



JATENERGY LIMITED

ABN 31 122 826 242

NOTICE OF GENERAL MEETING

Time: 10.00am

Date: 11 May 2018

Place: Office of Hall Chadwick, Level 40, 2 Park Street,
Sydney, NSW, 2000.



IMPORTANT INFORMATION

A. TIME AND PLACE OF MEETING AND HOW TO VOTE

The General Meeting of Shareholders of Jatenergy Limited to which this Notice of Meeting relates will be held at 10.00 am (Sydney time) on 11 May 2018 at the office of Hall Chadwick, Level 40, 2 Park Street, Sydney, NSW, 2000.

B. YOU VOTE IS IMPORTANT

The business of the General Meeting affects your shareholding and your vote is important.

C. VOTING IN PERSON

To vote in person, attend the General Meeting on the date and at the time and place set out above.

D. VOTING ELIGIBILITY

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the General Meeting are those who are registered as at 7.00pm (Sydney time) on 9 May 2018.

E. VOTING BY PROXY

You may appoint any person to attend the Meeting and vote as your proxy, including the Chair. A proxy is not required to be a shareholder of the Company. A proxy form is enclosed with this Notice.

Unless the proxy is required by law to vote, the proxy may decide whether or not to vote on any particular item of business. If the appointment of proxy directs the proxy to vote on an item of business in a particular way, the proxy may only vote on that item as directed. Any undirected proxies on a given resolution may be voted by the appointed proxy as they choose, subject to the voting exclusions described after each resolution.

A shareholder entitled to cast two or more votes may appoint two proxies. If you appoint two proxies, you may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number of votes is specified, each proxy may exercise half of your votes (disregarding fractions).

To vote by proxy, please complete and sign the proxy form enclosed and send the proxy form to:

Security Transfer Australia Pty Ltd
PO BOX 52 Collins Street West VIC 8007

so that it is received not later than 10.00am (Sydney time) on 9 May 2018.

Proxy forms received later than this time will be invalid.

If the proxy form is signed by an attorney, the power of attorney or a certified copy of it must be sent with the proxy form.

Chair's intention

The Chair intends to vote all valid undirected proxies received in favour of each resolution subject to the voting exclusions after each resolution.

Privacy

Chapter 2C of the Corporations Act requires information about you (including your name, address and details of the shares you hold) to be included in the Company's public register of members. This information must continue to be included in the public register if you cease to hold shares. These statutory requirements are not altered by the *Privacy Act 1988 (Cth)*. Information is collected to administer your shareholding by Security Transfer Registrars on behalf of the Company. Security Transfer Registrars privacy policy is available at www.securitytransfer.com.au.

NOTICE OF GENERAL MEETING

Notice is given that the General Meeting of Shareholders of Jatenergy Limited will be held at 10.00 am (Sydney time) on 11 May 2018 at the office of Hall Chadwick, Level 40, 2 Park Street, Sydney, NSW.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the General Meeting. The Explanatory Statements and the Proxy Form are part of this Notice of Meeting.

AGENDA

1. RESOLUTION 1 – ISSUE OF SHARES TO CONVERTIBLE NOTEHOLDERS

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

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the issue and allotment of up to 56,223,881 ordinary fully paid shares in the Company as set out in the Explanatory Memorandum is approved".

Voting Restriction

The Company will disregard any votes cast on Resolution 1 by or on behalf of any of the convertible noteholders any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity) and any of their associates. However, the Company need not disregard a vote cast on the Resolution if it is cast by: (a) a person as a proxy for a person who is entitled to vote, if the vote is cast in accordance with the directions on the proxy form; or (b) the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the direction of the proxy form to vote as the proxy decides.

2. RESOLUTION 2 – ISSUE OF SHARES TO STRATEGIC INVESTORS

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

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the issue and allotment of up to 2,520,000 ordinary fully paid shares in the Company as set out in the Explanatory Memorandum is approved".

Voting Restriction

The Company will disregard any votes cast in favour of Resolution 2 by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the Company), or any of their associates.

However, the Company need not disregard a vote if it is cast by (a) a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the direction of the proxy form to vote as the proxy decides.

