

**ANIMOCA BRANDS CORPORATION LIMITED**  
**ACN 122 921 813**

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**NOTICE OF EXTRAORDINARY GENERAL MEETING**  
**EXPLANATORY MEMORANDUM**  
**PROXY FORM**

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**Date of Meeting**  
25 February 2015

**Time of Meeting**  
11.00 am (ACDT)

**Place of Meeting**  
HLB Mann Judd  
169 Fullarton Road  
DULWICH SA 5065

## NOTICE OF EXTRAORDINARY GENERAL MEETING

### ANIMOCA BRANDS CORPORATION LIMITED ACN 122 921 813

Notice is hereby given that an Extraordinary General Meeting of shareholders of Animoca Brands Corporation Limited (**Company**) will be held at at 11.00 am (ACDT) on 25 February 2015 at HLB Mann Judd, 169 Fullarton Road, Dulwich, South Australia.

#### **Resolution 1: Removal of Auditor**

To consider and, if thought fit, pass, with or without amendment, the following resolution as an ordinary resolution:

*‘That Ernst & Young, the current auditor of the Company, be removed as the auditor of the Company effective from the date of the Meeting.’*

#### **Resolution 2: Appointment of Auditor**

To consider and, if thought fit, pass, with or without amendment, the following resolution as a **special resolution**:

*‘That, subject to the passing of Resolution 1, Grant Thornton Audit Pty Ltd, being qualified to act as auditor of the Company and having consented to act as auditor of the Company, be appointed as the auditor of the Company effective from the date of the Meeting and the Directors be authorised to agree the remuneration.’*

#### **Resolution 3: Re-election of Yat Siu as Director**

To consider and, if thought fit, pass, with or without amendment, the following resolution as an ordinary resolution:

*‘That Mr Yat Siu, being a Director who was appointed as an addition to the existing Directors since the last general meeting of the Company, retires pursuant to Listing Rule 14.4 and clause 13.4 of the Constitution and being eligible, and offering himself, for re-election, is re-elected as a Director with effect immediately following the conclusion of the Meeting.’*

#### **Resolution 4: Re-election of David Kim as Director**

To consider and, if thought fit, pass, with or without amendment, the following resolution as an ordinary resolution:

*‘That Mr David Kim, being a Director who was appointed as an addition to the existing Directors since the last general meeting of the Company, retires pursuant to Listing Rule 14.4 and clause 13.4 of the Constitution and being eligible, and offering himself, for re-election, is re-elected as a Director with effect immediately following the conclusion of the Meeting.’*

#### **Resolution 5: Re-election of Robert Yung as Director**

To consider and, if thought fit, pass, with or without amendment, the following resolution as an ordinary resolution:

*‘That Mr Robert Yung, being a Director who was appointed as an addition to the existing Directors since the last general meeting of the Company, retires pursuant to Listing Rule 14.4 and clause 13.4 of the Constitution and being eligible, and offering himself, for re-election, is re-elected as a Director with effect immediately following the conclusion of the Meeting.’*

**Resolution 6: Re-election of David Brickler as Director**

To consider and, if thought fit, pass, with or without amendment, the following resolution as an ordinary resolution:

*‘That Mr David Brickler, being a Director who was appointed as an addition to the existing Directors since the last general meeting of the Company, retires pursuant to Listing Rule 14.4 and clause 13.4 of the Constitution and being eligible, and offering himself, for re-election, is re-elected as a Director with effect immediately following the conclusion of the Meeting.’*

**Resolution 7: Re-election of Richard Kuo as Director**

To consider and, if thought fit, pass, with or without amendment, the following resolution as an ordinary resolution:

*‘That Mr Richard Kuo, being a Director who was appointed as an addition to the existing Directors since the last general meeting of the Company, retires pursuant to Listing Rule 14.4 and clause 13.4 of the Constitution and being eligible, and offering himself, for re-election, is re-elected as a Director with effect immediately following the conclusion of the Meeting.’*

**DATED 27 JANUARY 2015**

**BY ORDER OF THE BOARD  
ANIMOCA BRANDS CORPORATION LIMITED**



**DONALD STEPHENS  
COMPANY SECRETARY**

## NOTES:

### 1. Explanatory Memorandum

The Explanatory Memorandum accompanying this Notice of Extraordinary General Meeting is incorporated in and comprises part of this Notice of Extraordinary General Meeting and should be read in conjunction with this Notice of Extraordinary General Meeting.

