to the Board, independent of management. If the Board enters into an arrangement or commissions advisers on matters relating to remuneration, these arrangements will be disclosed in the Corporate Governance section of the Company's Annual Report to shareholders.

10 Review and Publication of this Charter

The Committee will review its charter annually to keep it up to date and consistent with the Committee's authority, objectives and responsibilities and report to the Board any changes it considers should be made. The charter may be amended by resolution of the Board.

This charter and the names of the Committee members will be available on the Company's website. The Company will also disclose at the end of each reporting period, the number of times the Committee met throughout that period and the individual attendances of the members at those meetings. Key features will be published in:

- (a) either the Annual Report or on the Company's website; and
- (b) in the Appendix 4G to be lodged with the ASX at the same time as lodgement of the Annual Report.

Annexure 6

Continuous Disclosure and Communications Policy

Adopted by the Board on 16 December 2020

1 Introduction

1.1 Company's commitment to disclosure and communication

The Board recognises its duty to ensure that its shareholders are informed of all major developments affecting 99 Technology's state of affairs.

Furthermore, 99 Technology respects the rights of its shareholders and to facilitate the effective exercise of those rights, the Company is committed to:

- (a) complying with the continuous disclosure obligations imposed by law;
- (b) communicating effectively with shareholders;
- (c) providing shareholders with ready access to accurate, balanced and understandable information about the Company and corporate proposals;
- (d) ensuring that all shareholders have equal and timely access to material information concerning the Company; and
- (e) making it easier for shareholders to participate in general meetings of the Company; and
- (f) making it easier for shareholders to participate in general meetings of the Company.

1.2 Purpose of this policy

This policy outlines corporate governance measures adopted by the Company to further its commitments. It seeks to incorporate:

- (a) Principle 5 (Make timely and balanced disclosure) and Principle 6 (Respect the rights of security holders) of the ASX Corporate Governance Council's: Corporate Governance Principles and Recommendations;
- (b) the principles in Guidance Note 8 – Continuous Disclosure: Listing Rule 3.1 issued by the ASX; and
- (c) disclosure obligations in the Listing Rules.

1.3 Application of this policy

This policy applies to all Directors, as well as officers, employees and consultants of the Company.

2 Definitions

General terms and abbreviations used in this policy statement have the following meaning set out below.

ASX	ASX Limited
CEO	Chief Executive Officer or General Manager (as applicable), who may also be the Managing Director

Chairman	the Chairman of the Board of Directors
Company Secretary	the Company Secretary of the Company
Corporations Act	the <i>Corporations Act 2001</i> (Cth)
Director	a director of 99 Technology
99 Technology or the Company	99 Technology Limited ARBN 164 764 729
Listing Rules	the Listing Rules of the ASX Limited
Officer	a senior executive of 99 Technology
Policy	This continuous disclosure and communication policy

3 Communication to stakeholders

This Policy provides that information will be communicated to shareholders and the market through:

- (a) the Annual Report which is distributed to shareholders (usually with the Notice of Annual General Meeting);
- (b) the Annual General Meeting and other general meetings called to obtain shareholder approvals as appropriate;
- (c) the Half-Yearly Directors' and Financial Reports;
- (d) Quarterly Activities and Cash Flow Reports; and
- (e) other announcements released to ASX as required under the continuous disclosure requirements of the Listing Rules and other information that may be mailed to shareholders.

4 Communication channels

4.1 The Company's website

The Company's website contains information about the Company including shareholder communications, information about the Company's governance, announcements made to the market and related information. Investor information will be posted in a separate section on the website from other material about the Company.

Relevant press releases, Company financial announcements and financial data and the Company's charters and policies will also be available on the Company's website.

The website also provides information for shareholders to direct inquiries to the Company.

4.2 Shareholder meetings

The Board encourages full participation of shareholders at Annual General Meetings and general meetings and uses these meetings to assist shareholders in understanding 99 Technology's objectives and strategies in relation to its business activities. Shareholders are encouraged to attend or, if unable to attend, to vote on the motions proposed by appointing a proxy or using any other means included in the notice of meeting. The Company conducts its general meetings in accordance with its Constitution, the Corporations Act and the ASX Listing Rules.

All substantive resolutions (except for procedural resolutions) at a meeting of shareholders will be decided on by a poll instead of a show of hands.

The Company will ensure that all Shareholder meetings are held at a reasonable time and place to allow all Shareholders the opportunity to attend. Where possible, the Company will strive to live webcast shareholder meetings to allow shareholders to view the meeting even if they are not in attendance.

4.3 Notices of meetings

The Company seeks to ensure that the form, content and delivery of notices of general meetings will comply with the Company's constitution, the Corporations Act and ASX Listing Rules. Notices of meeting and accompanying explanatory notes aim to clearly, concisely and accurately set out the nature of the business to be considered at the meeting. The Company will place notices of general meetings and accompanying explanatory material on the Company's website.

4.4 Auditor to attend AGM

The external auditor will attend the annual general meeting and be available to answer questions about the conduct of the audit and the preparation and content of the auditor's report.

4.5 Annual Report

The Company's Annual Report is the main vehicle for communicating with shareholders on the activities and performance of the Company in the previous 12 months. The Annual Report will be posted on 99 Technology's website and will be downloadable.

In accordance with the Listing Rules, the Company will notify the ASX immediately of information:

- (a) concerning 99 Technology that a **reasonable person** would expect to have a **material effect** on the price or value of 99 Technology's securities; and
- (b) that would, or would be likely to, influence persons who commonly invest in securities in deciding whether to acquire or dispose of 99 Technology's securities.

This also applies to information that the market requires to correct or prevent a false market where trading in 99 Technology's securities occurs in the absence of material price-sensitive information; or on the basis of information that is inaccurate or misleading. In such a circumstance, and in compliance with the Listing Rules, 99 Technology will give the ASX the information needed to correct or prevent the false market.