3. RESOLUTION 3 – ISSUE OF SHARES TO MR XIPENG LI (Director)

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

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the issue and allotment of 1,111,111 Shares to Mr Xipeng Li as set out in the Explanatory Memorandum is approved.”

Voting Restriction

The Company will disregard any votes cast in favour of Resolution 3 by or on behalf of Xipeng Li or any of his associates.

However, the Company need not disregard a vote if it is cast by (a) a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the direction of the proxy form to vote as the proxy decides.

4. RESOLUTION 4 – ISSUE OF SHARES TO MR ANTHONY CRIMMINS (Director)

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

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the issue and allotment of 1,111,111 Shares to Mr Anthony Crimmins as set out in the Explanatory Memorandum is approved.”

Voting Restriction

The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of Anthony Crimmins or any of his associates.

However, the Company need not disregard a vote if it is cast by (a) a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the direction of the proxy form to vote as the proxy decides.

5. RESOLUTION 5 – ISSUE OF SHARES TO MR WILTON YAO (Director)

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

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, the issue and allotment of 1,111,111 Shares to Mr Wilton Yao as set out in the Explanatory Memorandum is approved."

Voting Restriction

The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of Wilton Yao or any of his associates.

However, the Company need not disregard a vote if it is cast by (a) a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the direction of the proxy form to vote as the proxy decides.

6. RESOLUTION 6 – ISSUE OF SHARES TO RAISE CAPITAL

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

"That for the purposes of ASX Listing Rule 7.1 and for all other purposes, the issue and allotment of up to 1,000 Shares as set out in the Explanatory Statement is approved".

Voting Restriction

The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary shares in the Company), or any associate of that person.

However, the Company need not disregard a vote if it is cast by (a) a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the direction of the proxy form to vote as the proxy decides.

**BY ORDER OF THE BOARD
ANTHONY CRIMMONS
EXECUTIVE CHAIRMAN**

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders of the Company in connection with the business to be conducted at the General Meeting to be held at the office of Hall Chadwick, Level 40, 2 Park Street, Sydney, NSW, 2000 at 10.00am (Sydney time) on 11 May 2018.

The purpose of this Explanatory Statement is to provide information that the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

The table below shows the number of fully paid ordinary shares on issue if Resolutions 1 to 6 are passed and all shares are issued:

Current number of fully paid ordinary shares on issue	526,737,968
Plus: issue of shares (Resolution 1)	56,223,881
Plus: issue of shares (Resolution 2)	2,520,000
Plus: issue of shares (Resolution 3)	1,111,111
Plus: issue of shares (Resolution 4)	1,111,111
Plus: issue of shares (Resolution 5)	1,111,111
Plus: issue of shares (Resolution 6)	1,000
Number of fully paid ordinary shares on issue if all resolutions at this Meeting are passed and all shares are issued	588,816,182

1. RESOLUTION 1 – ISSUE OF SHARES TO CONVERTIBLE NOTE HOLDERS

(a) Background

On 22 March 2018, the Company announced that it had raised funds from the issue of convertible notes ("Notes").

The total amount subscribed for the 35 Notes by 35 investors is \$5,060,149. The Notes will convert at 9 cents per share. Accordingly, there will be 56,223,881 ordinary fully paid shares issued on conversion of the Notes.

The terms of issue of the Notes was that they would only convert to Shares in JAT upon approval of Shareholders at a General Meeting of JAT.

(b) Use of the funds raised from the issue of the Notes

The funds raised are intended to be used as follows:

i. \$2m for development of the Golden Koala brand in Australia and China.

JAT will appoint a Chinese based public relations agency to advise and assist with regard to managing the primary stakeholders in the Chinese market, including consumers, media and government agencies. Government agencies will include the Chinese Communist Party, state-owned enterprises, and quasi-independent non-governmental organisations. Public relations for the first year is expected to cost in the vicinity of \$500,000.

The Company will appoint a Chinese digital advertising agency to re-brand and relaunch the Golden Koala brand. This is primarily expected to involve new product artwork, a national campaign strategy and digital media spending, including social media placement (focusing on Weibo and Wechat) and specialist video programs. The campaign will drive sales through multiple online and offline distribution channels. An initial budget of \$700,000 has been allocated to the re-launch. As this campaign develops, the Company will evaluate additional marketing investments including celebrity endorsement.

