

PPK GROUP LIMITED

ABN 65 003 964 181

**Notice of 2017 Annual General Meeting
and Explanatory Statement**

**11.30 am AEDT
Monday, 20 November 2017
Grant Thornton Sydney
Level 17, 383 Kent Street
Sydney NSW 2000**

NOTICE is given that the 2017 Annual General Meeting of PPK Group Limited (**Company**) will be held at Grant Thornton Sydney Level 17, 383 Kent Street, Sydney NSW 2000 at 11.30am (Sydney time) on Monday, 20 November 2017.

The Explanatory Statement accompanying this Notice of Meeting explains the items of business to be considered at the Meeting and forms part of this Notice of Meeting and should be read in conjunction with it.

ORDINARY BUSINESS

Receipt of the Financial Report for the year ended 30 June 2017

Receipt of the Company's Financial Report, the Directors' Report and the Auditor's Report for the year ended 30 June 2017.

Resolution 1 – Remuneration Report

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

“That the Remuneration Report of the Company for the financial year ended 30 June 2017 be adopted.”

Resolution 2 – Re-elect Mr Graeme Webb as a Director of the Company

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

“That Mr Graeme Webb, who retires in accordance with rule 18.6 of the Constitution, and being eligible, is re-elected as a Director of the Company.”

Resolution 3 – Re-elect Mr Anthony McDonald as a Director of the Company

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

“That Mr Anthony McDonald, having been appointed as a Director on 13 September 2017 pursuant to rule 18.4 of the Constitution, retires in accordance with rule 18.5 of the Constitution and, being eligible, is re-elected as a Director of the Company.”

SPECIAL BUSINESS

Resolution 4 – Approval to issue Shares in lieu of accrued fees to Mr Graeme Webb

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

“That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the issue of 380,000 Shares to Mr Graeme Webb (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

Resolution 5 – Approval to issue Shares in lieu of accrued fees to Mr Robin Levison

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

“That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the issue of 1,680,000 Shares to Mr Robin Levison (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

Resolution 6 – Approval to issue Shares in lieu of accrued fees to Mr Dale McNamara

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

“That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the issue of 625,168 Shares to Mr Dale McNamara (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

Resolution 7 – Approval to issue Shares in lieu of accrued fees to Mr Glenn Molloy

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

“That, for the purposes of Listing Rule 10.11 and for all other purposes, approval is given for the issue of 1,496,760 Shares to Mr Glenn Molloy (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

Resolution 8 – Approval of selective buy-back of Shares from Ignition Trust

To consider and, if thought fit, pass the following resolution as a special resolution:

“That, for the purposes of section 257D(1)(a) of the Corporations Act and for all other purposes, approval be given for the Company to buy-back and cancel 7,500,000 Shares held by the Ignition Trust on the terms set out in the Explanatory Statement.”

Resolution 9 – Approval of selective buy-back of Shares from McNamara Investment Trust

To consider and, if thought fit, pass the following resolution as a special resolution:

“That, for the purposes of section 257D(1)(a) of the Corporations Act and for all other purposes, approval be given for the Company to buy-back and cancel 4,000,000 Shares held by McNamara Investment Trust on the terms set out in the Explanatory Statement.”

Resolution 10 – Approval of selective buy-back of Shares from Zhang Investment Trust

To consider and, if thought fit, pass the following resolution as a special resolution:

“That, for the purposes of section 257D(1)(a) of the Corporations Act and for all other purposes, approval be given for the Company to buy-back and cancel 4,000,000 Shares held by Zhang Investment Trust on the terms set out in the Explanatory Statement.”

VOTING EXCLUSION STATEMENT

The Company will disregard any votes cast on:

- Resolution 1:
 - by or on behalf of a member of the Company's KMP, details of whose remuneration are included in the Remuneration Report;
 - by or on behalf of a closely related party (as defined in section 9 of the Corporations Act, such as close family members and any controlled companies) of a member of the KMP; or
 - as a proxy by a member of the KMP or a KMP's closely related party unless exceptions apply.
- Resolution 4 by Mr Graeme Webb or his associates.
- Resolution 5 by Mr Robin Levison or his associates.
- Resolution 6 by Mr Dale McNamara or his associates.
- Resolution 7 by Mr Glenn Molloy or his associates.
- Resolution 8 by or on behalf of the Ignition Trust or its associates.
- Resolution 9 by or on behalf of the McNamara Investment Trust or its associates.
- Resolution 10 by or on behalf of the Zhang Investment Trust or its associates.

