

**EVE INVESTMENTS LIMITED
ACN 106 523 611**

**NOTICE OF ANNUAL GENERAL MEETING
AND
EXPLANATORY STATEMENT**

For the Annual General Meeting to be held
on 12 November 2019 at 10.00am (WST) at

Suite 1, 245 Churchill Avenue
Subiaco, Western Australia

This is an important document. Please read it carefully.

If you are unable to attend the Meeting, please complete the proxy form enclosed and return it in accordance with the instructions set out on that form.

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TIME AND PLACE OF ANNUAL GENERAL MEETING AND HOW TO VOTE

Venue

The Annual General Meeting of the Company will be held at:

Suite 1	Commencing
245 Churchill Avenue	10.00am (WST)
Subiaco, Western Australia	12 November 2019

How to Vote

You may vote by attending the Meeting in person, by proxy or authorised representative.

Voting in Person

To vote in person, attend the Meeting on the date and at the place set out above. The Meeting will commence at 10.00am (WST) on 12 November 2019.

Voting by Proxy

To vote by proxy, please complete and sign the enclosed proxy form in accordance with the instructions on the proxy form and either deliver the proxy form by post, in person or by email in accordance with instructions on the proxy form. You may also submit your proxy vote online in accordance with instructions on the proxy form.

Your proxy form is enclosed.

EVE INVESTMENTS LIMITED
ACN 106 523 611
NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the Shareholders of EVE Investments Limited will be held at Suite 1, 245 Churchill Avenue, Subiaco, Western Australia, at 10.00am (WST) on 12 November 2019 (WST) for the purpose of transacting the following business.

The attached Explanatory Statement is provided to supply Shareholders with information to enable Shareholders to make an informed decision regarding the Resolutions set out in this Notice. The Explanatory Statement is to be read in conjunction with this Notice.

AGENDA

GENERAL BUSINESS

Accounts and Reports

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2019 together with the declaration of the Directors, the Directors' Report, the remuneration report and the auditor's report.

RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

"That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report in the Annual Report of the Company for the financial year ended 30 June 2019."

Voting Exclusion:

A vote in respect of Resolution 1 must not be cast (in any capacity) by or on behalf of any of the following persons (the "voter"):

- (a) a member of the key management personnel, details of whose remuneration are included in the remuneration report; or
- (b) a closely related party of such a member.

However, the voter may cast a vote on Resolution 1 as a proxy if the vote is not cast on behalf of a person described in paragraphs (a) or (b) and either:

- (c) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on Resolution 1; or
- (d) the voter is the chair of the meeting and the appointment of the chair as proxy:
 - (i) does not specify the way the proxy is to vote on the resolution; and
 - (ii) expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel for the entity.

RESOLUTION 2 – RE-ELECTION OF DIRECTOR – GEORGE CAMERON-DOW

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

"That Mr George Cameron-Dow, who retires by rotation in accordance with rule 7.3(a) of the Constitution of the Company, and being eligible, offers himself for re-election, is hereby re-elected as a Director of the Company."

RESOLUTION 3 – APPROVAL TO ISSUE SHARES UNDER EVERHONEY SUBSCRIPTION TRANSACTION

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

"That for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 663,638,954 Shares to Everhoney Biotech Australia Pty Ltd or its nominee under the Everhoney Subscription Transaction on the terms set out in the Explanatory Statement."

Voting exclusion: The Company will disregard any votes cast in favour of this Resolution 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 securities in the Company) or an associate of those persons. However, the Company need not disregard a vote if:

- (a) it is cast by a person as 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 a direction on the proxy form to vote as the proxy decides.

RESOLUTION 4 – APPROVAL TO ISSUE SHARES UNDER HONG KONG JUSHENG SUBSCRIPTION TRANSACTION

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

"That for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 507,488,612 Shares to Hong Kong Jusheng Bolang Technology Co, Limited or its nominee under the Hong Kong Jusheng Subscription Transaction on the terms set out in the Explanatory Statement."

Voting exclusion: The Company will disregard any votes cast in favour of this Resolution 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 securities in the Company) or an associate of those persons. However, the Company need not disregard a vote if:

- (a) it is cast by a person as 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 a direction on the proxy form to vote as the proxy decides.