The Company will appoint an Australian digital advertising agency to launch the brand in Australia. A prominent domestic profile will drive Australian distribution and sales. It will also be a key component in developing Golden Koala's Chinese profile via Daigou shoppers (Australian based shoppers buying on behalf of and shipping products to Chinese residents) and 'Haitao' shoppers (mainland Chinese consumers who research and buy overseas goods directly using foreign websites). An initial budget of \$800,000 has been allocated to the Australian campaign.

ii. \$2m for expanded production and to stockpile inventory

Golden Koala will soon release a new range of products including: a children's milk powder, a new adult full cream milk powder, a new adult skim milk powder and English language packaged infant formula. In order to take full advantage of the local and Chinese distribution opportunities created by the investment outlined above, the Company must be in the position to supply large volumes of product quickly. Accordingly, the Company will fund the manufacture and storage of at least 3 months of expected sales.

Australian inputs for milk formula (primarily the base powders) must be reserved at least 5 months in advance with a 50% payment followed by further payments prior to delivery. Other costs include contracted formula manufacture, packaging and shipping, and warehousing. The Company has appointed Nutritional Choice Australia Pty Ltd to manufacture its milk powder products.

iii. \$1m for working capital funding and Company administration

In expanding its FMCG business with major distributors including JD.com and Woolworths TMal, JAT is likely to be required to provide product upfront and offer payment terms of 90 days. JAT is also marketing third party products – for example products produced by Abundant (see JAT announcement to ASX on 4 April 2018). JAT has budgeted \$500,000 in expenditure for third party product marketing on internet selling platforms, exhibitions and appointment of marketing consultants. An additional \$500,000 has been budgeted for administration costs.

The information required by listing rule 7.3 is as follows:

- a) The total amount subscribed by 35 investors is \$5,060,149. The Notes will convert at 9 cents per share. Accordingly, there will be 56,223,881 ordinary fully paid shares issued on conversion of the Notes.
- b) The shares to be issued on conversion of the Notes will be issued on the same day which will be no later than three months after the date of the meeting.
- c) The shares to be issued will be fully paid ordinary shares and will rank equally with all existing shares on issue.
- d) The funds raised will be used for the purposes set out above in pages 8 and 9 as follows:
 - i. \$2m for development of the Golden Koala brand in Australia and China;
 - ii. \$2m for expanded production and to stockpile inventory; and
 - iii. \$1m for working capital funding and Company administration.

- e) The details of the investors and the shares to be issued to each of them are as follows:

Investor	Shares to be Issued
Zhongliang Wang	9,000,000
Wenqi Li	555,550
Wenping Zhang	1,700,000
The Shi Family Trust	1,200,000
Chunyan Ouyang	3,333,333
Guodi Jin	3,333,333
Jianguo Tang	555,556
Bo QIANG	222,222
Guanzhong Xu	120,000
Zhenmin Chen	500,000
Wesley Wei	5,555,555
Jian Wang	100,000
ZhiPing Wu	100,000
JianFeng Tang	100,000
Michael Zollo	400,000
Lixia Zhang	200,000
Hang Chen	580,000
Rui Wang	250,000
Zheng Wang	120,000
Zhiguo Zhang	277,777
GuangHong Li	500,000
Huaiying Mu	200,000
Multiple Resource Pty Ltd	5,555,555
Melbard Nominees	5,555,555
Xcel Capital	1,000,000
Benito Toscana Pty Ltd	220,000
Bin Liu	2,030,000
Wafa Muhammad Iqbal	3,300,000
MGL Corp Pty Ltd	220,000
Oliver Ying Ho	110,000
Ran Li & Chunyan Niu	2,300,000
Shuoheng Shi	5,085,000
Brett Crowley	1,111,111
Nicholas Falzon	277,778
Walter Munro	555,556
Total	56,223,881

None of the investors are related parties of JAT.