However, in the Company need not disregard a vote if it is cast by:

- a person as proxy for a person who is entitled to vote, in accordance with the direction on the Proxy Form; or
- by the Chairman of 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.

Important notice for resolution 1: If a shareholder appoints the Chairman of the Meeting as the shareholder's proxy and does not specify how the Chairman is to vote on resolution 1, the Chairman will vote all proxy votes that he is entitled to vote in favour of resolution 1.

Dated at Sydney, on the 10th of October 2017



By order of the Board
Andrew J. Cooke
Company Secretary

2017 Annual Report:

The 2017 Annual Report is available on the Company's Website: www.ppkgroup.com.au

Proxies

- A Shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy or not more than two proxies to attend and vote instead of the Shareholder.
- Where two proxies are appointed:
 - (i) a separate Proxy Form should be used to appoint each proxy;
 - (ii) the Proxy Form may specify the proportion, or the number, of votes that the proxy may exercise, and if it does not do so the proxy may exercise half of the votes.
- A Shareholder can appoint any other person to be their proxy. A proxy need not be a Shareholder of the Company. The proxy appointed can be described in the Proxy Form by an office held e.g. "the Chair of the Meeting".
- If a Shareholder's appointed proxy does not attend the Meeting, then the proxy appointment will automatically default to the Chair of the Meeting. In addition, any directed proxy appointments that are not voted on a poll at the meeting by a Shareholder's appointed proxy will automatically default to the Chair of the Meeting, who is required to exercise the relevant votes as directed on the poll (subject to any applicable voting exclusions).
- In the case of Shareholders who are individuals, the Proxy Form must be signed:
 - (i) if the shares are held by one individual, by that Shareholder;
 - (ii) if the shares are held in joint names, by any one of them.
- In the case of Shareholders who are companies, the Proxy Form must be signed:
 - (i) if it has a sole director who is also sole secretary, by that director (and stating the fact next to, or under the signature on the Proxy Form);
 - (ii) in the case of any other company by either two directors or a director and secretary.
- If the person signing the Proxy Form is doing so under a power of attorney, or is an officer of a company outside those referred to above but authorised to sign the Proxy Form, the power of attorney or other authorisation (or a certified copy of it), as well as the Proxy Form, must be received by the Company by the time and at the place specified below.
- A Proxy Form accompanies this Notice of Meeting. To be effective, your proxy must be received by the Company no later than 11.30am (AEDT) on Saturday, 18 November 2017:
 - (i) by **facsimile** : on +61 (02) 9290 9655; or
 - (ii) by delivery in person or **mail**:

PPK Group Limited Share Registry
C/- Boardroom Pty Limited
Level 12, 225 George Street
Sydney NSW 2001; or
 - (iii) **Online**: www.votingonline.com.au/ppkgrouppagm2017

Corporate Representatives

A body corporate that is a member, or that has been appointed as a proxy of a member, may appoint an individual to act as its representative at the Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the meeting evidence of his or her appointment including the authority under which it is signed.

SHAREHOLDERS WHO ARE ENTITLED TO VOTE

In accordance with the Corporations Act, the Directors have determined that a person's entitlement to vote at the Meeting will be the entitlement of that person set out in the register of members as at 7.00pm (AEDT) on Saturday, 18 November 2017.

CHAIR'S VOTING INTENTIONS

Subject to any applicable voting exclusions, the Chair of the Meeting intends to vote all available undirected proxies in favour of each resolution to be considered at the meeting.

EXPLANATORY STATEMENT

This Explanatory Statement forms part of the Notice of Meeting and has been prepared to provide Shareholders with material information to enable them to make an informed decision on the business to be conducted at the Meeting.

