

## CORPORATE GOVERNANCE STATEMENT

ActivEX Limited (“ActivEX” or “Company”) and its controlled entity (the “Group”) is committed to implementing the highest standards of corporate governance and to determine these standards, the Group has used the reporting recommendations set out by the Australian Securities Exchange (ASX) Corporate Governance Council’s Corporate Governance Principles and Recommendations (ASX Principles and Recommendations) as the basis for its corporate governance policies.

While seeking to implement optimal corporate governance practices, the Group does not accept that all the recommendations are applicable to the Group due to the current size and nature of its operations. Where the Group has not fully adopted the relevant recommendation, the reasons for non-adoption are set out below.

To assist the Board carry out its functions, it has developed a Corporate Governance Manual to guide the Non-Executive Directors, Executive Directors and other key senior executives in the performance of their roles.

### PRINCIPLE 1 - LAY SOLID FOUNDATIONS FOR MANAGEMENT AND OVERSIGHT

Principle 1 identifies that a company should establish and disclose the respective roles and responsibilities of its board and management and how their performance is monitored and evaluated.

Each of the recommendations of Principle 1, including the extent to which the Group has followed those recommendations, is discussed as follows.

#### 1.1 Role of Board and Management

The Group has established the functions reserved to the Board and those delegated to senior executives. The Board of Directors’ role is to govern the Group rather than to manage it and to ensure that it represents effectively the interests of all shareholders. It is currently the role of the Executive Director to manage the Group in accordance with the direction and delegations of the Board and it is the responsibility of the Board to oversee the activities of the Executive Director in carrying out these delegated duties.

The Group has developed a statement of matters reserved for the Board which documents the role and responsibilities of the Board, a summary of which is as follows:

- providing leadership to the Group;
- overseeing the development and implementation of an appropriate strategy;
- overseeing planning activities including the development and approval of strategic plans, annual corporate budgets and long-term budgets including operating budgets, capital expenditure budgets and cash flow budgets;
- reviewing the progress and performance of the Group in meeting these plans and corporate objectives, including reporting the outcome of such reviews on at least an annual basis;
- ensuring corporate accountability to the shareholders primarily through effective shareholder communications;
- overseeing the control and accountability systems that ensure the Group is progressing towards the goals set by the Board and in line with the Group’s purpose, the agreed corporate strategy, legislative requirements and community expectations;
- ensuring that robust and effective risk management, compliance and control systems (including legal compliance) are in place and operating effectively;
- being responsible for the Group’s senior executives, management and other personnel; and
- making all decisions outside the scope of these delegated powers.

In general, the Board is responsible for, and has the authority to determine, all matters relating to the policies, practices, management and operations of the Group. It is required to do all things that may be necessary to be done in order to carry out the objectives of the Group, which includes supervising the Group’s framework of control and accountability systems to enable risk to be assessed and managed.

The Board has delegated all powers to the Executive Director necessary to effectively and efficiently carry out the business of the Group and any exceptions to this delegation requires Board approval, as set out in the Group's Corporate Governance Manual.

Details of the Group's Corporate Governance Manual are available on the Company's website ([www.activex.com.au](http://www.activex.com.au)).

## **1.2 Background Checks**

The Board is responsible for undertaking appropriate background checks before appointing a person, or putting forward a candidate for election, as a Director. In addition, all material information in the Board's possession, relevant to whether or not to elect or re-elect a Director, shall be provided to Shareholders.

## **1.3 Written Contracts of Appointment**

The Group provides newly appointed Directors with formal appointment letters setting out the key terms and conditions of their appointment. Similarly, senior executives (including any Executive Directors) are provided with formal appointment letters making clear the responsibilities of their role, remuneration, appointment term and entitlements on termination.

## **1.4 Company Secretary**

The Group's Corporate Governance Manual provides that the Company Secretary is accountable directly to the Board, through the chair, on all matters to do with the proper functioning of the Board.

## **1.5 Diversity**

The Group has implemented a Diversity Policy which is available on its website. The Diversity Policy is a commitment by the Group to actively seek to maintain a diverse workforce to create a workplace that is fair and inclusive, applies fair and equitable employment practices and provides a working environment that will allow all employees to reach their full potential.

