



Ambertech Limited (ACN 079 080 158)

Notice of Extraordinary General Meeting (EGM)

Notice is hereby given that, if required, an EGM of Ambertech Limited ("the Company") will be held at Pittwater RSL Club, 82 Mona Vale Rd, Mona Vale on Tuesday 26 November 2013 at 12:00pm.

Agenda

**THIS IS AN IMPORTANT DOCUMENT AND REQUIRES YOUR ATTENTION.
YOU SHOULD READ THIS DOCUMENT IN ITS ENTIRETY.
YOU ARE URGED TO CONSIDER THESE ISSUES CAREFULLY AND EXERCISE YOUR RIGHT TO VOTE.**

Business of the EGM (if required)

1. Election of Directors

Resolution 1: Re-election of Mr Peter Wallace as a Director (if required)

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

"That Mr Peter Wallace, being a Director of the Company who will cease to hold office immediately before the end of this extraordinary general meeting in accordance with section 250V(b) of the Corporations Act and, being eligible, is re-elected as a Director of the Company."

Resolution 2: Re-election of Mr Tom Amos as a Director (if required)

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

"That Mr Tom Amos, being a Director of the Company who will cease to hold office immediately before the end of this extraordinary general meeting in accordance with section 250V(b) of the Corporations Act and, being eligible, is re-elected as a Director of the Company."

Resolution 3: Re-election of Mr Ed Goodwin as a Director (if required)

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

"That Mr Ed Goodwin, being a Director of the Company who will cease to hold office immediately before the end of this extraordinary general meeting in accordance with section 250V(b) of the Corporations Act and, being eligible, is re-elected as a Director of the Company."

Resolution 4: Re-election of Mr David Swift as a Director (if required)

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

"That Mr David Swift, being a Director of the Company who will cease to hold office immediately before the end of this extraordinary general meeting in accordance with section 250V(b) of the Corporations Act and, being eligible, is re-elected as a Director of the Company."

By order of the Board

Robert Glasson
Company Secretary
25 October 2013

Explanatory Memorandum

The Directors of the Company recommend shareholders read this explanatory memorandum in full before making any decision in relation to the resolutions. The following information should be noted in respect of the various matters contained in the accompanying Notice.

Background

At the 2012 Annual General Meeting (AGM) more than 25% of votes cast were against the adoption of the Remuneration Report for the 2013 financial year. If at the 2013 AGM (due to be held) 25% or more of votes cast are against the adoption of the 2013 Remuneration Report for, shareholders will be required to vote on a resolution (spill resolution) on whether an extraordinary general meeting of the Company should be held (spill meeting) at which all of the Company's Directors (other than the Managing Director (who may continue to hold office without re-election under the ASX Listing Rules) must stand for re-election, should they wish to continue as Directors. These requirements are as prescribed in section 250V of the Corporations Act.

Spill Meeting (if required)

In the event that at least 25% of the votes are cast against the 2013 Remuneration Report, the following spill resolution is to be considered at the Company's 2013 AGM:

Subject to at least 25% of the votes cast being against the adoption of the 2013 Remuneration Report, to consider, and, if thought fit, pass the following as an ordinary resolution:

"That pursuant to and in accordance with section 250V of the Corporations Act:

- (i) an Extraordinary General Meeting of the Company (Spill Meeting) be held within 90 days of the Company's 2013 Annual General Meeting (AGM); and*
- (ii) all the Company's Directors (other than the Managing Director of the Company) who were Directors of the Company when the resolution to adopt the 2013 Remuneration Report was voted on at the 2013 AGM, and who remain in office at the time of the Spill Meeting, cease to hold office immediately before the end of the Spill Meeting; and*
- (iii) resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting be put to the vote at the Spill Meeting."*

If the spill resolution (which is an ordinary resolution) is passed at the 2013 AGM the Company section 250V of the Corporations Act requires the Company to hold the spill meeting within 90 days after the spill resolution was passed. The Company intends to hold any such spill meeting immediately following the closing of the 2013 AGM, and this Notice is intended to serve as notice of any such spill meeting. If the spill resolution is not required to be voted on, or is not passed at the 2013 AGM, this EGM, or spill meeting will **not** proceed.

Resolution 1 – Re-election of Mr Peter Wallace as a Director of the Company (if required)

Mr Wallace being a Director of the Company who will cease to hold office immediately before the end of the spill meeting and, being eligible, offers himself for re-election as a Director of the Company.