Shareholders are specifically referred to the Glossary in the Explanatory Memorandum which contains definitions of capitalised terms used in both this Notice of Extraordinary General Meeting and the Explanatory Memorandum.

### 2. Proxies

A shareholder entitled to attend this Meeting and vote is entitled to appoint a proxy to attend and vote for the shareholder at the Meeting. A proxy need not be a shareholder. If the shareholder is entitled to cast two or more votes at the Meeting the shareholder may appoint two proxies and may specify the proportion or number of votes which each proxy is appointed to exercise. A form of proxy accompanies this Notice.

To record a valid vote, a shareholder will need to take the following steps:

2.1 complete and lodge the manual proxy form at the share registry of the Company, Security Transfer Registrars Pty Limited:

(a) by post at the following address:

Security Transfer Registrars Pty Limited  
PO Box 535  
APPLECROSS WA 6953

OR

(b) by facsimile on +61 (0) 8 9315 2233

OR

(c) by hand at the following address:

Security Transfer Registrars Pty Limited  
770 Canning Highway  
APPLECROSS WA 6153

OR

2.2 cast the shareholder's vote online by visiting [www.securitytransfer.com.au](http://www.securitytransfer.com.au),

so that it is received no later than 11.00 am (ACDT) on 23 February 2015.

The chair intends to vote undirected proxies in favour of each item of business.

### 3. 'Snap Shot' Time

The Company may specify a time, not more than 48 hours before the Meeting, at which a 'snap-shot' of shareholders will be taken for the purposes of determining shareholder entitlements to vote at the Meeting. The Directors have determined that all shares of the Company that are quoted on ASX as at 7.00 pm (ACDT) on 23 February 2015 shall, for the purposes of determining voting entitlements at the Meeting, be taken to be held by the persons registered as holding the shares at that time.

#### 4. **Corporate Representative**

Any corporate shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company and/or registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

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## EXPLANATORY MEMORANDUM

This Explanatory Memorandum forms part of the Notice convening an Extraordinary General Meeting of shareholders of Animoca Brands Corporation Limited to be held on 25 February 2015. This Explanatory Memorandum is to assist shareholders in understanding the background to and the legal and other implications of the Notice and the reasons for the resolutions proposed. Both documents should be read in their entirety and in conjunction with each other.

Other than the information set out in this Explanatory Memorandum, the Directors believe that there is no other information that could reasonably be required by shareholders to consider Resolutions 1 to 7 (inclusive).

### 1. RESOLUTIONS 1 AND 2: REMOVAL AND APPOINTMENT OF AUDITOR

Under section 329 of the Corporations Act, an auditor of a company may be removed from office by resolution at a general meeting of which two months' notice of intention to move the resolution has been given.

It should be noted that under this section, if a company calls a meeting after the notice of intention has been given, the meeting may pass the resolution even though the meeting is held less than two months after the notice of intention is given.

The Company provides to shareholders the notice of intention to remove Ernst & Young as auditor in the annexure to this Explanatory Memorandum, and seeks the approval to remove the auditor even though the Meeting will be held less than two months after the notice of intention is given.

Under section 327D of the Corporations Act, the Company in a general meeting may appoint an auditor to replace an auditor removed under section 329 of the Corporations Act.

If Ernst & Young is removed under Resolution 1, the Directors propose that Grant Thornton Audit Pty Ltd be appointed as the Company's auditor effective from the Meeting. The notice of intention to remove Ernst & Young as auditor of the Company and nomination of Grant Thornton Audit Pty Ltd as auditor of the Company is provided to shareholders in the annexure to this Explanatory Memorandum. Grant Thornton Audit Pty Ltd has given written consent to act as the Company's auditor in accordance with section 328A(1) of the Corporations Act.