The Group is of the view that any measurable statistical objectives on a diverse workforce must be fit for purpose, in line with the Group strategic objectives and ensure the Group is in compliance with all relevant legislative requirements. As at the date of this Annual Report, the Group is of the opinion that measurable objectives are not appropriate at its present stage of development. However, the Group will consider implementation of measurable objectives in future.

As at the date of this Annual Report, 50% of Board Members are female.

## **1.6 Board Reviews**

The Board considers the evaluation of its performance as fundamental to establishing a culture of performance and accountability. The Group's Corporate Governance Manual provides that the Chairperson is to undertake a review of the Board and individual Director's performance at least once a year at a special meeting of the Board. Board performance is to be evaluated in relation to goals that are set at the time of the Board's annual strategic planning session.

A formal review of the Board and Individual Director's was not undertaken by the Chairperson during the current year.

## **1.7 Management Reviews**

The remuneration structure for executive officers is based on a number of factors, including length of service, particular experience of the individual concerned and the overall performance of the Group.

Senior executives' performance is reviewed against a range of quantitative and qualitative measures and considers past performance of the Group as well as the executive and also takes into account market practice with respect to comparable positions.

The Non-Executive Directors are responsible for regularly evaluating the Executive Director's performance. This evaluation is based on the Group's business performance and whether strategic objectives are being achieved. The Executive Director reviews other executives' and staff performance. The results of the Executive Director's performance reviews of senior executives and staff are reported to the Board for information.

The performance of the Executive Director and Senior executives is reviewed on a formal basis annually and this review has taken place during the year in accordance with the process detailed above.

## **PRINCIPLE 2 - STRUCTURE THE BOARD TO ADD VALUE**

Principle 2 identifies that a company should establish a board of an appropriate size, composition, skills and commitment to enable it to discharge its duties effectively.

Each of the recommendations of Principle 2, including the extent to which the Group has followed those recommendations, is discussed as follows.

### **2.1 Nomination Committee**

The Group does not comply with this recommendation as a nomination committee has not been established. Currently, the role of the nomination committee is undertaken by the full Board. The size and nature of the Group's activities do not justify the establishment a separate committee at this time. The Board regularly reviews the composition, skill base and effectiveness of the Directors of the Board.

The Board has a policy and procedure for nominating and appointing new Directors. Candidates for the Board are considered and selected by reference to a number of factors which include, but are not limited to, their relevant experience and achievements, independence and ability to meet the Board's expectation as set out in the Corporate Governance Manual. Directors are initially appointed by the full Board, subject to election by shareholders at the next general meeting. Directors are required to retire and be subject to re-election by shareholders at least once every three years.

### **2.2 Board Skills, Knowledge and Experience**

The Board considers the mix of skills and the diversity of board members when assessing the composition of the Board. Directors are appointed based on the specific corporate and governance skills and experience required by the Group. The Board seeks to maintain a relevant blend of personal experience across commercial and technical disciplines relevant to the business of the Group.

The Board does not maintain a formal Board Matrix in accordance with Recommendation 2.2. However, the Board is comprised of experienced senior business personnel from a variety of professional and enterprise backgrounds. They each meet the fundamental requirements and, collectively, possess the skills, experience and diversity considered necessary to appropriately govern the Group.

The skills of each individual director which comprise the Board have been outlined in Section 2 of the Directors' Report.

### **2.3 Independence and Length of Service of Directors**

The Board of Directors has one executive and three non-executive directors. The names of the directors of the Company in office at the date of this report, specifying who are independent together with their length of service and relevant personal particulars, are set out in Section 2 of the Directors' Report.