RESOLUTION 5 – APPROVAL OF EMPLOYEE INCENTIVE SCHEME

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

"That, for the purposes of Listing Rule 7.2 Exception 9(b) and for all other purposes Shareholders approve the issue of securities under the "Employee Incentive Plan" for a period of 3 years commencing on the date of this Meeting on the terms set out in the Explanatory Statement."

Voting exclusion:

The Company will disregard any votes cast in favour of this resolution by or on behalf of the Directors of the Company or an associate of those persons. However, the Company need not disregard a vote cast on this Resolution 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 person chairing the meeting 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.

Restriction on proxy voting by key management personnel or closely related parties: A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
 - (i) a member of key management personnel; or
 - (ii) a closely related party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (c) the proxy is the Chair of the meeting; and
- (d) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the key management personnel for the entity.

RESOLUTION 6 – AMENDMENT TO THE COMPANY'S CONSTITUTION

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

"That with effect from the close of the Meeting and in accordance with section 136(2) of the Corporations Act and for all other purposes, the Company's Constitution be modified by making the amendments described in the Explanatory Statement."

VOTING AND PROXIES

1. A Shareholder of the Company entitled to attend and vote is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the Shareholder's voting rights. If the Shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes. A proxy need not be a Shareholder of the Company.
2. Where a voting exclusion applies, the Company need not disregard a vote if it is cast by the person who is entitled to vote in accordance with the directions on the proxy form or it is cast by the person chairing the Meeting 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.
3. The Chairman will vote undirected proxies on, and in favour of, all of the proposed Resolutions including Resolutions 1 and 5. The proxy form expressly authorises the Chairman to exercise the proxy in relation to Resolutions 1 and 5 even though these Resolutions are connected directly or indirectly with the remuneration of a member of the key management personnel. Any undirected proxies held by a Director, any member of the key management personnel or any of their closely related parties (who are not the Chairman) will not be voted on Resolutions 1 and 5.
4. In accordance with Regulation 7.11.37 of the Corporations Act, the Directors have set a date to determine the identity of those entitled to attend and vote at the Meeting. The date is 10 November 2019 at 10.00am (WST).
5. A proxy form is attached. If required it should be completed, signed and returned to the Company's registered office in accordance with the instructions on that form.

By order of the Board

Mr Steven Jackson
Company Secretary

Dated: 8 October 2019

EVE INVESTMENTS LIMITED

ACN 106 523 611

EXPLANATORY STATEMENT

This Explanatory Statement is intended to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in this Notice.

The Directors recommend that Shareholders read this Explanatory Statement in full before making any decision in relation to the Resolutions.

1. FINANCIAL STATEMENTS AND REPORTS

The business of the Annual General Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2019 together with the declaration of the directors, the directors' report, the remuneration report and the auditor's report.

The Company is not required to provide a hard copy of the Company's annual financial report to Shareholders unless a Shareholder has specifically elected to receive a printed copy.

Whilst the Company will not provide a hard copy of the Company's annual financial report unless specifically requested to do so, Shareholders may view the Company annual financial report on its website at <http://www.eveinvestments.com.au>.

Shareholders will be offered the following opportunities:

- (a) discuss the Annual Financial Report for the financial period ended 30 June 2019;
- (b) ask questions and make comment on the management of the Company; and
- (c) ask the auditor questions about the conduct of the audit, preparation and content of the auditor's report, the accounting policies adopted by the Company and the independence of the auditor.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

2.1 General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the Remuneration Report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the Directors or the Company.

The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The Remuneration Report is part of the Directors' report contained in the annual financial report of the Company for the financial year ending 30 June 2019.

A reasonable opportunity will be provided for questions about or comments on the Remuneration Report at the Annual General Meeting.

2.2 Voting Consequences

Under the Corporations Act, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive annual general meetings, Shareholders will be required to vote at the second of those annual general meetings on a resolution (a "Spill Resolution") that

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another general meeting be held within 90 days at which all of the Directors (other than the Managing Director) must go up for re-election.

2.3 **Previous voting results**

At the Company's previous annual general meeting, the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Meeting.

2.4 **Proxy restrictions**

If you choose to appoint a proxy, you are encouraged to direct your proxy how to vote on Resolution 1 (Remuneration Report) by marking either "For", "Against" or "Abstain" on the Proxy Form for Resolution 1.

