



**FATFISH INTERNET GROUP LIMITED  
ACN 004 080 460**

**NOTICE OF GENERAL MEETING**

**The General Meeting of the Company will be held at the  
offices of the Company,  
at Level 4, 91 William Street, Melbourne, Victoria  
on Tuesday, 16 October 2018 at 2.00pm (AEDT).**

*The Notice of General Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.*

*Should you wish to discuss any matter please do not hesitate to contact the Company Secretary by telephone on +61 3 8611 5353.*

**Shareholders are urged to attend or vote by lodging the proxy form attached to the Notice**

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# FATFISH INTERNET GROUP LIMITED

ACN 004 080 460

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## NOTICE OF GENERAL MEETING

Notice is hereby given that a general meeting of Shareholders of Fatfish Internet Group Limited (**Company**) will be held at the offices of the Company, at Level 4, 91 William Street, Melbourne, Victoria, on Tuesday, 16 October 2018 at 2.00pm (AEDT) (**Meeting**).

The Explanatory Memorandum to this Notice provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form forms part of this Notice.

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on Friday, 12 October 2018 at 5:00 pm (AEDT).

Terms and abbreviations used in this Notice and the Explanatory Memorandum are defined in Schedule 1.

## AGENDA

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### 1. Resolution 1 - Change of Company Name

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

*"That, pursuant to and in accordance with section 157 of the Corporations Act and for all other purposes, Shareholders approve the change of the Company's name to "Fatfish Blockchain Limited" with effect from the date on which ASIC alters the details of the Company's registration to reflect the change in name."*

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### 2. Resolution 2 - Ratification of issue of Placement Shares

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

*"That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 33,089,999 Shares on the terms and conditions in the Explanatory Memorandum."*

#### Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who participated in the issue or any associates of those persons.

However, the Company need not disregard a vote if:

- (a) it is cast by 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 Chair as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

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### 3. Resolution 3 - Ratification of issue of Placement Options

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

*"That, pursuant to and in accordance with Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 33,089,999 Options on the terms and conditions in the Explanatory Memorandum."*

#### Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of a person who participated in the issue or any associates of those persons.

However, the Company need not disregard a vote if:

- (a) it is cast by 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 Chair as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

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### 4. Resolution 4 - Approval to issue Broker Options

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

*"That, pursuant to and in accordance with Listing Rule 7.1 and for all other purposes, Shareholders approve the following issues of securities on the terms and conditions set out in the Explanatory Memorandum:*

- (a) *up to 3,500,000 Options to Sanlam Private Wealth Pty Ltd (or its nominees); and*
- (b) *up to 1,500,000 Options to CPS Capital Group Pty Ltd (or its nominees)"*

#### Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Sanlam Private Wealth Pty Ltd (or its nominees), CPS Capital Group Pty Ltd (or its nominees) or an associate of those persons.

However, the Company need not disregard a vote if:

- (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- (b) it is cast by the Chair as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

**BY ORDER OF THE BOARD**



Jiahui Lan  
Company Secretary  
Dated: 11 September 2018

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# FATFISH INTERNET GROUP LIMITED

ACN 004 080 460

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## EXPLANATORY MEMORANDUM

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### 1. Introduction

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at the offices of the Company, at Level 4, 91 William Street, Melbourne, Victoria, on Tuesday, 16 October 2018 at 2.00pm (AEDT).

The Explanatory Memorandum forms part of the Notice, which should be read in its entirety. The Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted.

The Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolutions:

Section 2	Action to be taken by Shareholders
Section 3	Resolution 1 - Change of Company Name
Section 4	Resolution 2 - Ratification of issue of Placement Shares
Section 5	Resolution 3 - Ratification of issue of Placement Options
Section 6	Resolution 4 - Approval to issue Broker Options
Schedule 1	Definitions
Schedule 2	Terms and conditions of Options

A Proxy Form is located at the end of the Explanatory Memorandum.

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### 2. Action to be taken by Shareholders

#### 2.1 Action to be taken by Shareholders

Shareholders should read the Notice including the Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

#### 2.2 Proxies

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return

the Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- (a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

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### 3. Resolution 1 - Change of Company Name

#### 3.1 General

Section 157(1)(a) of the Corporations Act provides that a company may change its name by passing a special resolution adopting a new name.

Resolution 1 seeks the approval of Shareholders for the Company to change its name to "Fatfish Blockchain Limited".

In 2014, the Company was reinstated to official quotation under the name "Fatfish Internet Group Limited", following its re-compliance with Chapters 1 and 2 of the Listing Rules. Since 2014, the Company has focused on identifying, investing and assisting in building early-stage and growth-stage internet and IT companies with a focus on the mobile technology and e-commerce sectors. The Company's long term strategic focus on investments is in the blockchain and cryptocurrency sectors. Accordingly, the Board considers that the adoption of a new Company name at this point more appropriately reflects the Company's long term strategic focus.