If Resolutions 1 and 2 are passed, the appointment of Grant Thornton Audit Pty Ltd as the Company's auditor will take effect at the close of the Meeting.

Resolution 1 is an ordinary resolution. Resolution 2 is a special resolution.

The Directors recommend shareholders vote in favour of each of Resolutions 1 and 2.

The chair intends to vote undirected proxies in favour of each of Resolutions 1 and 2.

The passing of Resolution 2 is subject to Resolution 1 being approved by shareholders. Accordingly, if you intend to vote in favour of Resolution 2, you should also vote in favour of Resolution 1.

### 2. RESOLUTION 3: RE-ELECTION OF YAT SIU AS DIRECTOR

Listing Rule 14.4 and clause 13.4 of the Constitution require that any Director appointed by the Board as an addition to the Board holds office only until the next general meeting or annual general meeting of the Company (whichever is the earlier) and is eligible for re-election at that meeting.

The Board appointed Mr Yat Siu as an addition to the Board after the Company's last general meeting. Accordingly, Mr Siu retires pursuant to Listing Rule 14.4 and clause 13.4 of the Constitution and, being eligible, offers himself for re-election.

A resume for Mr Siu follows:

#### **Yat Siu**

Mr Siu is the founder and CEO of Outblaze Limited, a digital media company specializing in gaming, cloud technology, and smartphone/tablet software development. In 2009 he sold Outblaze's messaging division to IBM and successfully pivoted Outblaze Limited from B2B messaging services to B2C digital entertainment. Mr Siu is a director for TurnOut Ventures Limited, a partnership between Outblaze Investments Limited and Turner Entertainment Holdings Asia-Pacific Limited, and he is co-founder of Appionics (known by the consumer brand 'Animoca'), a major developer and publisher of smartphone games. In 2012 he set up ThinkBlaze, the research arm of Outblaze Limited dedicated to investigating socially meaningful issues related to technology. Mr Siu has earned numerous accolades including Global Leader of Tomorrow at the World Economic Forum, and Young Entrepreneur of the Year at the DHL/SCMP Awards. He is a supporter of various NGOs and serves on the board of directors for the Asian Youth Orchestra.

Resolution 3 is an ordinary resolution.

The Directors (other than Mr Siu) recommend that shareholders vote in favour of Resolution 3.

The chair intends to vote undirected proxies in favour of Resolution 3.

### **3. RESOLUTION 4: RE-ELECTION OF DAVID KIM AS DIRECTOR**

Listing Rule 14.4 and clause 13.4 of the Constitution require that any Director appointed by the Board as an addition to the Board holds office only until the next general meeting or annual general meeting of the Company (whichever is the earlier) and is eligible for re-election at that meeting.

The Board appointed Mr David Kim as an addition to the Board after the Company's last general meeting. Accordingly, Mr Kim retires pursuant to Listing Rule 14.4 and clause 13.4 of the Constitution and, being eligible, offers himself for re-election.

A resume for Mr Kim follows:

#### **David Kim BA (Hons)**

Mr Kim serves as the CEO of Appionics, more commonly known by the consumer brand 'Animoca'. Prior to that he was the CEO of mail.com Corporation, a leading personalized email and messenger service co-based in Seattle and Hong Kong. Mr Kim also manages several independent financing and advisory projects ranging from private equity investments to refinancing of distressed assets. In recent years, he has advised and served on the boards of many prominent companies around the Pacific Rim including Viztel Solutions Group of Malaysia and Daum Corporation in Korea, where after 7 years of service as the chairman of the Audit Committee, he spearheaded the USD 105 million acquisition of Lycos, Inc. After the highly publicized transaction, Mr Kim managed the integration of the acquisition as the CEO of Lycos. In 1999, when he steered China.com Corporation to its Initial Public Offering, he became the youngest CFO of a company listed on the NASDAQ. He has also served as managing director for Softbank, Inc., and as managing director and CEO for Techpacific Venture Capital Limited. A graduate of Stanford University in Economics and Communications with Honours, Mr Kim is also a classical vocalist with extensive musical and theatrical interest and experience.