5 Determining "disclosable" information

In accordance with legal, statutory and ASX listing requirements (particularly Listing Rule 3.1), 99 Technology will disclose all information concerning it, of which it is or becomes aware, that a reasonable person would expect to have a material effect on the price or value of its securities.

Information will be taken to have a material effect on the price or value of 99 Technology's securities if a reasonable person would expect the information to, or be likely to, influence persons who commonly invest in securities in deciding whether or not to trade the securities.

The Company Secretary, in consultation with the Chairman, has responsibility for determining whether a particular piece of information is material or falls within the exception, otherwise the information should be provided to the ASX for a determination.

6 Continuous disclosure compliance

The Company Secretary has responsibility for:

- (a) ensuring employees (including Directors and Officers) receive a copy of this policy statement as well as a copy of Guidance Note 8 of the Listing Rules, which highlights the general principles and obligations set out in Chapter 3 of the Listing Rules pertaining to Continuous Disclosure;
- (b) conducting education sessions for new Employees;
- (c) ensuring that 99 Technology has an effective reminder system regarding the obligations of employees to notify the Company Secretary of matters that may be disclosable under this Policy, and to otherwise comply with this Policy. This may be via email, in staff meetings or by refresher courses conducted annually;
- (d) including in the reminder system a requirement that all Employees report potential breaches of this policy directly to the Company Secretary; and
- (e) ensuring that Directors and Officers are briefed in detail regarding the continuous disclosure regime.

7 Disclosure agreements

All Directors have, and new Directors shall enter into a Director Disclosure Agreement with 99 Technology (as set out in Guidance Note 22 of the Listing Rules). The Company Secretary is to maintain records of signed copies of these agreements.

8 Release of ASX announcements

99 Technology recognises that non-public, material information (which may include positive as well as negative information affecting the prospects for 99 Technology), must be released in a timely manner and when released, must be made broadly available to the market. Accordingly, all new material information in the first instance will be released to the ASX.

The procedure for the release of ASX announcements is as follow:

- (a) the Board shall review and provide written approval to the Company Secretary in respect of all key announcements prior to release to the market;
- (b) any relevant parties named in the announcement shall review for factual accuracies in respect of information attributable to them and provide written consent for inclusion of the names in the announcement to the Company Secretary;
- (c) the CEO (and in her absence the Company Secretary) is to give the final sign-off before release to the ASX;
- (d) material price sensitive information will be posted as soon as reasonably practicable after its release to ASX;
- (e) all announcements are to be released electronically by the Company Secretary;
- (f) after confirmation of the release has been obtained from ASX, the Company Secretary will circulate the release to all Directors and Officers of 99 Technology;
- (g) all announcements released are to be posted on the Company website as soon as practicable;
- (h) the Company Secretary is to maintain a register and copy of all announcements released;

- (i) any new and substantive investor or analyst presentations, will also be released on the ASX Market Announcements Platform ahead of the presentation; and
- (j) the Board shall receive copies of all material market announcements promptly after they have been made.

As a policy matter, 99 Technology will not comment on rumours unless, in the circumstances, this would amount to a breach of Listing Rule 3.1B or other applicable laws.

9 Dealing with the media and analysts

All media enquiries relating to 99 Technology are to be coordinated by the Company Secretary, in consultation, with the CEO and Chairman. Media comment will be made only by the Chairman, the CEO or other authorised Company spokesperson.

The CEO in consultation with the Chairman will approve all press releases referring to material issues prior to release.

99 Technology will actively seek to provide private briefings to analysts, institutions and stockbrokers to enhance their understanding of the Company. However, these private briefings must not involve the disclosure of price-sensitive information. If any new information is provided in the presentation, a copy must be lodged with the ASX prior to that meeting. If price-sensitive information is inadvertently disclosed at a private briefing, then the information must be announced to the ASX as soon as practicable.

If an analyst asks a question at a private briefing which touches on a price-sensitive area, then the 99 Technology spokesperson can only use publicly available information in the answer. Where this is not possible, then the 99 Technology spokesperson should decline to answer the question or take it on notice and answer it after a general disclosure to the ASX has been made. As such, at any private briefing at least two executives should be present and a detailed record of the meeting be taken.

In respect of telephone conversations with investors, analysts and the media, a record should be made of the conversation.

10 Dealing with shareholders

99 Technology will use annual general and other general meetings to communicate with shareholders about its financial performance and business strategy. At all shareholder meetings, 99 Technology will actively encourage and allow a reasonable opportunity for shareholder participation.

In all other cases, depending on the nature of the enquiry, the CEO, Company Secretary or Share Registry will deal with private shareholder enquiries.

11 Review and Publication

The Board will review this policy annually to determine whether it is operating effectively and whether any changes are required. This policy may be amended by resolution of the Board.

This policy is available on the Company's website. Key features are published in:

- (a) either the Annual Report or on the Company's website; and
- (b) in the Appendix 4G to be lodged with the ASX at the same time as lodgement of the Annual Report.

Annexure 7

Diversity Policy

Adopted by the Board on 16 December 2020

1 Introduction

Company's corporate objectives and maximising value to shareholders. To this end, the Company aims to design and implement diversity strategies:

- (a) in its employment practices, to promote diversity and inclusion regardless of employees' experiences, perspectives, professional skills, gender, gender identity, age, sexual orientation, marital or family status, disabilities, ethnicity, religious beliefs, cultural and socioeconomic backgrounds; and
- (b) across all components of the Company's business practices, including through its education programs, selection programs for consultants, mentoring programs and community and corporate social responsibility initiatives.

The Company considers that diversity within the Company will improve the quality of decision-making, productivity and teamwork amongst its employees. This policy is to be read in accordance with the Company's Statement of Values contained in the Code of Conduct.

This policy applies to the Company's Board, Employees and contractors.

2 Definitions

General terms and abbreviations used in this Policy have the following meaning set out below.