### **2.4 Assessment of Independence**

While determining the independent status of Directors, the Board has considered whether the Director:

- a) holds less than five percent of the voting shares of the Company (in conjunction with their associates); or is an officer of the Group, or otherwise associated directly with a shareholder of more than five percent of the voting shares of the Company;
- b) has within the last three years, been employed in an executive capacity by the Company or another group member;
- c) has within the last three years been a principal of a material professional adviser or a material consultant to the Company or another group member, or an employee materially associated with the service provided. In this context, the relationship with the professional adviser or consultant shall be deemed to be material if payments from the Group exceed 10% of the Group's annual expenditure to all professionals and consultants or exceed 10% of the recipient's annual revenue for advisory or consultancy services;
- d) is a material supplier or customer of the Company or another group member, or an officer of or otherwise associated directly or indirectly with a material supplier or customer. In this context, the relationship with the supplier or customer shall be deemed to be material if annual payments to or from that supplier or customer exceed 10% of the annual consolidated gross revenue of either the Group or that supplier or customer; and

- e) has a material contractual relationship with the Company or another group member other than as a Director of the Company.

Due to the size and scale of the Group's current activities, the majority of the Board are not considered independent. However, although the Board does not follow Recommendation 2.4, to facilitate independent decision-making, the Board has agreed procedures for directors to have access in appropriate circumstances to independent professional advice.

Directors are entitled to request and receive such additional information as they consider necessary to support informed decision-making.

## **2.5 Chairperson and Chief Executive Officer**

The Chairperson is responsible for leadership of the Board and for the efficient organisation and conduct of the Board's functioning. The Executive Director is responsible and accountable to the Board for the Group's management.

The office of Chairperson is held by Ms Min Yang, who is not considered independent in accordance with the Corporate Governance Council's recommendations. However, the board considers that the office of Chairperson is best served by Ms Yang due to her extensive relevant experience.

In accordance with the Corporate Governance Council's recommendations the role of Chief Executive Officer and Chairman are not exercised by the same person.

## **2.6 Induction and Professional Development**

New Directors undergo an induction process in which they are given a full briefing on the Group. Where possible, this includes meetings with key executives, tours of the premises, an induction package and presentations.

In order to achieve continuing improvement in Board performance, all Directors are encouraged to undergo continual professional development.

# **PRINCIPLE 3 - ACT ETHICALLY AND RESPONSIBLY**

Principle 3 identifies that a company should act ethically and responsibly.

Each of the recommendations of Principle 3, including the extent to which the Group has followed those recommendations, is discussed as follows.

## **3.1 Code of Conduct**

The Group acknowledges that the community expects businesses to be aware of their wider social obligations and to promote practices to maintain confidence in the Group's integrity. The Board requires high standards of conduct and responsibility from Directors, senior executives and employees at all times. As part of its commitment to recognising the expectations of their stakeholders, the Group has established a Code of Ethics and Conduct for Directors within its Corporate Governance Manual to guide compliance with legal and other obligations to stakeholders, which include employees, clients, customers, government authorities, creditors and the community. Directors are required to adhere to industry standards in conduct and dealings and promote a culture of honesty, fairness and ethical behaviour into its internal compliance policy and procedures as well as dealing with stakeholders.

The Board also requires the Group's employees and consultants to have similar high standards and are required to adhere to industry standards in their conduct and dealings, including trading in securities. The Board has built the promotion of a culture of honesty, fairness and ethical behaviour into its internal compliance policy and procedures.

A copy of the Code of Ethics and Conduct for Directors is contained within its Corporate Governance Manual. The Group does not have a formal Code of Conduct for employees and contractors.

Any breach of applicable laws, accepted ethical commercial practices or other aspects will result in disciplinary action. Depending on the severity of the breach, such disciplinary action may include reprimand, formal warning, demotion or termination of employment/engagement (as the case may be). Similar disciplinary action may be taken against any manager who directly approves of such action or has knowledge of the action and does not take appropriate remedial action.

Breach of applicable laws or regulations may also result in prosecution by the appropriate authorities.

The Group will not pay, directly or indirectly, any penalties imposed on personnel as a result of a breach of law or regulation.

Personnel are expected to report any instances of suspected non-compliance and investigating reports of unethical practices. These instances will be investigated fairly. Individuals who report suspected non-compliance in good faith will be appropriately protected.

The Code of Ethics and Conduct for Directors, that forms part of the Corporate Governance Manual, is available on the Company's website.

## **PRINCIPLE 4 - SAFEGUARD INTEGRITY IN CORPORATE REPORTING**

Principle 4 identifies that a company should have formal and rigorous processes that independently verify and safeguard the integrity of its corporate reporting.