Resolution 4 is an ordinary resolution.

The Directors (other than Mr Kim) recommend that shareholders vote in favour of Resolution 4.

The chair intends to vote undirected proxies in favour of Resolution 4.

4. **RESOLUTION 5: RE-ELECTION OF ROBERT YUNG AS DIRECTOR**

Listing Rule 14.4 and clause 13.4 of the Constitution require that any Director appointed by the Board as an addition to the Board holds office only until the next general meeting or annual general meeting of the Company (whichever is earlier) and is eligible for re-election at that meeting.

The Board appointed Mr Robert Yung as an addition to the Board after the Company's last general meeting. Accordingly, Mr Yung retires pursuant to Listing Rule 14.4 and clause 13.4 of the Constitution and, being eligible, offers himself for re-election.

A resume for Mr Yung follows:

**Robert Yung BA (Hons) MA**

Mr Yung is the CEO of Animoca Brands and a director of Appionics. He was previously the co-founder and CFO of Redgate Media, a venture-backed Chinese television and outdoor media holding company sold to Inno-Tech Holdings Limited (HK.8202) in 2012. Mr Yung was also co-founder and Chief Strategy Officer of One Media Group Limited (HK.426), a Hong Kong-based magazine group whose IPO he oversaw in 2005. Prior to that, he was the founder and CEO of One Studio Limited, a venture-backed web development company in Hong Kong, and OSMedia Limited, a Chinese television advertising sales company. Mr Yung began his career in Asia as the General Manager of Metromedia Asia Limited, a subsidiary of Metromedia International Group (AMEX: MMG), building wireless broadband networks and mobile telecoms services in China and Indonesia. He holds a Master of Arts from New York University and a Bachelor of Arts with Honors in Public Policy from the University of Chicago.

Resolution 5 is an ordinary resolution.

The Directors (other than Mr Yung) recommend that shareholders vote in favour of Resolution 5.

The chair intends to vote undirected proxies in favour of Resolution 5.

5. **RESOLUTION 6: RE-ELECTION OF DAVID BRICKLER AS DIRECTOR**

Listing Rule 14.4 and clause 13.4 of the Constitution require that any Director appointed by the Board as an addition to the Board holds office only until the next general meeting or annual general meeting of the Company (whichever is earlier) and is eligible for re-election at that meeting.

The Board appointed Mr David Brickler as an addition to the Board after the Company's last general meeting. Accordingly, Mr Brickler retires pursuant to Listing Rule 14.4 clause 13.4 of the Constitution and, being eligible, offers himself for re-election.

A resume for Mr Brickler follows:

**David Brickler BA, MBA**

Mr Brickler is the ICT Manager for Baptcare - a provider of healthcare and family and community services throughout Victoria and Tasmania. Before this, Mr Brickler was Senior

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Director of Applications for World Vision International, one of the world's largest non-profit organisations. Prior to that, he served as Asia Pacific CIO for Mizuho Securities Asia Ltd., was an Executive Director of Ernst & Young in Hong Kong, and Global CIO for the Noble Group, one of the largest commodities traders in the world. Mr Brickler was the founder and CEO of Emergent Technology Limited, a venture-backed Hong Kong supply-chain company, and a Vice President of Information Technology at Caspian Securities. Prior to his 14 years in Hong Kong, he spent 15 years in Japan, including several years as the Vice President of Equity Technology at Goldman Sachs Securities Co. Ltd, Japan. Mr Brickler also served in various engineering positions at EDS Japan LLC, Sundai, and Fujitsu Limited. He holds an MBA from Kellogg-HKUST and a BA from Princeton University and is a fluent speaker of Chinese and Japanese.

Resolution 6 is an ordinary resolution.

The Directors (other than Mr Brickler) recommend that shareholders vote in favour of Resolution 6.