ASX	ASX Limited
Principles and Recommendations	the Corporate Governance Principles and Recommendations published by the ASX Corporate Governance Council, as amended or replaced from time to time.
Corporations Act	<i>Corporations Act 2001</i> (Cth)
Company or 99 Technology	99 Technology Limited ARBN 164 764 729
Employee	reference to an Employee include the companies or trusts substantially owned or controlled by an employee of the Company or direct relatives, executive Directors and, where the context permits, Non-Executive Directors, managers and all other employees or staff engaged by the Company either on a contract of employment or a salaried basis
Policy	This diversity policy
Principles and Recommendations	the Corporate Governance Principles and Recommendations published by the ASX Corporate Governance Council, as amended or replaced from time to time

3 Objectives

This Policy provides a framework for 99 Technology to achieve:

- (a) a diverse and skilled workforce, leading to continuous improvement in service delivery and achievement of corporate goals;
- (b) equal employment opportunities based on relative ability and potential;
- (c) a workplace culture characterised by inclusive practices and behaviours for the benefit of all staff;
- (d) a work environment that values and utilises the contributions of employees with diverse backgrounds, experiences and perspectives through improved awareness of the benefits of workforce diversity and successful management of diversity;
- (e) a work environment that is safe by taking action against inappropriate workplace and business behaviour including discrimination, harassment, bullying, victimisation and vilification and
- (f) a safe work environment by taking action against inappropriate workplace and business behaviour including discrimination, harassment, bullying, victimisation and vilification.

4 Benefits of diversity

Workplace diversity refers to a variety of differences between people in an organisation, diversity encompasses, among a range of matters, differences in gender, gender identity, age, sexual orientation, ethnicity, race, religious beliefs, marital or family status, disability, and cultural or socioeconomic background.. Embracing diversity in the workforce contributes to the Company achieving its corporate objectives and enhances its reputation and enables the Company to:

- (a) recruit the right people from a diverse pool of talented candidates;
- (b) create a culture that embraces diversity and that rewards people to act in accordance with this Policy;
- (c) retain and develop an appropriate skills base in the Company;
- (d) make more informed and innovative decisions, drawing on the wide range of ideas, experiences, approaches and perspectives that employees from diverse backgrounds, and with differing skill sets, bring to their roles in the Company; and
- (e) better represent the diversity of all stakeholders.

5 Diversity framework

5.1 The Board's Responsibility

The Board is committed to emphasising the importance of workplace diversity by designing and implementing the diversity Policy.

The Directors of the Company will be responsible for promoting diversity within the Company's culture and monitoring the effectiveness of this Policy. The Company recognises that it needs to provide management with appropriate guidance in order to foster a value for diversity within its management culture. To achieve this, the Company is committed to providing its management with the appropriate training and resources to understand the benefits of diversity in recruitment strategies and day-to-day management strategies. The Board will also be required to develop initiatives that will promote and achieve diversity goals.

The Board is responsible for reviewing this Policy annually and will assess the status of diversity within the Company and the effectiveness of this Policy in achieving the measurable objectives which have been set to achieve diversity.

5.2 Employees

All employees are required to act in a manner that supports diversity within the workplace and promotes the objectives set out in this diversity policy. Employees are encouraged to provide feedback to management regarding programs or initiatives which will improve this diversity policy.

5.3 Gender diversity

The Company is committed to achieving gender diversity across all levels within the Company. The Company acknowledges that gender diversity contributes to the achievement of a diverse corporate structure within which persons are appointed and advanced based on merit, without bias.

The Company and the Board recognise that gender diversity:

- (a) broadens the pool of high-quality directors and employees;
- (b) is likely to support employee retention;
- (c) is likely to encourage greater innovation by drawing on different perspectives;
- (d) is a socially and economically responsible governance practice; and
- (e) will improve the Company's corporate reputation.

The Board is responsible for reviewing the need for and setting measurable objectives to assist the Company to achieve gender diversity and review the Company's progress of the Measurable Objectives through the monitoring, evaluation and in meeting these objectives and the effectiveness of these objectives each year. The Nomination and Remuneration Committee may recommend such measurable objectives to the Board in light of the Company's general selection policy for directors, officers and employees. These objectives are to be set and disclosed for each reporting mechanisms listed period.

The Nomination and Remuneration Committee will report to the Board on the effectiveness of the Company's diversity objectives each year (if any). This report will set out any measurable objectives for the period, outline the Company's progress towards achieving those objective and will include a review of the relative proportions of men and women at all levels in the organisation. If no measurable objectives were set for that period, the report will detail how the Company ensures that it is diverse despite not having measurable targets. This report will be disclosed each year.

The Board will also provide employees on extended parental leave the opportunity to maintain their connection to the Company.

5.4 Non-inclusive or discriminative behaviour

The Company does not tolerate behaviours that undermine a diverse and inclusive workplace, including but not limited to behaviours such as discrimination, harassment, bullying, victimisation and vilification. Each of these terms is explained in further detail below:

- (a) Direct discrimination is denying a person of an opportunity or treating them less favourably because they belong to a particular group or category.

For example: not employing a female applicant on the grounds of males typically doing the job.

- (b) Indirect discrimination occurs when an action or policy which appears to treat everyone equally, has a discriminatory effect against a certain group of people.

For example: holding workplace meetings after work hours when employees with family responsibilities would find it hard to attend.

- (c) Harassment is any form of behaviour that is unwelcome and which offends, humiliates or intimidates a person.
- (d) Sexual Harassment is any form of unwelcome sexual attention. This may be obvious or indirect, physical, or verbal, intentional or unintentional, or behaviour that creates a sexually hostile or intimidating environment.
- (e) Bullying is the repeated less favourable treatment of a person by another or others that may be considered unreasonable and inappropriate workplace behaviour. The behaviours can be physical, verbal or non-verbal.

For example: assaulting, shouting or isolating a person in the workplace.

- (f) Victimisation is when an employee is treated less favourably for making a complaint or providing information as a witness.

For example: using pay back, refusing to acknowledge the person, removing or reducing benefits.

