



Astron Corporation Limited

Hong Kong Company Number: 1687414, ARBN 154 924 553

31F., 148 Electric Road

North Point, Hong Kong

24 October 2024

Dear Securityholder,

**Astron Corporation Limited Non-Renounceable Entitlement Offer
Notification to Ineligible Securityholders**

On 17 October 2024, Astron Corporation Limited (ARBN 154 924 553) announced the successful completion of an institutional placement which raised \$3 million, and the launch of a pro-rata non-renounceable entitlement offer (**Entitlement Offer**), to raise approximately \$10 million.

This letter is to inform you about the Entitlement Offer and to explain why you will not be able to subscribe for New CDIs under the Entitlement Offer. This letter is not an offer to issue New CDIs to you, nor an invitation for you to apply for New CDIs. **You are not required to do anything in response to this letter but there may be financial implications for you as a result of the Entitlement Offer that you should be aware of.**

Details of the Entitlement Offer

The Entitlement Offer is being made to Eligible Securityholders (as defined below) on the basis of 1 New CDI for every 12 CDIs in the Company held at 7.00pm (AEDT) on Tuesday, 22 October 2024 (**Record Date**), at the offer price of \$0.66 per New CDI.

The Entitlement Offer is being made by the Company in accordance with section 708AA of the Corporations Act 2001 (Cth) (Corporations Act) (as modified by ASIC Corporations (Non-Traditional Rights Issues) Instrument 2016/84), meaning that no prospectus needs to be prepared with respect to the Entitlement Offer.

Documents relating to the Entitlement Offer were lodged with the ASX on 24 October 2024. Unless otherwise defined, capitalised terms used in this letter have the meaning given in the Entitlement Offer Booklet.

Eligibility to participate in the Entitlement Offer

The Company has determined, pursuant to Listing Rule 7.7.1(a) of the ASX Listing Rules and section 9A(3)(a) of the Corporations Act 2001 (Cth), that it would be unreasonable to make offers to shareholders in countries other than Australia, New Zealand, China or Hong Kong in connection with the Entitlement Offer, having regard to:

- a) the relatively small number of shareholders in the other jurisdictions where the Entitlement Offer would be made;
- b) the number and value of shares for which such shareholders would otherwise have been entitled; and
- c) the costs of complying with the legal and regulatory requirements in each other jurisdiction where the Entitlement Offer would be made.

An Eligible Securityholder is a holder of CDIs who:

- was a registered as a holder of Astron CDIs as at 7.00pm (AEDT) on the Record Date;
- who:
 - has a registered address on the Astron CDI register in Australia or New Zealand, or potentially certain other jurisdictions nominated by Astron and in compliance with local securities law; or

- is an Eligible Institutional Securityholder with a registered address on the Astron CDI register in a Permitted Jurisdiction;
- is not in the United States and is not acting for the account or benefit of a person in the United States (and to the extent you hold Astron CDIs for the account or benefit of a person in the United States, you will not be eligible to participate on behalf of such person); and
- is eligible under all applicable securities laws to receive an offer under the Entitlement Offer without any requirement for a prospectus or any other disclosure document to be lodged or registered with any government or regulatory authority.

If you are not an Eligible Securityholder you are an **Ineligible Securityholder**.

According to our records you do not satisfy the criteria for an Eligible Securityholder, and therefore the Company is unable to extend to you the opportunity to participate in the Entitlement Offer. If our records are incorrect on this matter, please contact the Company Offer Information Line on the details below.

The eligibility of investors for the purposes of the Entitlement Offer is determined by the Company with reference to a number of matters.

This decision has been made pursuant to and in accordance with Listing Rule 7.7.1(a) of the ASX Listing Rules after taking into consideration the costs of complying with legal and regulatory requirements in jurisdictions outside Australia and New Zealand compared with the small number of Ineligible Securityholders and the number and value of New CDIs to which they would otherwise be entitled.

You do not need to respond to this letter. If you have questions in relation to any of the matters described above, please do not hesitate to contact Astron Offer Information Line on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia) at any time from 8.30am to 5.00pm (AEDT) Monday to Friday during the Entitlement Offer Period.

On behalf of the Board of the Company, we thank you for your continued support.

Yours faithfully

George Lloyd
Chairman

NOT FOR DISTRIBUTION OR RELEASE IN THE UNITED STATES

Important Notices

This letter does not constitute or form part of an offer, invitation, solicitation, advice or recommendation with respect to the issue, purchase or sale of any securities in Astron Corporation Limited and is not a prospectus or offering document under Australian law or any other law. This letter does not constitute financial product advice and does not and will not form any part of any contract for the acquisition of New CDIs in Astron Corporation Limited. In particular, this letter does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States. The New CDIs that will be offered and sold in the Entitlement Offer have not been, or will not be, registered under the U.S. Securities Act of 1933, as amended (the "Securities Act"), or the securities laws of any state or other jurisdiction of the United States. Accordingly, the New CDIs may not be offered or sold to persons in the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act and any other applicable U.S. state securities law. The New CDIs to be offered and sold in the Entitlement Offer may only be offered and sold to persons that are not in the United States and are not acting for the account or benefit of persons in the United States, in each case, in "offshore transactions" (as defined in Rule 902(h) of the Securities Act) in reliance on Regulation S under the Securities Act.