Resolution 2 – Re-election of Mr Tom Amos as a Director of the Company (if required)

Mr Amos being a Director of the Company who will cease to hold office immediately before the end of the spill meeting and, being eligible, offers himself for re-election as a Director of the Company.

Resolution 3 – Re-election of Mr Ed Goodwin as a Director of the Company (if required)

Mr Goodwin being a Director of the Company who will cease to hold office immediately before the end of the spill meeting and, being eligible, offers himself for re-election as a Director of the Company.

Resolution 4 – Re-election of Mr David Swift as a Director of the Company (if required)

Mr Swift being a Director of the Company who will cease to hold office immediately before the end of the spill meeting and, being eligible, offers himself for re-election as a Director of the Company.



Directors' Recommendation

The Directors note that the Government's stated intention of the "two strikes rule" was to empower shareholders to constrain remuneration arrangements that were clearly excessive. The Directors do not consider this to be the case for the Company. As described in the Remuneration Report for the 2013 financial year, members of the Company's executive team have received minimal increases to their fixed remuneration over the past three years, whilst short and long term incentive payments have not fully met their trigger points due to the Company's recent financial performance (and as such, limited incentive payments have been made). The non-executive directors' remuneration has not changed since 1 January 2010.

Each of the above resolutions are ordinary resolutions, and will be passed if 50% of the votes cast by shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate shareholder, by a corporate representative) are cast in favour of each Resolution.

A vote against the re-election of your Directors will result in costs and distraction that the Company can ill afford, and will risk destabilising the Company and its management at a time when all efforts are required to complete the strategic process necessary to improving future performance.

Accordingly:

- (a) the Directors (with Mr Wallace abstaining) recommend that shareholders vote in favour of Resolution 1.
- (b) the Directors (with Mr Amos abstaining) recommend that shareholders vote in favour of Resolution 2.
- (c) the Directors (with Mr Goodwin abstaining) recommend that shareholders vote in favour of the re-election of Resolution 3.
- (d) the Directors (with Mr Swift abstaining) recommend that shareholders vote in favour of Resolution 4.

The Chairman of the meeting intends to vote all undirected proxies in favour of Resolutions 1, 2, 3 and 4.



By mail:
Ambertech Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



By fax: 02 9287 0309



All enquiries to: Telephone: 1300 554 474

SHAREHOLDER PROXY FORM

I/We being a member(s) of Ambertech Limited and entitled to attend and vote hereby appoint:

STEP 1

APPOINT A PROXY

☐

**the Chairman
of the Meeting
(mark box)**

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy

or failing the person/body corporate named, or if no person/body corporate is named, the Chairman of the Meeting, as my/our proxy and to vote for me/us on my/our behalf at the Extraordinary General Meeting ("Spill Meeting") of the Company to be held at **12 noon on Tuesday, 26 November 2013, at Pittwater RSL Club, 82 Mona Vale Road, Mona Vale, NSW** and at any adjournment or postponement of the meeting.
The Chairman of the Meeting intends to vote undirected proxies in favour of all items of business.

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the meeting.
Please read the voting instructions overleaf before marking any boxes with an ☒.

STEP 2

VOTING DIRECTIONS

Resolution 1

Re-election of Mr. Peter Wallace as a Director

For	Against	Abstain*
☐	☐	☐

Resolution 2

Re-election of Mr. Tom Amos as a Director

☐	☐	☐
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Resolution 3

Re-election of Mr. Ed Goodwin as a Director

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Resolution 4

Re-election of Mr. David Swift as a Director

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i * If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 3

SIGNATURE OF SHAREHOLDERS - THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

AMO PRX301



HOW TO COMPLETE THIS PROXY FORM

Your Name and Address

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person in Step 1. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a shareholder of the Company. A proxy may be an individual or a body corporate.

Votes on Items of Business - Proxy Appointment

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

Signing Instructions

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

Corporate Representatives

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry.

Lodgement of a Proxy Form

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **12 noon on Sunday, 24 November 2013**, being not later than 48 hours before the commencement of the meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE > www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the proxy form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the proxy form).



by mail:

Ambertech Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



by fax:

02 9287 0309



by hand:

delivering it to Link Market Services Limited, 1A Homebush Bay Drive, Rhodes NSW 2138 or Level 12, 680 George Street, Sydney NSW 2000.

If you would like to attend and vote at the Extraordinary General Meeting ("Spill Meeting"), please bring this form with you. This will assist in registering your attendance.