- (g) Vilification is conduct that incites hatred against, serious contempt for, or revulsion or severe ridicule of another person or group of persons on the grounds of race, ethno-religious beliefs, HIV or AIDS, transgender or homosexuality.

For example: graffiti that encourages hatred of a particular race of people.

The Company encourages employees to speak up about unacceptable behaviour in the workplace and commits to take action against any such behaviour.

5.5 Strategies

The Company's diversity strategies include:

- (a) recruiting from a diverse pool of candidates for all positions, including senior management and the Board;
- (b) reviewing succession plans to ensure an appropriate focus on diversity;
- (c) identifying specific factors to take account of in recruitment and selection processes to encourage diversity;
- (d) developing programs to develop a broader pool of skilled and experienced senior management and Board candidates, including workplace development programs, mentoring programs and targeted training and development;
- (e) developing a culture which takes account of domestic responsibilities of Employees;
- (f) providing employees on extended parental leave the opportunity to maintain their connection to the Company; and any other strategies the Board develops from time to time.

6 Review and Publication of this Policy

The Board will review this policy annually. This policy may be amended by resolution of the Board.

This policy is available on the Company's website. Key features are published in:

- (a) either the Annual Report or on the Company's website; and

- (b) in the Appendix 4G to be lodged with the ASX at the same time as lodgement of the Annual Report.

Annexure 8

Whistleblower Policy

Adopted by the Board on 16 December 2020

1 Purpose

The Company is committed to fostering a culture of corporate compliance, ethical behaviour and good corporate governance.

The purpose of this Policy is to:

- (a) help detect and address Disclosable Matters;
- (b) help provide employees and contractors with a supportive working environment in which they feel able to raise issues of legitimate concerns to them and the Company;
- (c) ensure that the Company and its employees and contractors act in a way that reflects its Statement of Values as contained in the Code of Conduct;
- (d) provide information about the protections available to those who report Disclosable Matters;
- (e) provide information about who reports of Disclosable Matters may be made, how they may be made, and how the Company will investigate these reports; and
- (f) help support and protect people who report Disclosable Matters.

2 Definitions

General terms and abbreviations used in this Policy have the following meaning set out below.

ASIC	Australian Securities and Investments Commission
APRA	Australian Prudential Regulatory Authority
ASX	ASX Limited
ATO	Australian Taxation Office
Board	the board of Directors of 99 Technology
Corporations Act	<i>Corporations Act 2001 (Cth)</i>
Disclosable Matters	as outlined in section 5.2 of this Policy
Policy	this Whistleblower Policy
Tax Act	<i>Taxation Administration Act 1953 (Cth)</i>
Whistleblower	anyone who makes or attempts to make a report of Disclosable Matters under this Policy

3 Application

This Policy applies to all employees (whether permanent, part-time, fixed-term or temporary), contractors, consultants, secondees, volunteers, directors and other insiders of the Company and its wholly owned subsidiaries.

A person will qualify for protection as a Whistleblower under the Corporations Act or Tax Act where applicable, if they make a disclosure or report of Disclosable Matters directly to the Company or to another external eligible recipient.

Whistleblowers who report conduct that are not Disclosable Matters under the Corporations Act do not qualify for protection under the Corporations Act (or the Tax Act, where relevant). However, such disclosures may attract protection under other legislation, such as the *Fair Work Act 2009* (Cth).

The Company will comply with all applicable legislative requirements.

4 Objectives

The objectives of this Policy are to:

- (a) encourage employees to disclose any malpractice, misconduct or conflicts of interest of which they become aware;
- (b) provide protection for Whistleblowers;
- (c) ensure that all allegations are thoroughly investigated with suitable action taken, where necessary; and
- (d) ensure all employees of the Company receive adequate training about the Policy and their rights and obligations under it.

5 Policy

5.1 Whistleblower protection

This Policy is designed to ensure that honesty and integrity are maintained at the Company. A Whistleblower is protected against adverse employment actions (dismissal, demotion, suspension, harassment, or other forms of discrimination) for raising allegations of malpractice, misconduct or conflicts of interest. Subject to this Policy, a Whistleblower is protected, even if the allegations prove to be incorrect or unsubstantiated.

Employees who participate, or assist in, an investigation will also be protected. Every effort will be made to protect the anonymity of the Whistleblower; however, there may be situations where anonymity cannot be guaranteed. In such situations, the Whistleblower will be fully briefed.

5.2 Disclosable Matters

This Policy is not designed to deal with general employment grievances and complaints. That is, those work-related grievances that do not relate to detriment or threat of the discloser or do not qualify for protection under the Corporations Act.

All employees should be aware that, if an employee makes a false report, deliberately, maliciously, or for personal gain, that employee may face disciplinary action.

Disclosable Matters include, but is not limited to:

- (a) dishonesty;
- (b) misconduct, including fraud, negligence, breach of trust and breach of duty;

- (c) fraudulent;
- (d) corruption;
- (e) illegal activities (including theft, drug sale/use, violence, threatened violence, or criminal damage against the Company assets/property);
- (f) acts or omissions in breach of commonwealth or state legislation or local authority by-laws;
- (g) unethical behaviour;
- (h) behaviour that poses a significant risk to public safety;
- (i) other serious improper conduct (including gross mismanagement, serious and substantial waste of Company resources, or repeated breaches of administrative procedures);
- (j) unsafe work-practices;
- (k) any other conduct which may cause financial or non-financial loss to the Company or be otherwise detrimental to the interests or reputation of the Company, or any of its employees;
- (l) the deliberate concealment of information tending to show any of the matters listed above;
- (m) potential misconduct or an improper state of affairs or circumstances in relation to the Company; or
- (n) any other kind of misconduct or an improper state of affairs or circumstances in relation to the Company.

6 Protection of Whistleblower

6.1 When the Policy will operate

This Policy protects the Whistleblower against any reprisals, provided that the Whistleblower identifies themselves, and they have an honest and reasonable belief of the existence of Disclosable Matters.