If you appoint a member of the key management personnel whose remuneration details are included in the Remuneration Report (who is not the Chairman) or a closely related party of that member as your proxy, and you do not direct that person on how to vote on this Resolution 1, the proxy cannot exercise your vote and your vote will not be counted in relation to this Resolution 1.

The Chairman intends to vote all undirected proxies in favour of Resolution 1. If the Chairman of the Meeting is appointed as your proxy and you have not specified the way the Chairman is to vote on Resolution 1, by signing and returning the proxy form you are giving express authorisation for the Chairman to vote the proxy in accordance with the Chairman's intention.

Key management personnel of the Company are the Directors and those other persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. The Remuneration Report identifies the Company's key management personnel for the financial year to 30 June 2019. Their closely related parties are defined in the Corporations Act, and include certain of their family members, dependants and companies they control.

3. **RESOLUTION 2 – RE-ELECTION OF DIRECTOR – GEORGE CAMERON-DOW**

Rule 7.3(a) of the Constitution requires that if the Company has 3 or more Directors, one third (rounded down to the nearest whole number) of those Directors (other than the managing director) must retire at each annual general meeting. Listing Rule 14.4 further provides that no director (except the managing director) shall hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself or herself for re-election.

George Cameron-Dow was last re-elected on 22 November 2016 and retires in accordance with these provisions and, being eligible, offers himself for re-election as a Director.

George Cameron-Dow is the non-executive chairman of the Company. Details of the qualification and expertise of Mr Cameron-Dow are set out in the 2019 Annual Report of the Company.

The Board recommends the re-election of George Cameron-Dow as a Director.

4. **BACKGROUND TO THE SUBSCRIPTION TRANSACTIONS**

In accordance with the Company's ASX announcement of 7 October 2019, the Company entered into the Everhoney Subscription Deed and the Hong Kong Jusheng Subscription Deed on 25 September 2019.

Earlier this year, the Company appointed AGC Capital Securities Pty Ltd (**AGC Capital**) to assist with securing strategic partners to support its growth activities. AGC Capital is a Sydney-based financial services firm, which specialises in advising on IPOs, funds management and corporate finance activities. AGC has strong connections across Asia and an extensive network in China. The Company provided further background details on each of the investors in the relevant ASX announcement.

Each of the investors were introduced by AGC Capital entirely separately and the two subscription deeds, whilst essentially identical, have no relationship with each other in any way.

The Company will use the proceeds of the subscriptions to fast-track development and sales in the existing Meluka and Jenbrook businesses, priorities include:

- Distribution of Meluka Honey range into China, US and Japan;
- Continued product rollout into the Australian marketing including the launch of the fermented honey drink range;
- Expansion of product marketing and promotional activities;
- Continued development of Meluka product ranges;
- Implementation of agronomy programs at Jenbrook to increase yield of organic tea tree products; and
- Working capital to support the Company's operations.

Each placement will be completed in two tranches. The first tranche will raise a little over \$2.4m at \$0.005. The second tranche will raise a little under \$6.9m at \$0.01. The precise figures are set out in the table below.

Save for the quantum, the terms of the Everhoney Subscription Deed and the Hong Kong Jusheng Subscription Deed are effectively identical and can be summarised as follows:

- each subscription requires shareholder approval to proceed;
- the first subscription tranche will take place within 10 Business Days of receipt of that shareholder approval;
- until completion of the second subscription tranche the proceeds of the first subscription tranche may only be used for general working capital purposes;
- until completion of the second subscription tranche, the Company is not permitted to issue any additional shares, save for the conversion of unlisted options or performance rights;
- the investor will be entitled to appoint one non-executive director to the Board and, subsequent to the second subscription tranche, the investor may retain that right for so long as it holds at least 10% of the Company's issued Shares;
- the second subscription tranche will take place three months after execution of the subscription deeds (i.e. 25 December 2019);

- the investor will enter into a voluntary escrow agreement with respect to the Shares issued pursuant to the first subscription tranche and this escrow will end upon completion of the second subscription tranche;
- the investor warrants that it has no association with the other investor, will always exercise independent judgement and will not act in concert with the other investor with respect to the Company's affairs; and
- the Company will issue the appropriate cleansing notice to the ASX with respect to the Shares issued pursuant to both tranches, or otherwise lodge the appropriate disclosure document with ASIC.