Each of the recommendations of Principle 4, including the extent to which the Group has followed those recommendations, is discussed as follows.

### **4.1 Audit Committee**

Given the current membership of the Board and the size, organisational complexity and scope of operations, the same efficiencies of an audit committee would not be derived from a formal committee structure. The Board has therefore not established an audit committee.

Responsibility for establishing and maintaining a framework of internal control and setting appropriate standards for the management of the Group rests with the Board in accordance with the Corporate Governance Manual. The Board is also responsible for the integrity of financial information in the financial statements; audit, accounting and financial reporting obligations; safeguarding the independence of the external auditor; and financial risk management.

### **4.2 CEO and CFO Certification**

In accordance with Recommendation 4.2, the Board received assurance from the Chief Executive Officer and the Chief Financial Officer that the declaration provided in accordance with section 295A of the Corporations Act is founded on a sound system of risk management and internal control and that the system is operating effectively in all material respects in relation to financial reporting risks.

### **4.3 Auditor**

In accordance with recommendation 4.3, the Board ensures that the Group's external auditor attends its AGM and is available to answer questions from shareholders relevant to the audit.

The external auditor attended the Company AGM during the past financial year.

## **PRINCIPLE 5 - MAKE TIMELY AND BALANCED DISCLOSURE**

Principle 5 identifies that a company should make timely and balanced disclosure of all matters concerning it that a reasonable person would expect to have a material effect on the price or value of its securities.

Each of the recommendations of Principle 5, including the extent to which the Group has followed those recommendations, is discussed as follows.

### **5.1 Disclosure Policy**

The Group is committed to promoting investor confidence and ensuring that shareholders and the market are provided with timely and balanced disclosure of all material matters concerning the Group, as well as ensuring that all shareholders have equal and timely access to externally available information issued by the Group, and takes its continuous disclosure obligations seriously. The Board has designated the Company Secretary as the person responsible for overseeing and co-ordinating disclosure of information to the ASX as well as communicating with the ASX.

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

1. Concerning the Group that a reasonable person would expect to have a material effect on the price or value of the Company's shares; and
2. That would, or would be likely to influence persons who commonly invest in securities in deciding whether to acquire or dispose the Company's shares.

Such matters are advised to the ASX immediately they are identified as being material. Upon confirmation of receipt from the ASX, the Company posts all information disclosed in accordance with this policy on its website in an area accessible to the public.

Given the size of the Group, a formal continuous disclosure policy has not been adopted and Recommendation 5.1 has not been followed.

## **PRINCIPLE 6 - RESPECT THE RIGHTS OF SECURITY HOLDERS**

Principle 6 identifies that a company should respect the rights of its security holders by providing them with appropriate information and facilities to allow them to exercise those rights effectively.

Each of the recommendations of Principle 6, including the extent to which the Group has followed those recommendations, is discussed as follows.

### **6.1 Company Website**

In accordance with Recommendation 6.1, the Group maintains a corporate governance section on its website where all relevant corporate governance information can be accessed.

### **6.2 Communication Policy**

The Board respects the rights of its shareholders and to facilitate the effective exercise of those rights, it has adopted an informal policy on communication with shareholders and implemented a set of processes to ensure timely and effective communication with shareholders and the wider investment community. The Group is committed to:

- communicating effectively with shareholders through releases to the market via the ASX, the Company's website, information mailed to shareholders and the general meetings of the Company;
- giving shareholders ready access to balanced and understandable information about the Group and corporate proposals;
- making it easy for shareholders to participate in general meetings of the Company and ask questions regarding the conduct of audit and the functioning of the Group generally; and
- making it possible for shareholders to receive communication by electronic means.

The Company also makes available a telephone number and email address for shareholders to make enquiries of the Group.

A formal Shareholder Communications Policy has not been adopted given the Group's size and nature of operations, and therefore Recommendation 6.2 has not been followed.

### **6.3 Meetings of Security Holders**

The Board encourages full participation of shareholders at the Annual General Meeting in accordance with Recommendation 6.3, to ensure a high level of accountability and identification with the Group's strategy and goals. Shareholders are requested to vote on the appointment and aggregate remuneration of directors, the granting of options and shares to directors, the remuneration report and other important considerations relevant to the Group at that time.