6.2 No reprisals

No alleged malpractice or misconduct which meets the above-mentioned conditions will give rise to any reprisals, or threat of reprisals, against the Whistleblower, unless the Whistleblower is a participant in the prohibited activities with respect to which the complaint is made. Therefore, the Whistleblower is protected from civil liability (e.g. legal action for breach of an employment contract), criminal liability (e.g. attempted prosecution for unlawfully releasing information) and administrative liability (e.g. disciplinary action).

If the Whistleblower was involved in the activities, the decision to file the complaint is only likely to affect the extent of the disciplinary measures, if any, that may eventually be taken against such Whistleblower. Effectively, this means that the Company, and its directors, officers, employees and agents, will not penalise, dismiss, demote, suspend, threaten or harass a Whistleblower, or transfer the Whistleblower to an undesirable job, or location, or discriminate in any manner against the Whistleblower, to take reprisals, or to retaliate, as a result of the Whistleblower having reported an act that is illegal or unethical, or deemed illegal or unethical, unless the Whistleblower is a participant in the illegal or unethical act or acts.

The Company considers any reprisals against a Whistleblower to be a serious breach of this Policy and one likely to result in disciplinary measures, including dismissal. This protection applies to anyone providing information related to an investigation pursuant to this Policy.

If a Whistleblower believes they have suffered detriment they may seek independent legal advice or contact regulatory bodies, such as ASIC, APRA or the ATO.

7 Confidentiality

7.1 Importance of confidentiality

The Company recognises that maintaining appropriate confidentiality is crucial in ensuring that potential Whistleblowers come forward and disclose their knowledge, or suspicions, about malpractice or misconduct in an open and timely manner and without fear of reprisals being made against them.

The Company will take all reasonable steps to protect the identity of the Whistleblower, and will adhere to any statutory requirements in respect of the confidentiality of disclosures made. What constitutes reasonable steps is to be considered in light of the fact that it is illegal for a person to identify a Whistleblower, or disclose information that is likely to lead to the identification of the discloser.

In appropriate cases, disclosure of the identity of the Whistleblower, or the allegation made by them, may be unavoidable, such as if court proceedings result from a disclosure pursuant to this Policy.

7.2 Protection of confidentiality

In protecting the identity of the Whistleblower, those who receive disclosures will:

- (a) refer to the discloser in a gender-neutral context;
- (b) redact all personal information or reference to the disclosure on communications; and
- (c) liaise with the Whistleblower to identify aspects of their disclosure that could inadvertently identify them.

7.3 Breaches of confidentiality

A Whistleblower can lodge a complaint with a regulator, such as ASIC, APRA or the ATO for investigation on a breach of confidentiality.

8 Reporting procedures

8.1 Making a report under this Policy

The Company encourages all employees to speak to their direct manager or HR manager in the first instance.

If an employee would like to make a report to an eligible recipient under the Australia whistleblower laws (and receive the protections offered under those laws), they can make a report to the Internal Control Department (**Recipient**).

Reports (including anonymous reports) can be made confidentially to any of the above Recipients. Recipients may also be contacted by phone, email (IC@99wuxian.com), or by post to the following address: Internal Control Department, Level 3, No.763 Mengzi Road, Shanghai, China.

Reports under the Australian whistleblower laws can also be made to the following external eligible recipients:

- (a) a lawyer (but not one who is employed by the Company) for the purposes of obtaining legal advice or representation;

- (b) ASIC, APRA, the Commissioner of the ATO, or another appropriate Australian Government body prescribed by regulation;
- (c) under certain circumstances, to a journalist or member of Australian Government, state, or territory parliaments in accordance with the requirements set out in the Corporations Act for making an 'emergency disclosure' or a 'public interest disclosure'; and
- (d) if the report relates to the Company's tax affairs, a registered tax agent or BAS agent of the Company.

All claims of malpractice or misconduct should provide specific, adequate and pertinent information with respect to, among other things, dates, places, persons, witnesses, amounts, and other relevant information, in order to allow for a reasonable investigation to be conducted. If the Whistleblower discloses his or her name, the person receiving the claim will acknowledge having received the complaint, and may initiate a follow-up meeting. However, if the claim is submitted on an anonymous basis, there will be no follow-up meeting regarding the claim of malpractice or misconduct and the Company will be unable to communicate with the Whistleblower if more information is required, or if the matter is to be referred to external parties for further investigation.

Please remember that all claims of malpractice or misconduct received are treated on a confidential basis and Whistleblowers are encouraged to disclose their identities, to obtain the protection afforded to them at law. Nonetheless, anonymous disclosures are still protected under the Corporations Act.

8.2 Making an anonymous report

The Company recognises that there may be issues of such sensitivity that an employee may wish to make a report anonymously.

Anonymous reports can be made to any of the Recipients or eligible external recipients by contacting them by phone, email, or post.

9 Procedures following disclosure

Once a report of suspected malpractice or misconduct has been received from a Whistleblower, who has provided reasonable grounds for his or her belief that malpractice or misconduct has occurred, an investigation of those allegations will commence.

All material violations and any actions which may be required as a result of the investigations will be reported to the Board.

10 Investigations

Investigations will be conducted promptly and fairly with due regard for the nature of the allegation and the rights of the persons involved in the investigation.

Evidence, including any materials, documents or records shall be held by the investigator, and held securely. The person receiving the disclosure must report it as soon as possible to the Board.

After the allegation has been reported to the Board, it will determine if the allegation is, in fact, pertinent to any of the issues mentioned in this Policy.

The Board will determine the appropriate method for the investigation. In appropriate cases, the Board may ask for the assistance of an internal or an external accounting or legal specialist, as the Board deems necessary.

During the investigation, the investigator will have access to all of the relevant materials, documents, and records. The directors, officers, employees and agents of the Company must

cooperate fully with the investigator. The investigator will also be responsible for ensuring that the individuals mentioned in the disclosure are treated fairly.