The proposed name has been reserved by the Company with ASIC. If Resolution 1 is passed the change of name will take effect when ASIC alters the details of the Company's registration.

#### 3.2 Other information

The Board recommends that Shareholders vote in favour of Resolution 1.

Resolution 1 is a special resolution and therefore requires approval of 75% 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).

The Chair intends to exercise all available proxies in favour of Resolution 1.

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### 4. Resolution 2 - Ratification of issue of Placement Shares

#### 4.1 General

On 25 June 2018, the Company issued 33,089,999 Shares at an issue price of \$0.03 per Share (Placement Shares), together with one free-attaching unquoted Option for every Share subscribed for (Placement Options) exercisable at \$0.045 each and expiring on 25 June 2021, to unrelated sophisticated and professional investors to raise \$992,700 (before costs) (Placement).

The Placement Shares were issued within the 10% annual limit permitted by Listing Rule 7.1A without the need for Shareholder approval.

Resolution 2 seeks Shareholder ratification of the Placement Shares pursuant to Listing Rule 7.4.

#### 4.2 Listing Rule 7.1A and Listing Rule 7.4

Listing Rule 7.1A provides that an eligible entity may seek shareholder approval at its annual general meeting to allow it to issue Equity Securities comprising up to 10% of its issued capital. The Company obtained this approval at its annual general meeting held on 29 May 2018.

Listing Rule 7.4 provides an exception to Listing Rule 7.1A. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to Listing Rule 7.1A (and provided that the previous issue did not breach Listing Rule 7.1A), those securities will be deemed to have been made with shareholder approval for the purpose of Listing Rule 7.1A.

The effect of Resolution 2 will be to allow the Company to retain the flexibility to issue Equity Securities under the additional 10% annual placement capacity set out in Listing Rule 7.1A without the requirement to obtain prior Shareholder approval.

#### 4.3 Specific information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the Placement Shares:

- (a) a total of 33,089,999 Placement Shares were issued;
- (b) the Placement Shares were issued at an issue price of \$0.03 each;
- (c) the Placement Shares issued were fully paid ordinary shares in the capital of the Company and rank equally in all respects with the Company's existing Shares on issue;
- (d) the Placement Shares were issued to sophisticated and professional investors, none of whom is a related party of the Company;
- (e) the funds raised from the issue of the Placement Shares are intended to be used for working capital and to expand the Company's APAC Crypto mining operations and Epsilon use of funds; and
- (f) a voting exclusion statement is included in the Notice.

#### 4.4 Other Information

The Board unanimously recommends that Shareholders vote in favour of Resolution 2.

Resolution 2 is an ordinary resolution.

The Chair intends to exercise all available proxies in favour of Resolution 2.

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## 5. Resolution 3 - Ratification of issue of Placement Options

### 5.1 General

For details of the issue of the Placement Options, refer to Section 4.1.

The Placement Options were issued within the 15% annual limit permitted by Listing Rule 7.1 without the need for Shareholder approval.

Resolution 3 seeks Shareholder ratification of the Placement Options pursuant to Listing Rule 7.4.

## 5.2 Listing Rule 7.1 and Listing Rule 7.4

Listing Rule 7.1 provides that without shareholder approval, a company must not, subject to specified exceptions, issue or agree to issue more Equity Securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

Listing Rule 7.4 provides an exception to Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to Listing Rule 7.1 (and provided that the previous issue did not breach Listing Rule 7.1), those securities will be deemed to have been made with shareholder approval for the purpose of Listing Rule 7.1.

The effect of Resolution 3 will be to allow the Company to retain the flexibility to issue Equity Securities under the 15% annual placement capacity set out in Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

## 5.3 Specific information required by Listing Rule 7.5

Pursuant to and in accordance with Listing Rule 7.5, the following information is provided in relation to the ratification of the issue of the Placement Options:

- (a) a total of 33,089,999 Placement Options were issued;
- (b) the Placement Options were issued as free attaching to the Placement Shares (on a 1 for 1 basis) and thus were issued for nil cash consideration;
- (c) the Placement Options were issued on the terms and conditions set out in Schedule 2;
- (d) the Placement Options were issued to sophisticated and professional investors, none of whom is a related party of the Company;
- (e) no funds were raised from the issue of the Placement Options as they were issued for nil cash consideration; and
- (f) a voting exclusion statement is included in the Notice.

## 5.4 Other information

The Board unanimously recommends that Shareholders vote in favour of Resolution 3.

Resolutions 3 is an ordinary resolution.

The Chair intends to exercise all available proxies in favour of Resolution 3.

