

28 October 2019

Dear Shareholder

Accompanying this letter is the notice of meeting for the Annual General Meeting of Ambertech Limited, to be held on 28 November 2019. I hope that you are able to either attend the meeting in person or, if not, convey your views by voting on the resolutions that form part of the meeting by proxy.

The company's annual report has been dispatched to shareholders and posted online along with the notice of meeting. The annual report contains a detailed account of the performance of the company for the 2019 financial year and I would encourage you to read the various statements in it carefully.

The formal business of the AGM comprises three items:

1. To receive and consider the financial and related reports;
2. To consider a resolution for the re-election of Mr Peter Wallace as a director of the company;
and,
3. To consider a resolution for the adoption of the Remuneration Report for the 2019 financial year.

Yours faithfully



Peter Wallace
Chairman

Ambertech Limited (ACN 079 080 158)
Notice of 2019 Annual General Meeting (AGM)

Notice is hereby given that the AGM of Ambertech Limited ("the Company") will be held at Unit 1, 2 Daydream Street, Warriewood on Thursday 28 November 2019 at 11:00am.

Agenda

Ordinary Business

1. Financial and other Reports

To receive the Financial Report and the Reports of the Directors and Auditors thereon for the year ended 30 June 2019.

2. Re-Election of Directors

Resolution 1: Re-election of Mr Peter Wallace as a Director

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

"That Mr Peter Wallace, who retires by way of rotation in accordance with Article 6.1 of the Company's Constitution, and, being eligible offers himself for election, is hereby re-appointed a director of the Company."

3. Remuneration Report

Resolution 2: Non-binding vote on the 2019 Remuneration Report

To consider, and, if thought fit, to pass the following resolution as a non-binding resolution of shareholders:

"That pursuant to and in accordance with section 250R(2) of the Corporations Act the 2019 Remuneration Report, as contained within the Directors' Report, be adopted."

By order of the Board



Robert Glasson
Company Secretary
28 October 2019

Notes

Admission to Meeting

Shareholders who will be attending the meeting, and who will not be appointing a proxy, are requested to bring the proxy form to the meeting to help speed admission.

Shareholders who do not plan to attend the meeting are encouraged to complete and return the proxy for each of their holdings of Ambertech Limited shares.

Proxies

If you are unable to attend and vote at the meeting and wish to appoint a person who will be attending as your proxy, please complete the enclosed proxy form. This form must be received by the Company at least 48 hours before the scheduled commencement time for the meeting.

A member entitled to attend and vote at this meeting is entitled to appoint not more than two proxies (who need not be members of the Company) to attend and vote for the member at the meeting.

If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes each proxy may exercise, each proxy may exercise half of the votes. A single proxy exercises all voting rights.

The Chairman intends to vote undirected proxies for Resolutions 1 and 2.

Proxies will only be valid and accepted by the Company and/or the share registry if they are signed and forwarded to the Company at the address or facsimile number quoted below so as to be received not later than 48 hours before the meeting.

The completed Proxy Form may be mailed/delivered to the Company's share registry, Boardroom Pty Limited at:

Postal address:	Alternative street address:	Faxed to Boardroom Pty Limited on
GPO Box 3993	Level 12	Fax: +61 (0)2 9290 9655.
Sydney NSW 2001	225 George Street	
	Sydney NSW 2000	

Proxies can also be lodged electronically at www.votingonline.com.au/amoagm2019 using the Voting Access Code (VAC) on the front of your proxy form. You will be taken to have signed your proxy form if you lodge it in accordance with the instructions given on the website.

The Company has determined in accordance with regulations pursuant to section 1074E of the Corporations Act 2001 that for the purpose of voting at the meeting, shares will be taken to be held by those persons recorded on the Company's register as at 7:00pm (EDST) on Tuesday, 26 November 2019.

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.

Resolution 1 – Re-election of Mr Peter Wallace as a Director of the Company

Article 6.1 of the Company's Constitution provides that at every Annual General Meeting of the Company a one-third of directors (rounded down to the nearest whole number) shall retire from office. A retiring Director is eligible for re-election. Accordingly, pursuant to Article 6.1 of the Company's Constitution, Mr Peter Wallace, being a Director of the Company, retires by way of rotation and, being eligible, offers himself for re-election as a Director of the Company.

The Directors (with Mr Wallace abstaining) recommend that shareholders vote in favour of the re-election of Mr Wallace.

Resolution 2 -Non-binding vote on the 2019 Remuneration Report

Pursuant to Section 250R (2) of the Corporations Act, a resolution to adopt the Remuneration Report contained within the Directors' Report must be put to the vote. Shareholders are advised that pursuant to Section 250R (3) of the Corporations Act, this resolution is advisory only and does not bind the Directors or the Company.

The 2019 Remuneration Report is set out within the Directors' Report. The Report:

- explains the Board's policy for determining the nature and amount of remuneration of executive and non-executive Directors and specified executives;
- sets out remuneration details for each Director and specified executive;
- details and explains any performance conditions applicable to the remuneration of executive Directors and specified executives; and
- provides an explanation of the option-based compensation payments for each Director and specified executive.

A reasonable opportunity will be provided for discussion of the 2019 Remuneration Report at the meeting.

Voting Exclusion Statement – Resolution 2

The Company will disregard any votes cast on Resolution 2 (in any capacity) by, or on behalf of, the following persons:

- (a) a member of the Key Management Personnel (KMP) (which includes each of the Directors of the Company) whose remuneration is disclosed in the 2019 Remuneration Report; or
- (b) a Closely Related Party (as that term is defined in the Corporations Act) (such as close family members and any controlled companies) of such a member of the KMP.

However, the Company will not disregard the vote if it is cast as a proxy for a person who is entitled to vote and:

- (a) the proxy appointment is in writing and specifies how the proxy is to vote (for, against, abstain); or
- (b) the vote is cast by the person chairing the Annual General Meeting and the appointment:
 - (i) does not specify how the proxy is to vote; and
 - (ii) expressly authorises the chair of the meeting to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP,

Directors Recommendation

As described in the Remuneration Report for the 2019 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. The non-executive directors' remuneration has not changed since 1 January 2010.

Accordingly, the Directors unanimously recommend that shareholders vote in favour of adopting the 2019 Remuneration Report. The Chairman of the meeting intends to vote all undirected proxies in favour of Resolution 2.



All Correspondence to:

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** www.boardroomlimited.com.au

☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 11:00am (AEDT) on Tuesday, 26 November 2019.**

🖥 TO VOTE ONLINE

STEP 1: VISIT <https://www.votingonline.com.au/amoagm2019>

STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)

STEP 3: Enter your Voting Access Code (VAC):

📱 BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities 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.
- return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **11:00am (AEDT) on Tuesday 26 November 2019.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

🖥 **Online** <https://www.votingonline.com.au/amoagm2019>

📠 **By Fax** + 61 2 9290 9655

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia

👤 **In Person** Boardroom Pty Limited
Level 12, 225 George Street,
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

☐

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

Please note, you cannot change ownership of your securities using this form.

PROXY FORM

STEP 1 APPOINT A PROXY

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

☐

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

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at **Unit 1, 2 Daydream Street, Warriewood NSW 2102 on Thursday 28 November 2019 at 11:00am (AEDT)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolution 2, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this Resolution even though Resolution 2 is connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolution 2). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS

* 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 vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Re-election of Mr Peter Wallace as a Director	☐	☐	☐
Resolution 2	Remuneration Report	☐	☐	☐

STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2019