During the investigation, the Board will use all reasonable means to protect the confidentiality of the information regarding the Whistleblower.

11 Reporting

At the conclusion of the investigation, the investigator will prepare a report of the findings for the Board. If the final report indicates that the malpractice or misconduct has occurred, the final report will include recommendations for steps to be taken to prevent the malpractice or misconduct from occurring in the future. It will also outline any action that should be taken to remedy any harm or loss arising from the malpractice or misconduct. This may include disciplinary proceedings against the person responsible for the conduct, and the referral of the matter to appropriate authorities, as is deemed necessary by the Board.

12 Training

All employees, management, and potential investigators of the Company will receive periodic training in relation to their rights and obligations under this Policy and under applicable Whistleblower laws.

13 Communications to the Whistleblower

The Company will ensure that, provided the claim was not submitted anonymously, the Whistleblower is kept informed of the outcomes of the investigation of his or her allegations, subject to the considerations of privacy of those against whom allegations are made.

The Whistleblower will have the opportunity to nominate whether they would like to receive such communications via telephone, email, or mail.

14 Compensation

A Whistleblower may seek compensation and other remedies through the courts if they suffer loss, damage, or injury because of a disclosure, or the Company fails to take reasonable precautions and exercise due diligence to prevent the detrimental conduct. If a Whistleblower seeks compensation they are encouraged to obtain independent legal advice.

15 Communication of Policy

This Policy will be communicated and promoted at all levels of the Company's business and disclosed on the Company's website for reference by external stakeholders.

16 Review and publication of this Policy

The Board will review this policy annually. This policy may be amended by resolution of the Board.

This policy is available on the Company's website. Key features are published in:

- (a) either the Annual Report or on the Company's website; and
- (b) in the Appendix 4G to be lodged with the ASX at the same time as lodgement of the Annual Report.

Annexure 9

Anti-Bribery and Corruption Policy

Adopted by the Board on 16 December 2020

1 Introduction

The Company is committed to carrying out its business activities in an ethical and lawful way. The Company has a zero-tolerance approach to bribery and corruption and is committed to acting professionally, fairly and with integrity in all its business dealings and relationships wherever it operates. As such, it is also committed to and implementing and enforcing effective systems to counter bribery.

The Company is also committed to ensuring its corporate culture actively discourages bribery or corrupt conduct in the strongest possible terms. The Company will uphold all laws relevant to countering bribery and corruption in all the jurisdictions in the country it operates, in respect of conduct in Australia and abroad. The Company is also expected to meet the highest ethical standards in line with the anti-bribery and corruption standards required by the ASX.

Serious criminal and civil penalties, in addition to reputational damage, may be incurred if the Company is involved in any bribe or corrupt behaviour. This Policy is consistent with and supports the Company's values and it should be read in conjunction with the Statement of Values contained in the Code of Conduct and other policies of the Company.

2 Definitions

General terms and abbreviations used in this Policy have the following meaning set out below.

ASX	ASX Limited
Board	the board of Directors of 99 Technology
CFO	the Chief Financial Officer of the Company
99 Technology Group Companies	the Company and its subsidiaries
Listing Rules	the Listing Rules of the ASX from time to time
Policy	this Anti-Bribery and Corruption Policy
Register	the gift and entertainment register maintained by the CFO

3 Purpose

This Policy contains the Company's responsibilities, and of those of its employees, in observing and upholding the Company's zero tolerance position on bribery and corruption. This Policy contains the Company's approach and commitment to anti-bribery and anti-corruption processes, procedures and practices. It sets out the Company's standards and guidelines on what constitutes bribery or corruption, the offering, accepting and providing gifts and hospitality, participating in tenders and procuring goods and services and providing donations and sponsorship

This Policy applies globally. If travelling outside Australia, the Company's employees are subject to the laws of the country they are in, however, as an ASX listed entity the principles of this Policy must be followed regardless of whether or not that country has specific bribery and

corruption laws. Where a country has specific anti-bribery and anti-corruption laws, which are of a lesser standard to this Policy, this Policy prevails so that employees must obey this Policy.

In particular, this Policy is designed to ensure that you do:

- (a) not give or accept gifts and/or benefits that will compromise or appear to compromise, your integrity and objectivity in performing your duties;
- (b) not give or accept gifts and/or benefits that cause, or appear to cause a conflict of interest;
- (c) record gifts or benefits worth RMB1,000 or more in the gift and entertainment register (**Register**) to be maintained by the CFO;
- (d) record in the Register where a gift or benefit provided on behalf of a Company in excess of RMB1,000; and
- (e) decline gifts and/or benefits worth RMB1,000 or more (unless an exception applies).

Additionally, the purpose of this Policy is to:

- (f) ensure that the Company, as a minimum, complies with its obligations under the ASX Listing Rules and ASX Corporate Governance framework, and as much as possible, seeks to achieve and exceed best practice;
- (g) educate employees on what gifts and benefits are acceptable and unacceptable;
- (h) provide guidance on how to deal with instances of bribery or corruption; and
- (i) promote investor confidence in the integrity of the Company and its securities.

This Policy also outlines the process to follow if there are concerns that any employee of the Company is not complying with or has not complied with this Policy. Any and all material or suspected breaches of this Policy must be immediately reported to the Company's Board or a committee of the Board upon identification.

1 Who is covered by this Policy?

This Policy applies the 99 Technology Group or any of its subsidiaries or affiliates. This Policy is intended to apply to anyone who is employed by or works for the Company, including employees (whether permanent, fixed term or temporary), contractors, consultants, trainees, secondees, volunteers, interns, agents, sponsors and directors wherever located (collectively referred to as **employees** in this Policy).

2 Anti-Bribery and Anti-Corruption

2.1 What is bribery?

Bribery is the offering, promising, giving, accepting or soliciting of an advantage as an inducement for action which is illegal, unethical or a breach of trust. A bribe is an inducement or reward offered, promised or provided in order to gain any commercial, contractual, regulatory or personal advantage that can take the form of gifts, loans, fees, rewards or other advantages. The Company's employees are not permitted to give, offer, promise, accept, request or authorise a bribe, whether directly or indirectly. A bribe does not actually have to take place but the act of promising to give a bribe or agreeing to receive a bribe is an offence.