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## 6. Resolution 4 - Approval to issue Broker Options

### 6.1 General

As announced by the Company on 18 June 2018, the Company intends to issue a total of up to 5,000,000 Options exercisable at \$0.045 each and expiring on the date that is three years from the date of their issue (**Broker Options**) to Sanlam Private Wealth Pty Ltd (or its nominees) and CPS Capital Group Pty Ltd (or its nominees) in consideration for broking services provided in relation to the Placement.

Resolution 4 seeks Shareholder approval for the issue of up to 3,500,000 Broker Options to Sanlam Private Wealth Pty Ltd (or its nominees) and up to 1,500,000 Broker Options to CPS Capital Group Pty Ltd (or its nominees).

## 6.2 Listing Rule 7.1

A summary of Listing Rule 7.1 is set out in Section 5.2 above.

The effect of Resolution 4 will be to allow the Company to issue the Broker Options during the period of three months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

## 6.3 Specific information required by Listing Rule 7.3

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the issue of the Broker Options:

- (a) the maximum number of Broker Options that may be issued is 5,000,000;
- (b) the Broker Options will be issued no later than 3 months after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the Listing Rules) and it is intended that the Broker Options will be issued on the same date;
- (c) the Broker Options will be issued for nil cash consideration in satisfaction of broking services provided in relation to the Placement;
- (d) up to 3,500,000 Broker Options will be issued to Sanlam Private Wealth Pty Ltd (or its nominees), and up to 1,500,000 Broker Options will be issued to CPS Capital Group Pty Ltd (or its nominees), none of whom is a related party of the Company;
- (e) the Broker Options will be exercisable at \$0.045 each, expiring on the date that is three years from the date of their issue and will otherwise be issued on the terms and conditions set out in Schedule 2;
- (f) no funds will be raised from the issue of the Broker Options as the Broker Options are being issued in consideration for broking services provided in relation to the Placement; and
- (g) a voting exclusion statement is included in the Notice.

## 6.4 Other information

The Board unanimously recommends that Shareholders vote in favour of Resolution 4.

Resolution 4 is an ordinary resolution.

The Chair intends to exercise all available proxies in favour of Resolution 4.



## Schedule 1 - Definitions

In the Notice, words importing the singular include the plural and vice versa.

\$ means Australian Dollars.

AEDT means Australian Eastern Daylight Time, being the time in Melbourne, Victoria.

ASIC means the Australian Securities and Investments Commission.

ASX means the ASX Limited ABN 98 008 624 691 and where the context permits the Australian Securities Exchange operated by ASX Limited.

Board means the board of Directors.

Broker Option has the meaning given in Section 6.1.

Chair means the person appointed to chair the Meeting of the Company convened by the Notice.

Company means Fatfish Internet Group Limited ACN 004 080 460.

Corporations Act means the *Corporations Act 2001* (Cth).

Director means a director of the Company.

Equity Security has the same meaning as in the Listing Rules and Equity Securities has the corresponding meaning.

Explanatory Memorandum means the explanatory memorandum which forms part of the Notice.

Listing Rules means the listing rules of ASX.

Meeting has the meaning given in the introductory paragraph of the Notice.

Notice means this notice of general meeting.

Option means an option to acquire a Share.

Placement has the meaning given in Section 4.1.

Placement Option has the meaning given in Section 4.1.

Placement Share has the meaning given in Section 4.1.

Proxy Form means the proxy form attached to the Notice.

Resolution means a resolution referred to in the Notice.

Schedule means a schedule to the Notice.

Section means a section of the Explanatory Memorandum.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a shareholder of the Company.

## Schedule 2 - Terms and conditions of Options

### 1. Entitlement

Subject to and conditional upon any adjustment in accordance with these conditions, each Option entitles the holder to subscribe for one Share upon exercise of the Option.

### 2. Exercise Price

Subject to and conditional upon any adjustment in accordance with these conditions, the amount payable upon exercise of each Option will be \$0.045 per Option (**Exercise Price**).

### 3. Expiry Date

Each Placement Option will expire at 5.00pm (AEDT) on 25 June 2021 and each Broker Option will expire at 5.00pm (AEDT) three years from the date of issue (**Expiry Date**).

An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

### 4. Exercise Period

The Options are exercisable at any time from the date of their issue until the Expiry Date (**Exercise Period**).

### 5. Notice of Exercise

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

### 6. Exercise Date

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

### 7. Timing of issue of Shares on exercise

Within 20 Business Days after the Exercise Date, the Company will:

- (a) allot and issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which the Exercise Price has been received by the Company in cleared funds;
- (b) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act; and
- (c) if admitted to the official list of ASX at the time, apply for official quotation on the ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under paragraph 7(b) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 30 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

**8. Shares issued on exercise:**

Shares issued on exercise of the Options rank equally with the then issued Shares of the Company.