At the time of issue of the Shares on conversion of the Notes, JAT will apply a holding lock to prevent on-market and off-market transfers of the Shares. This is necessary since at the time of issue of the Shares to Noteholders, JAT will not be able to issue a cleansing notice under section 708A of the Corporations Act. JAT expects to lodge a prospectus with ASIC on or about 15 May 2018 to comply with section 708A(11) of the Corporations Act to remove any trading restrictions on the sale of the Shares, as well as certain other Shares issued by JAT prior to the Closing Date of the prospectus. The holding lock can be removed on lodgement of the prospectus with ASIC.

2. RESOLUTION 2 – ISSUE OF SHARES TO STRATEGIC INVESTORS

On 8 December 2017, the Company announced that it made a private placement of 42,963,333 fully paid ordinary shares in JAT to raise \$644,450 for general working capital purposes. The investors were mostly Chinese based and were considered by the directors to be "strategic investors" who were likely to assist in the development of the JAT business in China. The strategic investors consist mainly of distributors who will distribute JAT and Golden Koala products.

At the time of completing the placement, there were a number of other strategic investors who JAT wanted to participate in the placement but were unable to remit the necessary funds to JAT by the closing date of 8 December 2017. On the following business day, 11 December 2017, the JAT shares were placed in an ASX trading halt and subsequently suspended until 20 February 2018. As a result of the trading halt, JAT withdrew its placement offer to any other investors. As the trading halt and suspension have now been lifted, JAT has revived the offer to those investors to invest on the terms previously offered, subject to approval by shareholders at a general meeting.

The information required by listing rule 7.3 is as follows:

- a) The number of shares to be issued is 2,520,000.
- b) The shares will be issued on a single date that is no later than three months after the date of the General Meeting.
- c) The shares will be issued at 1.5 cents per share.
- d) The shares to be issued will be fully paid ordinary shares and will rank equally with all existing shares on issue.
- e) The funds raised from the issue of the shares, being \$37,800, will be used for working capital purposes.

- f) The details of the investors and the shares to be issued to each of them are as follows:

Name	Shares
<i>M SPICER INVESTMENTS PTY LTD</i>	140,000
yuechun WU	140,000
tingting TU	140,000
maohui WANG	140,000
kexiang WU	140,000
yong fang LEI	140,000
lina YE	140,000
ruiquan LAN	140,000
xiaoshuang LEI	140,000
zhaoguang ZHENG	140,000
zhenchan WU	140,000
zhenfeng WU	140,000
pingmei HUANG	140,000
kesong WU	140,000
yuling ZHANG	140,000
shouwei NI	140,000
baoyu WU	140,000
hengbi WANG	140,000

None of the investors are related parties of JAT.

At the time of issue of the Shares, JAT will apply a holding lock to prevent on-market and off-market transfers of the Shares. This is necessary since at the time of issue of the Shares to Noteholders, JAT will not be able to issue a cleansing notice under section 708A of the Corporations Act. JAT expects to lodge a prospectus with ASIC on or about 15 May 2018 to comply with section 708A(11) of the Corporations Act to remove any trading restrictions on the sale of the Shares, as well as certain other Shares issued by JAT prior to the closing date of the prospectus. The holding lock can be removed on lodgement of the

prospectus with ASIC.

3. RESOLUTION 3, 4 and 5 – ISSUE OF SHARES TO XIPENG LI, ANTHONY CRIMMINS and WILTON YAO (Directors)

Resolutions 3, 4 and 5 seek shareholder approval pursuant to Listing Rule 10.11 for the issue of 1,111,111 Shares (Directors' Shares) to each of Xipeng Li, Anthony Crimmins and Wilton Yao at an issue price of 9c cents per share to raise \$300,000. (A total of 3,333,333 Directors' Shares to be issued.)

Jatenergy has undertaken a convertible note issue (Resolution 1) where 35 unrelated investors will subscribe for a total of 56,223,881 shares to raise approximately \$5 million at 9c per share.

The required working capital is in excess of the amount is expected to be raised pursuant to the Notes (see Resolution 1). Jatenergy has determined that additional capital is required in the development of its trading business in China.