Any conduct which may otherwise be permitted by other provisions of this Policy is prohibited if it would contravene this provision.

2.2 What is corruption?

Corruption is a deliberate act of dishonesty, breach of the law, abuse of public trust or power that undermines or is incompatible with the impartial exercise of an official's powers, authorities, duties or functions for private gain (or in other words, the misuse of office, power or influence for private or personal gain or any abuse of entrusted power for private or personal gain). The Company's employees are not permitted under any circumstances to accept, request, authorise or otherwise engage or be involved in corruption directly or indirectly.

Any conduct which may otherwise be permitted by other provisions of this Policy is prohibited if it would contravene this provision.

2.3 General Examples

Examples of conduct that constitutes bribery and corruption includes, but is not limited to, the following:

- (a) offering, promising or giving a bribe, requesting, agreeing to receive or accepting a bribe;
- (b) bribing a public official with the intention of influencing the office in the performance of their official functions in order to obtain or retain business or an advantage in the conduct of business;
- (c) paying secret commissions to those acting in an agency or fiduciary capacity;
- (d) failing to prevent a bribe being made; and
- (e) making facilitation payments.

2.4 Penalties and consequences

The financial penalties for bribery and corruption offences can potentially be significant and serious for employees and the Company. There is a real risk that individuals involved may also be subject to imprisonment. The impacts of bribery and corruption extend beyond the civil and criminal penalties to include:

- (a) impacting on the Company's reputation and the Company's ability to procure and retain business and/or clients;
- (b) impacting on the Company's ability to do business with governments or public international organisations which may require a declaration that the Company has complied, and will comply, with certain laws;
- (c) increased regulatory scrutiny and prosecution of the Company and/or its subsidiaries; and
- (d) potential breach of certain established contractual provisions relating to compliance with applicable anti-bribery and anti-corruption laws, which may trigger termination rights, penalties and/or litigation.

3 Processes and procedures

3.1 Gifts and benefits

Employees of the Company must declare all gifts and benefits, valued at RMB1,000 or more, in the Register. Employees are also expected to decline (or avoid accepting) gifts and benefits which are valued at RMB1,000 or more with the exceptions being:

- (a) work related conferences and professional development sessions;

- (b) invitations to speak at a professional association (including flights and accommodation); and
- (c) working lunches/dinners.

3.2 Approval process for gifts and benefits

Employees should, where possible, discuss with their manager the fact that they have been offered a gift/benefit before accepting it, in order to determine the appropriate action.

Employees are required to enter any gift/benefit in the Register within 5 business days of receiving or being offered the gift/benefit.

The managers need to action any gifts and benefits reported to them within 5 business days of receiving the disclosure from the employee, noting that gifts/benefits should not be accepted on a recurring basis or broken down into parts of less than RMB1,000.

Approval for any gifts, hospitality and entertainment above RMB1,000 may only be provided by the CFO (or a delegate of the CFO) and must be disclosed in the Register.

3.3 Acceptable gift, hospitality and entertainment expenditure

The Company allows for gifts and genuine hospitality and entertainment expenditure that is reasonable and proportionate, provided that it complies with the following:

- (a) made for the right reason – it should be clearly given as an act of appreciation or common courtesy associated with standard business practice;
- (b) no obligation – it does not place the recipient under any obligation;
- (c) no expectation – expectations are not created by the giver or an associate of the giver or have a higher importance attached to it by the giver than the recipient would place on such transaction;
- (d) not made secretly without documentation – it should be made openly as the purpose will otherwise be open to question if it is made secretly or undocumented;
- (e) reasonable value – its size is small and in accordance with general business practice;
- (f) appropriate – its nature is appropriate to the relationship;
- (g) at ‘arm’s length’ – all transactions/gifts should be on an ‘arm’s length’ basis with no special favours and no special arrangements;
- (h) legal – it complies with all applicable laws; and
- (i) documented – if the expense or gift is valued at RMB1,000 or more, it must be fully documented in the Register.

Circumstances under which any gift/benefit should never be accepted include:

- (j) gift in the form of cash and/or cash equivalent vouchers or gift certificates;
- (k) ‘quid pro quo’ (a benefit or advantage offered for something in return); and
- (l) making incomplete, false or inaccurate entries in the Company’s books and records.

3.4 Tenders and procurement

In relation to tenders and procurement for services to be provided to the Company, all employees are expected to act with a high degree of professional integrity and in accordance with the Company’s Code of Conduct. The following requirements are designed to assist you in your negotiations with external parties including suppliers in order to avoid conflicts and unethical behaviour. All material and potential conflicts of interest in relation to any particular

tender or procurement process must be declared immediately and consent must be obtained from the CFO before proceeding or continuing to proceed with the process. Further:

- (a) all tenders and procurement processes must be conducted fairly and transparently;
- (b) there must be no favour or undue preference to any supplier at the expense of the Company;
- (c) no personal benefit should be received, directly or indirectly, in connection with the tender or procurement process; and
- (d) the tender and procurement process must be appropriately documented (including to identify why the provider was ultimately selected).

3.5 **Facilitation payments**

Facilitation payments, whether legal or not in a country, are prohibited under this Policy.

Facilitation payments are a form of bribery made for the purpose of expediting or facilitating the performance of a public official for a routine governmental action e.g. processing papers, issuing permits and other actions of an official in order to expedite performance of duties of a non-discretionary nature (i.e. which they are already bound to perform). The payment or other inducement is not intended to influence the outcome of the official's action, only its timing.

3.6 **Donations and sponsorships**

Any donations and sponsorships not prohibited under this section made by the employees using Company funds, rather than personal funds, must be approved by the CFO. Please also see the Company's Code of Conduct.