The chair intends to vote undirected proxies in favour of Resolution 6.

#### 6. **RESOLUTION 7: RE-ELECTION OF RICHARD KUO AS DIRECTOR**

Listing Rule 14.4 and clause 13.4 of the Constitution require that any Director appointed by the Board as an addition to the Board holds office only until the next general meeting or annual general meeting of the Company (whichever is earlier) and is eligible for re-election at that meeting.

The Board appointed Mr Richard Kuo as an addition to the Board after the Company's last general meeting. Accordingly, Mr Kuo retires pursuant to Listing Rule 14.4 clause 13.4 of the Constitution and, being eligible, offers himself for re-election.

A resume for Mr Kuo follows:

#### **Richard Kuo B.Com., LL.B FAICD**

Mr Kuo is the founder and CEO of Pier Capital, a boutique investment banking firm specialising in the technology sectors. He is a non-executive director of Probiotec Limited and Favourit.com and has held directorships of Equity Capital Markets Limited, Glenorchy Arts & Sculpture Park, and Australian Art Events Foundation. Prior to founding Pier Capital, Mr Kuo initially practiced as a lawyer, specialising in corporate law in a large national law firm before moving into investment banking as a corporate adviser. His technology experience includes a senior management role in Open Telecommunications during a period in which it grew to become one of Australia's largest software companies. He has advised on a wide range of domestic and cross-border transactions involving technology and digital media companies including investing directly in emerging technology companies in Australia and internationally. Mr Kuo is a Fellow of the Australian Institute of Company Directors and holds qualifications in accounting, finance and law together with post graduate qualifications in applied finance and investment.

Resolution 7 is an ordinary resolution.

The Directors (other than Mr Kuo) recommend that shareholders vote in favour of Resolution 7.

The chair intends to vote undirected proxies in favour of Resolution 7.

7. **GLOSSARY**

In this Explanatory Memorandum and Notice of Extraordinary General Meeting the following expressions have the following meanings unless stated otherwise or unless the context otherwise requires:

**ACDT** means Australian Central Daylight Time as observed in Adelaide, South Australia;

**ASX** means ASX Limited ACN 008 624 691;

**Board** means the board of directors of the Company;

**Company** means Animoca Brands Corporation Limited ACN 122 921 813;

**Constitution** means the existing constitution of the Company;

**Corporations Act** means *Corporations Act 2001* (Cth);

**Director** means a director of the Company;

**Listing Rules** means the listing rules of ASX;

**Meeting** means the meeting of shareholders convened by the Notice; and

**Notice** means the notice of meeting to which this Explanatory Memorandum is attached.

ANNEXURE

15 January 2015

The Board of Directors  
Animoca Brands Corporation Limited

Dear Sirs

**NOMINATION OF GRANT THORNTON AUDIT PTY LTD AS COMPANY AUDITOR**

Asyla Investments Limited of c/- PO Box 957, Offshore Incorporations Centre, Road Town, Tortola, British Virgin Islands, being a member of Animoca Brands Corporation Limited (**Company**), request that a general meeting of the Company be held at the first available time, in any event no later than two months from the date of this notice, to consider and, if thought fit, pass resolutions that:

- (a) Ernst & Young be removed as auditor of the Company; and
- (b) Grant Thornton Audit Pty Ltd be appointed as the new auditor of the Company.

Furthermore, for the purposes of the *Corporations Act 2001* (Cth), I hereby give you notice of the nomination of Grant Thornton Audit Pty Ltd of Level 1, 67 Greenhill Road, Wayville, South Australia, as auditor of the Company.

EXECUTED by ASYLA INVESTMENTS )  
LIMITED \*without affixing a common seal / \*by )  
affixing its common seal )

.....  
Signature of \*Director / \*Sole Director and Sole Company Secretary

.....  
Signature of \*Director / \*Secretary

.....  
Name of \*Director / \*Sole Director and Sole Company Secretary

.....  
Name of \*Director / \*Secretary

(\*Please delete the inapplicable and affix the common seal if the company has a seal)

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