### **6.4 Electronic Communication**

The Company encourages shareholders to receive communications electronically in accordance with Recommendation 6.4. Information on lodging e-mail addresses with the Company is available on the Company's website and via the Company's share registry.

## **PRINCIPLE 7 - RECOGNISE AND MANAGE RISK**

Principle 7 identifies that a company should establish a sound risk management framework and periodically review the effectiveness of that framework.

Each of the recommendations of Principle 7, including the extent to which the Group has followed those recommendations, is discussed as follows.

## **7.1 Risk Committee**

The Board is responsible for the identification, monitoring and management of significant business risks and the implementation of appropriate levels of internal control, recognising however, that no cost effective internal control system will preclude all errors and irregularities. The Board regularly reviews and monitors areas of significant business risk.

Due to the size of the Group, the number of officers and employees and the nature of the business, a formal risk management policy and internal compliance and control system have not been implemented.

The risk management functions and oversight of material business risks are performed by the Board.

## **7.2 Annual Risk Review**

Given the nature and size of the Group, the Board did not complete a formal review of the Group's risk management framework in the past financial year as provided by Recommendation 7.2.

## **7.3 Internal Audit**

The Group did not have an internal audit function for the past year as provided by Recommendation 7.3. The internal audit function is carried out by the Board, which continually considers the entity's risk management effectiveness and associated internal control procedures. The Group does not have an internal audit department nor does it have an internal auditor. The size of the Group does not warrant the need or the cost of appointing an internal auditor.

## **7.4 Sustainability Risks**

In accordance with Recommendation 7.4, the Group does not have any material exposure to economic, environmental and social sustainability risks other than as disclosed in accordance with its continuous disclosure obligations in its Annual Report and ASX announcements.

# **PRINCIPLE 8 - REMUNERATE FAIRLY AND RESPONSIBLY**

Principle 8 identifies that a company should pay director remuneration sufficient to attract and retain high quality directors and design its executive remuneration to attract, retain and motivate high quality senior executives and to align their interests with the creation of value for security holders.

Each of the recommendations of Principle 8, including the extent to which the Group has followed those recommendations, is discussed as follows.

## **8.1 Remuneration Committee**

Given the current membership of the Board and the size, organisational complexity and scope of operations, the same efficiencies of a remuneration committee would not be derived from a formal committee structure. The Board has not established a remuneration committee and the responsibility for the Group's remuneration policy rests with the Board.

## **8.2 Remuneration Policy**

The Board is responsible for reviewing and recommending remuneration packages and policies applicable to non-executive directors, executive directors and executive management of the Group. It is also responsible for reviewing and recommending appropriate grant of any equity securities.

The remuneration objective is to adopt policies, processes and practices to:

- attract and retain appropriately qualified and experienced directors and executives who will add value; and
- adopt reward programmes which are fair and responsible and in accordance with principles of good corporate governance, which dictates a need to align director and executive entitlements with shareholder objectives.

The Board conducts reviews based on individual performance, trends in comparative companies and the need for a balance between fixed remuneration and non-cash incentive remuneration.

Remuneration packages for executive directors and senior executives comprise fixed remuneration and may include bonuses or equity based remuneration as per individual contractual agreements or at the discretion of the Board where no contractual agreement exists.

Non-Executive director remuneration is a fixed annual amount of director fees, the total of which is within the aggregate amount fixed by shareholders at general meeting. Any amendments to the maximum sum must be approved by the Company's shareholders at a general meeting.

The Group has entered into employment agreements with executives, on those terms noted in the Remuneration Report.

### **8.3 Security Trading Policy**

The Company has adopted a Securities Trading Policy pursuant to ASX Listing Rule 12.9. A copy of the policy is available on the Company's website.

Directors, senior executives and employees are required to advise the Chairperson and Company Secretary of their intentions prior to undertaking any transaction in the Company's securities. If a Director, senior executive or employee is considered to possess unpublished market price sensitive information, they will be precluded from making a security transaction until after the time of public release of that information.

That policy prohibits Directors and employees from engaging in hedging arrangements over unvested securities issued pursuant to an employee option plan.