Assuming both tranches complete the Company's share structure can be summarised in the following table:

	Shares	% of Ordinary Shares
Existing Shares ¹	2,552,597,655	
First Subscription Shares issued to Everhoney	273,263,099	9.0%
First Subscription Shares issued to Hong Kong Jusheng	208,965,899	6.9%
Total Shares on issue after completion of the First Subscription	3,034,826,653	
Second Subscription Shares issued to Everhoney	390,375,855	10.5%
Second Subscription Shares issued to Hong Kong Jusheng	298,522,713	8.0%
Total Shares on issue after completion of the Second Subscription	3,723,725,221	
Shares held by Everhoney after completion of the Second Subscription	663,638,954	17.8%
Shares held by Hong Kong Jusheng after completion of the Second Subscription	507,488,612	13.6%

¹ In addition to Shares, the Company has on issue:

1. 20,000,000 unlisted Options (exercise price 2.5 cents, expiry date 31 December 2019).
2. 160,333,332 unlisted Options (exercise price 0.5 cents, expiry date 31 December 2021).
3. 57,750,000 Performance Rights with various performance and time based hurdles.

Table assumes no unlisted Options or Performance Rights are converted prior to the issue of the Subscription Shares.

5. RESOLUTION 3 – APPROVAL TO ISSUE SHARES UNDER EVERHONEY SUBSCRIPTION TRANSACTION

Resolution 3 seeks Shareholder approval so that the Company may issue up to 663,638,954 Shares under the Everhoney Subscription Transaction.

Listing Rule 7.1 provides, subject to certain exceptions, a listed company must not issue equity securities where the number of equity securities proposed to be issued represents more than 15% of the company's shares then on issue (or any additional 10% placement capacity under Listing Rule 7.1A) without the approval of shareholders.

Shareholder approval is required for the purposes of Listing Rule 7.1 due to the scale of the Everhoney Subscription Transaction.

In accordance with Listing Rule 7.3, the following information is provided to Shareholders:

- (a) The maximum number of securities to issue is 663,638,954 Shares being 273,263,099 in tranche 1 and 390,375,855 in tranche 2.

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- (b) The securities will be issued no later than 3 months after the date of this Meeting (or a later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
 - (c) The issue price of the Shares is 0.5 cents each for tranche 1 and 1 cent each for tranche 2.
 - (d) The securities will be issued to Everhoney Biotech Australia Pty Ltd, which is not a related party of the Company.
 - (e) The Shares will be fully paid ordinary Shares in the Company and rank equally with the Company's current issued Shares.
 - (f) The Company intends to use the funds from the Placement to develop the Company's projects and for general working capital.
 - (g) It is intended that the tranche 1 Shares will be issued on one date and the tranche 2 Shares on one date.

6. RESOLUTION 4 – APPROVAL TO ISSUE SHARES UNDER HONG KONG JUSHENG SUBSCRIPTION TRANSACTION

Resolution 4 seeks Shareholder approval so that the Company may issue up to 507,488,612 Shares under the Hong Kong Jusheng Subscription Transaction.

Information about Listing Rule 7.1 is set out in Section 5.

Shareholder approval is required for the purposes of Listing Rule 7.1 due to the scale of the Hong Kong Jusheng Subscription Transaction.

In accordance with Listing Rule 7.3, the following information is provided to Shareholders:

- (a) The maximum number of securities to issue is 507,488,612 Shares being 208,965,899 in tranche 1 and 298,522,713 in tranche 2.
- (b) The securities will be issued no later than 3 months after the date of this Meeting (or a later date to the extent permitted by any ASX waiver or modification of the Listing Rules).
- (c) The issue price of the Shares is 0.5 cents each for tranche 1 and 1 cent each for tranche 2.
- (d) The securities will be issued to Hong Kong Jusheng Bolang Technology Co, Limited, which is not a related party of the Company.
- (e) The Shares will be fully paid ordinary Shares in the Company and rank equally with the Company's current issued Shares.
- (f) The Company intends to use the funds from the Placement to develop the Company's projects and for general working capital.
- (g) It is intended that the tranche 1 Shares will be issued on one date and the tranche 2 Shares on one date.

7. RESOLUTION 5 – APPROVAL OF EMPLOYEE INCENTIVE SCHEME

7.1 Background

The Board adopted the Employee Incentive Plan in October 2016 to enable the Company to issue any of Options, performance rights or Shares to eligible participants including a full or part-time employee, directors, relevant contractors, casual employees and prospective parties in these capacities. Shareholders approved the Employee Incentive Plan for the purposes of Listing Rule 7.2 exception 9(b) on 22 November 2016.