The directors considered mandating stockbroking firms to raise the additional funds. Such a mandate would have resulted in significant fees being paid to the stockbroking firms as well as absorbing significant directors' and management time in preparing presentations, briefing stockbrokers and attending meetings with potential shareholders. The directors noted that by accepting the directors' offer to subscribe for shares, significant stockbroker fees would not be payable and the management of Jatenergy would not be distracted from their current focus on developing the trading business.

A. Section 208 of Corporations Act

Section 208 of the Corporations Act provides that for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

i) obtain the approval of the public company's members in the manner set out in Sections 217 to 227 of the Corporations Act; and

ii) give the benefit within fifteen (15) months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

Section 210 provides that shareholder approval is not needed if the financial benefit is on terms that:

i) would be reasonable in the circumstances if the public company or entity and the related party were dealing at arm's length; or

ii) are less favourable to the related party than the terms referred to in paragraph (i).

The Board has formed the view that shareholder approval under section 208 of the Corporations Act is not required for the proposed issue of the Directors' Shares as the exception in section 210 of the Corporations Act applies. The basis

for reaching this conclusion is that the Directors' Shares are being issued on terms equivalent to those offered to the investors in the Notes, as set out in Resolution 1. All of the investors in the Notes are at arm's length with JAT.

B. Listing Rule 10.11

Listing Rule 10.11 restricts the Company from issuing securities to a related party of the Company unless approval is obtained from Shareholders. A "related party" for the purposes of the Corporations Act is defined widely and includes a director of a public company. Messrs Li, Crimmins and Yao are directors of the Company and as such are related parties of the Company. The effect of passing the Resolution will be to allow the Company to issue up to 1,111,111 Directors' Shares to each of Messrs Li, Crimmins and Yao (A total of 3,333,333 Directors' Shares to be issued). If approval is given under Listing Rule 10.11, approval is not required under Listing Rule 7.1.

C. Specific information required by Listing Rule 10.13

Listing Rule 10.13 requires information be provided to Shareholders for the purposes of obtaining Shareholder approval pursuant to Listing Rule 10.11 as follows:

- i. The Director's Shares will be issued to Messrs Li, Crimmins and Yao.
- ii. The number of Director's Shares to be issued to each director will be 1,111,111 and is calculated based on the conversion price of the Notes the subject of Resolution 1. The maximum aggregate number of shares to be issued to all 3 directors is 3,333,333 shares.
- iii. The Director's Shares will be issued no later than one month after the date of the Meeting.
- iv. The Directors' Shares will be issued at an issue price of 9c per share.
- v. The Directors' Shares will be fully paid ordinary shares in the capital of the Company and will rank equally in all respects with the Company's existing Shares on issue.
- vi. The funds that will be raised from the issue of the Directors' Shares will be used for the same purpose as the funds raised from the Notes as specified in Resolution 1 and as set out above in pages 8 and 9. These are as follows:
 - i. \$2m for development of the Golden Koala brand in Australia and China;
 - ii. \$2m for expanded production and to stockpile inventory; and
 - iii. \$1m for working capital funding and Company administration.

4. RESOLUTION 6 - ISSUE OF SHARES TO RAISE CAPITAL

The issue of shares ("Offer Shares") will be made pursuant to a prospectus to be lodged with ASIC on or about 15 May 2018 (the "Prospectus") which will seek to raise a nominal amount of \$90 (the "Offer"). The Prospectus will be prepared primarily for the purposes of section 708A(11) of the Corporations Act to remove any trading restrictions on the sale of certain Shares issued prior to the date of the Prospectus, being:

- a) The issue of 56,223,881 shares on conversion of Convertible Notes (see Resolution 1);
- b) The issue of 2,520,000 shares to private investors (see Resolution 2); and
- c) The issue of 3,333,333 Directors' Shares (see Resolution 3, 4 and 5).

The Offer Shares are to be issued at 9c per Share under the Prospectus.