**9. Quotation of Shares issued on exercise:**

If the Company is admitted to the official list of the ASX at the time, application will be made by the Company to the ASX for quotation of the Shares issued upon the exercise of the Options.

**10. Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of a holder of Options are to be changed in a manner consistent with the Corporations Act and the Listing Rules at the time of the reconstruction.

**11. Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders of Options will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

**12. Change in exercise price/number of Shares**

An Option does not confer the right to a change in the Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

**13. Unquoted**

The Company will not apply for quotation of the Options on the ASX.

**14. Transferability**

The Options are not transferable except with the prior written approval of the Company and subject to any restriction or escrow arrangements imposed by the ASX or under applicable Australian securities laws.

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# FATFISH INTERNET GROUP LIMITED

ACN 004 080 460

## PROXY FORM

The Company Secretary  
Fatfish Internet Group Limited

**By post:** Level 4, 91 Williams Street, Melbourne, Victoria 3000  
**By email:** jiahui@dwaccounting.com.au

Name of Shareholder:

Address of Shareholder:

Number of Shares entitled to vote:

Please mark  to indicate your directions. Further instructions are provided overleaf.

Proxy appointments will only be valid and accepted by the Company if they are made and received no later than 48 hours before the Meeting.

### STEP 1 - APPOINT A PROXY TO VOTE ON YOUR BEHALF

I/We being Shareholder/s of the Company 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 shareholder) you are appointing as your proxy

Or failing the person/body corporate named, or if no person/body corporate is named, the Chair of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf, including to vote in accordance with the following directions (or, if no directions have been given, and to the extent permitted by law, as the proxy sees fit), at the general meeting of the Company to be held at the offices of the Company, at Level 4, 91 Williams Street, Melbourne, Victoria, at 2.00pm (AEDT) on Tuesday, 16 October 2018 and at any adjournment or postponement of that Meeting.

### CHAIR'S VOTING INTENTIONS IN RELATION TO UNDIRECTED PROXIES

The Chair intends to vote all undirected proxies in favour of all Resolutions. In exceptional circumstances the Chair may change his/her voting intentions on any Resolution. In the event this occurs an ASX announcement will be made immediately disclosing the reasons for the change.

### STEP 2 - INSTRUCTIONS AS TO VOTING ON RESOLUTIONS

The proxy is to vote for or against the Resolution referred to in the Notice as follows:

		For	Against	Abstain*
Resolution 1	Change of Company Name			
Resolution 2	Ratification of issue of Placement Shares			
Resolution 3	Ratification of issue of Placement Options			
Resolution 4	Approval to issue Broker Options			

If no directions are given my proxy may vote as the proxy thinks fit or may abstain.

\* If you mark the Abstain box for a particular Resolution, 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.

**Authorised signature/s**

This section *must* be signed in accordance with the instructions below to enable your voting instructions to be implemented.

Individual or Shareholder 1

Sole Director/Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date

<sup>1</sup>Insert name and address of Shareholder

<sup>2</sup> Insert name and address of proxy

\*Omit if not applicable

**PROXY NOTES**

A Shareholder entitled to attend and vote at the general meeting may appoint a natural person as the Shareholder's proxy to attend and vote for the Shareholder at that general meeting. If the Shareholder is entitled to cast 2 or more votes at the general meeting the Shareholder may appoint not more than 2 proxies. Where the Shareholder appoints more than one proxy the Shareholder may specify the proportion or number of votes each proxy is appointed to exercise. If such proportion or number of votes is not specified each proxy may exercise half of the Shareholder's votes. A proxy may, but need not be, a Shareholder of the Company.

If a Shareholder appoints a body corporate as the Shareholder's proxy to attend and vote for the Shareholder at that general meeting, the representative of the body corporate to attend the general meeting must produce the Certificate of Appointment of Representative prior to admission. A form of the certificate may be obtained from the Company's share registry.

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

Joint Holding: where the holding is in more than one name all of the holders must sign.

Power of Attorney: if signed under a Power of Attorney, you must have already lodged it with the registry, or alternatively, attach a certified photocopy of the Power of Attorney to this Proxy Form when you return it.

Companies: a Director can sign jointly with another Director or a Company Secretary. A sole Director who is also a sole Company Secretary can also sign. Please indicate the office held by signing in the appropriate space.

If a representative of the corporation is to attend the general meeting the appropriate "Certificate of Appointment of Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's Share Registry.

Proxy Forms (and the power of attorney or other authority, if any, under which the Proxy Form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the Proxy Form (and the power of attorney or other authority) must be posted to or received by electronic transmission the offices of the Company (Level 4, 91 Williams Street, Melbourne, Victoria, 3000 or email [jiahui@dwaccounting.com.au](mailto:jiahui@dwaccounting.com.au)) not less than 48 hours prior to the time of commencement of the general meeting (AEDT).

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