The Employee Incentive Plan is intended to provide an opportunity to eligible participants to participate in the Company's future growth and assist with reward and retention of eligible participants.

A copy of the Employee Incentive Plan will be made available for inspection at the Meeting. A summary of the Employee Incentive Plan is set out in Annexure 1.

7.2 Regulatory Requirements

Shareholder approval is not required under the Corporations Act or the Listing Rules for the operation of the Employee Incentive Plan. However, Shareholder approval is being sought to allow the Company to rely on an exception to the calculation of the placement limits imposed by Listing Rules 7.1 and 7.1A on the number of securities that may be issued without shareholder approval. Listing Rule 7.2 exception 9(b) provides that Listing Rules 7.1 and 7.1A do not apply to an issue of securities under an employee incentive scheme that has been approved by shareholders and the issue of securities is within 3 years from the date of shareholder approval of the issue of securities under the employee incentive scheme.

The Employee Incentive Plan was last approved by Shareholders for the purposes of Listing Rule 7.2 exception 9(b) on 22 November 2016. The number of securities issued under the Employee Incentive Plan since the last approval is nil Options and 64,000,000 performance rights.

If an offer is made to a Director to participate in the Employee Incentive Plan then separate Shareholder approval will need to be obtained.

7.3 Recommendation

The Board recommends that Shareholders approve the issue of securities under the Employee Incentive Plan. It will allow the Company to issue securities for the benefit of participants of the Employee Incentive Plan whilst preserving the Company's placement limits of issuing securities and provide flexibility in the manner in which the Employee Incentive Plan is managed.

8. RESOLUTION 6 – AMENDMENT TO THE COMPANY'S CONSTITUTION

8.1 Special Resolution

Resolution 6 is a special resolution proposing to modify the Constitution by deleting the current rule 2.11 and inserting a new rule 2.11 in its place. Rule 2.11 concerns restricted securities.

Section 136 of the Corporations Act allows a company to modify its constitution by a special resolution passed at a general meeting of the company. A special resolution must be passed by at least 75% of the votes cast by Shareholders who are entitled to vote on the resolution.

8.2 Reasons for the amendment to the Constitution

In accordance with ASX's Public Consultation Paper of 28 November 2018 titled "*Simplifying, clarifying and enhancing the integrity and efficiency of the ASX Listing Rules*", the ASX proposed a number of changes to the Listing Rules.

One efficiency measure the ASX proposed was to amend the Listing Rules to give effect to a modified escrow regime to make aspects of the listing process and ongoing compliance with the Listing Rules more efficient.

ASX's modified escrow regime is to come into effect from 1 December 2019. A two-tiered escrow regime is to be introduced.

The first tier of escrow will involve ASX requiring certain more significant holders of restricted securities and their controllers to execute a formal escrow agreement in the form of an ASX compliant restriction agreement (Appendix 9A). The expectation is a restriction agreement requirement will be imposed on related parties, promoters, substantial holders, service providers and their associates.

However, for less significant holders, a second tier will apply where ASX will instead allow listed entities to rely on a provision in their constitution imposing appropriate escrow restrictions on the holder of restricted securities and to provide a notice to the holder of restricted securities in the form of a new Appendix 9C advising them of those restrictions. Securities in a class of quoted securities will be made the subject of a holding lock for the duration of the escrow period.

This two-tier escrow regime is to replace the current requirement where all holders of restricted securities must enter into a formal escrow agreement.

In order to provide a constitutional underpinning for ASX's modified escrow regime, the ASX is amending Listing Rule 15.12 (restricted securities) from 1 December 2019.

The new Listing Rule 15.12 requires the constitution of listed entities to reflect the modified escrow regime. This includes the constitution expressly providing for securities to be the subject of a holding lock where they are in a class of quoted securities and further providing that the holder of restricted securities will not be entitled to participate in any return of capital during the escrow period.

8.3 Amendment

The current rule 2.11 of the Company's Constitution does not provide for the ASX's modified escrow regime. A modification of the Constitution is therefore sought by deleting the current rule 2.11 and inserting a new rule 2.11 in its place which will be in the following terms:

"2.11 Restricted Securities

(a) The Company must comply with the Listing Rules in respect of Restricted Securities.