Please be aware that promises of donations and sponsorships, even if no payment is ever made, are equally capable of being caught by the anti-bribery and anti-corruption laws in a number of different countries.

3.7 **Charitable contributions**

Charitable support and donations are acceptable whether in-kind or financial in nature. Employees of the Company must be careful to ensure that charitable contributions are not used as a scheme to conceal bribery. The Company can only make charitable donations that are legal and ethical under local laws and practices. In Australia, this means that an organisation is entitled to receive income tax deductible gifts and deductible contributions.

No donation can be offered or made on behalf of the Company without the prior approval of the CFO and any donation must be within the Board approved financial limits.

3.8 **Political Donations**

The Company may make donations to political parties from time to time, subject to Board approval.

Care must be exercised when providing donations or sponsorship. The Company and employees must comply with the spirit of this Policy, including avoiding multiple donations and sponsorship which, if aggregated, may breach this Policy.

Employees must not provide any donation or financial contribution to any political party or candidate for an election, in a personal capacity, in light of the potential for such a donation or gift to be associated with the Company.

4 Responsibilities

4.1 Employee's responsibilities

You must ensure that you read, understand and comply with this Policy. The prevention, detection and reporting of any form or kind of bribery and/or corruption are the responsibility of all those working for, acting for or being engaged by the Company.

All employees are required to avoid any activity which might lead to or suggest a breach of this Policy. You must notify your manager and/or the CFO as soon as possible if you believe or suspect that a conflict with, or a breach of, this Policy has occurred, or may occur in the future. Any employee who breaches this Policy will face disciplinary action, up to and including termination of employment or engagement.

4.2 Record keeping

The Company must keep financial records and have appropriate internal controls in place which will evidence the business reason for making payments to third parties.

You must declare and enter all gifts and benefits in the Register within 5 business days. The Register may be subject to managerial review and internal and external audit. You must ensure that all expenses and claims relating to hospitality, gifts or expenses incurred to third parties are submitted in accordance with our expenses policy and specifically record the reason for the expenditure. Please refer to the

Annexure of this Policy for what details are required to be recorded in the Register.

All accounts, invoices, memoranda and other documents and records relating to the dealings with third parties, such as clients, suppliers and business contacts, should be prepared and maintained with strict honesty, accuracy and completeness. No accounts can be kept 'off-book' to facilitate or conceal improper payments. For example, it is an offence under the *Crimes Legislation Amendment (Proceeds of Crime and Other Measures) Act 2016* (Cth) for a person to make, alter, destroy or conceal an accounting document, including being reckless in their conduct which allowed such an act to facilitate, conceal or disguise the corrupt conduct.

4.3 **How to raise a concern**

Under the Code of Conduct, all employees of the Company have a responsibility to help detect, prevent and report instances of bribery and corruption as well as any other suspicious activity or wrongdoing in connection with the Company's business. The Company is committed to ensuring that all employees have a safe, reliable and confidential way of reporting any suspicious activity. You are encouraged to raise concerns about any issue or suspicion of malpractice at the earliest possible stage with your manager. If you are unsure whether a particular act may constitute bribery or corruption, or if you have any other queries or concerns, these should be raised with your manager.

If you are not comfortable, for any reason, with speaking directly to your manager, the Company has a Whistleblowers Policy which affords certain protections against reprisal, harassment or demotion for making the report or raising any concern.

4.4 **Monitoring and review**

Regular reviews of the Register enable the identification and management of any potential or emerging risks. For example, if a particular company is presenting a significant number of gifts to various employees or if companies are offering frequent and substantial hospitality to employees, including but not limited to dinners, seats at sporting events, access to corporate boxes or cultural venues, upgrades on flights, theatre tickets.

Internal control systems and procedures will be subject to regular audits and reviews to provide assurance that they are effective in countering bribery and corruption. There may also be independent reviews undertaken from time to time by external audit.

5 **Breaches**

Serious criminal and civil penalties, as well as reputational damage, may be incurred if the Company or an employee is involved in bribery or corruption. Any breaches of this Policy or material incidents of bribery or corruption must be reported to the Board. Where considered appropriate, the gift or benefit received may be:

- (a) donated to charity;
- (b) divided up among employees or made available for the recipient's team; or
- (c) in exceptional cases, the CFO may determine that the gift may be retained by the recipient.

Notwithstanding the above, all gifts considered to be bribe or a potential bribe, or which may involve corruption, will be returned to the giver immediately. Any breaches of this Policy or material incidents of bribery or corruption will be taken seriously and may result in disciplinary action, including termination of employment.

6 Other Matters

6.1 Training

The Company will provide training sessions to assist managers and employees:

- (a) recognising and understanding incidents of bribery and corruption; and
- (b) managing and responding to such incidents.

The extent and nature of such training will be defined by reference to their function and will reflect the risks facing an employee in their role. The Company will keep records of all completed training sessions.

7 Useful contact information

Please contact the Company Secretary or the corporate services provider from Investorlink on (02) 9276 2000 if you have any questions about this Policy.

8 Review and Publication of this Policy

The Board will review this Policy annually. This Policy may be amended by resolution of the Board.

This Policy is available on the Company's website. Key features are published in:

- (a) either the Annual Report or on the Company's website; and
- (b) in the Appendix 4G to be lodged with the ASX at the same time as lodgement of the Annual Report.

Annexure

Completing the Gifts and Entertainment Register (Register)

The following information is required in completion the Register:

Receiving gifts and benefits	Offering gifts and benefits
Date received:	Date offered:
Name: Position: Business unit of the recipient:	Name: Position: Business unit of the offeror:
Description of gift / benefit:	Description of gift / benefit:
Value: e.g. RMB	Value: e.g. RMB
Reason for acceptance:	Reason for offering:
Name and position of approving manager:	Name and position of approving manager:
Decision:	Decision:

Note that the above should be based on a reasonable person test, i.e. if the value is not known, what value would a reasonable person place on the gift / benefit / entertainment