ASX Listing Rule 7.3 requires this Notice to include the following information:

- i. Up to 1,000 Offer Shares will be issued.
- ii. The Offer Shares to be issued on completion of the Offer will be issued on a single date that is no later than three months after the date of the meeting.
- iii. The Offer Shares are to be issued at 9c per Share.
- iv. The Offer Shares will be issued to subscribers under the Prospectus. None of the subscribers will be a related party of the Company.
- v. The Offer Shares will be ordinary fully paid shares and are to be issued on the same terms and rank equally with other fully paid Shares on issue.
- vi. The funds raised by the issue of the Offer Shares will be used to meet the costs of the Offer.

PROXY FORM

**APPOINTMENT OF PROXY
JATENERGY LIMITED
ABN 31 122 826 242**

GENERAL MEETING – 11 May 2018

I/We

being a member of Jatenergy Limited entitled to attend and vote at the General Meeting, hereby

Appoint

Name of proxy

OR

Chair of the General Meeting as your proxy

or failing the person so named or, if no person is named, the Chair of the General Meeting, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, as the proxy sees fit, at the General Meeting to be held at 10.00am (Sydney time), on 11 May 2018 at office of Hall Chadwick, Level 40, 2 Park Street, Sydney, NSW and at any adjournment thereof.

If the Chair of the General Meeting is appointed as your proxy, or may be appointed by default, and you do **not** wish to direct your proxy how to vote as your proxy please place a mark in this box.

The Chair of the General Meeting intends to vote undirected proxies in favour of all Resolutions.

Voting on Business of the General Meeting

Resolution 1 - Issue of Shares to Convertible Noteholders
Resolution 2 - Issue of Shares to Strategic Investors
Resolution 3 - Issue of Shares to Mr Li
Resolution 4 - Issue of Shares to Mr Crimmins
Resolution 5 - Issue of Shares to Mr Yao
Resolution 6 - Issue of Shares to Raise Capital

FOR	AGAINST	ABSTAIN
☐	☐	☐
☐	☐	☐
☐	☐	☐
☐	☐	☐
☐	☐	☐
☐	☐	☐

If two proxies are being appointed, the proportion of voting rights this proxy represents is

_____ %

Signature of Member(s): _____ **Date:** _____

Individual or Member 1

**Sole Director/Company
Secretary**

Member 2

Director

Member 3

Director/Company Secretary

Contact Name: _____

Contact Ph (daytime): _____

Instructions for Completing 'Appointment of Proxy' Form

1. **(Appointing a Proxy):** A Shareholder entitled to attend and cast a vote at the meeting is entitled to appoint a proxy. A proxy need not be a Shareholder and may be an individual or body corporate. If a body corporate is appointed as a proxy it must appoint a corporate representative to exercise its powers as proxy at the meeting. A Shareholder who is entitled to cast two or more votes may appoint two proxies to attend the meeting and vote on their behalf and may specify the proportion or a number of votes each proxy is appointed to exercise. If a Shareholders appoints two proxies and the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, each proxy may exercise half of the votes (disregarding fractions). If you wish to appoint a second proxy, you may copy the enclosed proxy form or obtain a form from the Company's share registry. The chairman of the meeting, or any other director, is willing to act as proxy for any shareholder who wishes to appoint him for that purpose. The chairman of the meeting or any other director appointed as proxy intends to vote discretionary proxies in favour of the relevant resolution. To do this enter "the Chairman" or the name of your proxy in the space allocated in this form. The chairman of the meeting will vote all undirected proxies in favour of the resolutions.
2. **(Voting of your holding):** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.
3. **(Signing Instructions):**
 - **(Individual):** Where the holding is in one name, the member must sign.
 - **(Joint Holding):** Where the holding is in more than one name, all of the members must sign.
 - **(Power of Attorney):** If you have not already provided the Power of Attorney with the registry, 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, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held.
4. **(Attending the Meeting):** Shareholders who plan to attend the meeting are asked to arrive at the venue 15 minutes prior to the time designated for the meeting if possible, so that their holding may be checked against the Company's register of members and attendances recorded. Bring this form to assist registration. If a representative of a corporate Securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return to:

Security Transfer Australia Pty Ltd
PO BOX 52 Collins Street West VIC 8007

so that it is received not later than 10.00am (Sydney time) on 9 May 2018.

Proxy forms received later than this time will be invalid.

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