(b) Notwithstanding the generality of Rule 2.11(a):

(i) a holder of Restricted Securities must not dispose of, or agree or offer to dispose of, the securities during the escrow period applicable to those securities except as permitted by the Listing Rules or ASX;

(ii) if the securities are in the same class as quoted securities, the holder will be taken to have agreed in writing that the Restricted Securities are to be kept on the Company's

issuer sponsored subregister and are to have a Holding Lock applied for the duration of the escrow period applicable to those securities;

- (iii) the Company will refuse to acknowledge any disposal (including, without limitation, to register any transfer) of Restricted Securities during the escrow period applicable to those securities except as permitted by the Listing Rules or ASX;*
- (iv) a holder of Restricted Securities will not be entitled to participate in any return of capital on those securities during the escrow period applicable to those securities except as permitted by the Listing Rules or ASX; and*
- (v) if a holder of Restricted Securities breaches a restriction deed or a provision of this Constitution restricting a disposal of those securities, the holder will not be entitled to any dividend or distribution, or to exercise any voting rights, in respect of those securities for so long as the breach continues."*

The new proposed rule provides the constitutional underpinning for ASX's modified escrow regime.

The changes to Listing Rule 15.12 (which are reflected in the above new rule) are proposed to take effect from 1 December 2019 and will apply to restricted securities after that date. Any restricted securities issued before 1 December 2019 must continue to comply with the provisions of Listing Rule 15.12 in force immediately prior to this date.

A copy of the Constitution with the amendment proposed will be made available for review by Shareholders at the office of the Company. A copy will be available for inspection at the Meeting.

The Directors recommend Shareholders vote to modify the Constitution to insert the new rule to ensure compliance with the Listing Rule changes.

**EVE INVESTMENTS LIMITED
ACN 106 523 611**

GLOSSARY

In the Notice and this Explanatory Statement the following expressions have the following meanings:

ASIC	the Australian Securities and Investment Commission.
ASX	ASX Limited (ACN 008 624 691).
ASX Listing Rules or Listing Rules	the listing rules of the ASX.
Annual General Meeting or Meeting	the meeting convened by this Notice.
Board	the Board of Directors of the Company.
Business Day	A day, other than a Saturday or Sunday, on which banks are open for business in Perth, Western Australia.
Chair or Chairman	the chairman of the Company.
Company or EVE	EVE Investments Limited (ACN 106 523 611).
Constitution	the constitution of the Company.
Corporations Act	Corporations Act 2001 (Cth).
Directors	Directors of the Company from time to time.
Employee Incentive Plan	the EVE Investments Employee Incentive Plan approved by Shareholders on 22 November 2016.
Everhoney	Everhoney Biotech Australia Pty Ltd.
Everhoney Subscription Deed	a subscription deed between the Company and Everhoney dated 25 September 2019.
Everhoney Subscription Transaction	the transaction contemplated by the Everhoney Subscription Deed.
Explanatory Statement	this Explanatory Statement.
Hong Kong Jusheng	Hong Kong Jusheng Bolang Technology Co. Limited.
Hong Kong Jusheng Subscription Deed	a subscription deed between the Company and Hong Kong Jusheng dated 25 September 2019.
Hong Kong Jusheng Transaction	the transaction contemplated by the Hong Kong Jusheng Subscription Deed.
Notice	notice of meeting that accompanies this Explanatory Statement.
Option	an option to acquire a Share.
Resolution	a resolution referred to in the Notice.
Share	a fully paid ordinary share in the capital of the Company.
Shareholder	a registered holder of Shares in the Company.
WST	Western Standard Time, Perth, Western Australia.

ANNEXURE 1

SUMMARY OF TERMS OF EMPLOYEE INCENTIVE PLAN (Resolution 5)

- 1. Purpose** The purpose of the Employee Incentive Plan is to provide an incentive for eligible participants to participate in the future growth of the Company and to offer any of Options, performance rights or Shares to assist with reward, retention, motivation and recruitment of eligible participants.
- 2. Eligible Participants** Eligible participants are a full or part-time employee, or a director of the Company or a subsidiary, relevant contractors and casual employees and prospective parties in these capacities ("**Eligible Participants**").
- 3. Offers** Subject to any necessary Shareholder approval, the Board may offer Options, performance rights or Shares to Eligible Participants for nil consideration.
- 4. Expiry Date** The expiry date of any Options or performance rights will be determined by the Board.
- 5. Vesting Conditions and Lapse** An Option or performance right may only be exercised after it has vested and before its expiry date. The Board may determine the conditions upon the vesting of the options or performance rights at its discretion. By way of example, the Board may impose Share price and/or continuous service vesting hurdles.
- An Option or performance right lapses upon various events including a vesting condition not being satisfied, a participant ceasing to be an Eligible Participant (except for certain matters such as death or retirement) and upon misconduct by a participant.
- 6. Shares issued on vesting** Each Option or performance right entitles the holder to one fully paid ordinary share on exercise or vesting.
- 7. Transferability and quotation** An Option or performance right may not be transferred without the prior written approval of the Board or by force of law. Quotation of the Options or performance rights on the ASX will not be sought. However, the Company will apply for official quotation of Shares issued on the exercise of the Options or vesting of the performance rights.
- 8. No voting or dividend rights** The Options or performance rights are personal and do not confer any entitlement to attend or vote at meetings, any entitlement to dividends or any entitlement to participate in any return of capital unless the Options or performance rights are vested and the underlying Shares have been issued.
- 9. No participation rights** The Options or performance rights do not entitle the holder to participate in the issue of securities unless the Options or performance rights are exercised or vested and Shares have been issued before the record date for determining entitlements.
- 10. Limitation on number of securities** Securities to be issued under the Employee Incentive Plan when aggregated with the number of Shares issued during the previous 5 years under any employee incentive scheme of the Company must not exceed 5% of the total number of Shares on issue at the time of the relevant offer. Various excluded offers may be disregarded so as to not count for the 5% limit.
- 11. Administration of the Employee Incentive Plan** The Employee Incentive Plan will be administered under the directions of the Board and the Board may determine procedures for the administration of the Employee Incentive Plan as it considers appropriate.
- 12. Operation** The operation of the Employee Incentive Plan is subject to the Listing Rules and the Corporations Act.
- 13. Application of Subdivision 83A-C of the Income Tax Assessment Act 1997 (Cth)** Subdivision 83A-C (deferred inclusion of gain in assessable income) of the *Income Tax Assessment Act 1997 (Cth)* applies to the Employee Incentive Plan and holders of securities issued under the Employee Incentive Plan may agree to a restriction period for the disposal or transfer of the securities including any underlying securities.



eve investments

ACN 106 523 611

LODGE YOUR VOTE

ONLINE
www.linkmarketservices.com.au

BY MAIL
EVE Investments Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

BY FAX
+61 2 9287 0309

BY HAND
Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138

ALL ENQUIRIES TO
Telephone: +61 1300 554 474



X99999999999

PROXY FORM

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

APPOINT A PROXY

the Chairman of the Meeting (mark box)

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

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act 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 the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:00am (WST) on Tuesday, 12 November 2019 at Suite 1, 245 Churchill Avenue, Subiaco, Western Australia** (the Meeting) and at any postponement or adjournment of the Meeting.

Important for Resolutions 1 and 5: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolutions 1 and 5, even though the Resolutions are connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP).

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

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

Resolutions

Resolutions	For	Against	Abstain*	Resolutions	For	Against	Abstain*
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5 Approval of Employee Incentive Scheme	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Director – George Cameron-Dow	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6 Amendment to the Company's Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Approval to Issue Shares Under Everhoney Subscription Transaction	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
4 Approval to Issue Shares Under Hong Kong Jusheng Subscription Transaction	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

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

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

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

EVE PRX1902C

For personal use only

STEP 1

STEP 2

STEP 3



HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

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

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

APPOINTMENT OF A SECOND PROXY

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

To appoint a second proxy you must:

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

SIGNING INSTRUCTIONS

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

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

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

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

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

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am (WST) on Sunday, 10 November 2019**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged:



ONLINE

www.linkmarketservices.com.au

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



BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link www.linkmarketservices.com.au into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



BY MAIL

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



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138

* During business hours (Monday to Friday, 9:00am–5:00pm)



COMMUNICATION PREFERENCE

We encourage you to receive all your shareholder communication via email. This communication method allows us to keep you informed without delay, is environmentally friendly and reduces print and mail costs.



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Communications' and click the first button to receive all communications electronically and enter your email address. To use the online facility, securityholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**