Financial Report for the year ended 30 June 2017

The Corporations Act requires the financial report (which includes the financial statements and the directors' declaration), the directors' report and the auditor's report to be laid before the Annual General Meeting. There is no requirement either in the Corporations Act or in the Constitution of the Company for Shareholders to approve the financial report, the directors' report or the auditor's report.

This item of business provides Shareholders with an opportunity to ask questions concerning or make comments on the Company's financial statements and reports for the year ended 30 June 2017 (**Financial Report**) and the Company's performance generally. A representative of the Auditor will be attending the Meeting.

As a Shareholder, you are entitled to submit a written question to the Auditor prior to the Meeting provided that the question relates to:

- the content of the Auditor's report; or
- the conduct of the audit in relation to the Financial Report.

All written questions must be received by the Company no later than Monday, 13 November 2017. All questions must be sent to the Company and may not be sent direct to the Auditor. The Company will then forward all questions to the Auditor. The Auditor will answer written questions submitted prior to the Meeting. The Auditor will also answer questions at the meeting from Shareholders relevant to:

- the conduct of the audit;
- the preparation and content of the Auditor's report;
- the accounting policies adopted by the Company in relation to the preparation of the financial statements; or
- the independence of the Auditor in relation to the conduct of the audit.

Resolution 1 – Remuneration Report

The Directors' Report for the year ended 30 June 2017 contains the 2017 Remuneration Report which sets out the policy on remuneration of the directors of the Company and specified executives of the Company.

Members attending the Meeting will be given a reasonable opportunity to ask questions about, or make comments on, the 2017 Remuneration Report.

Section 250R(2) of the Corporations Act requires that the Remuneration Report be put to Shareholders for adoption. This resolution is for advisory purposes only and will not be binding on the Directors or the Company, however the Directors will take the outcome of the vote into consideration when reviewing the remuneration policy.

The Remuneration Report is contained in the Annual Report, a copy of which is available on the Company's Website: www.ppkgroup.com.au.

Resolution 2 – Re-election of Mr Graeme Webb as a Director

Mr Graeme Webb retires by rotation in accordance with rule 18.6 of the Constitution and, being eligible, offers himself for re-election as a Director.

A short profile of Mr Webb is set out below:

Graeme Webb Non-Executive Director

Graeme is Chairman of EDG Capital Limited and has over 40 years of experience in building, construction and property development undertaking over \$600 million of projects during his career to date.

In addition, Graeme has a broad range of business experience having acted as a director and/or chairman of a number of private and public companies engaged in a range of industries including plastics packaging, merchant banking, aluminium fabrication, glazing and glass toughening.

Graeme is a substantial Shareholder in PPK.

Board recommendation

The Board (with Graeme Webb abstaining) unanimously recommends that Shareholders vote in favour of the re-election of Mr Webb as a Director under resolution 2.

Resolution 3 – Re-election of Mr Anthony McDonald as a Director

Mr Anthony McDonald who was appointed to the Board on 13 September 2017 retires in accordance with rule 18.5 of the Constitution and, being eligible, offers himself for election as a Director.

A short profile of Mr McDonald is set out below:

Anthony McDonald Independent Non-Executive Director

Mr McDonald holds a Bachelor of Laws degree from Queensland University of Technology and is currently Managing Director of ASX listed Santana Minerals Limited.

Mr McDonald has extensive experience as a lawyer and a director of listed public companies including previously ASX 200 listed mining services company Industree Limited which was acquired by General Electric (GE). He has been involved in the natural resources sector in Australia and internationally for many years.

Mr McDonald is also currently a non-executive director of Planet Gas Limited and unlisted Mekong Minerals Limited.

Board recommendation

The Board (with Anthony McDonald abstaining) unanimously recommends that Shareholders vote in favour of the re-election of Mr McDonald as a Director under resolution 3.

Resolutions 4, 5, 6 and 7 – Approval to issue Shares in lieu of accrued fees to Directors

During the past 24 to 36 months (depending on the Director), the Directors have elected to accrue their fees for services to the Company, which has allowed the Company to apply those funds to working capital. These fees have been treated as accrued expenses in the Company's records and reported in the Company's previous financial reports.

The Company is proposing that the fees payable to Directors accrued up to and including 30 September 2017 be paid by way of issue of Shares to the Directors, subject to approval by Shareholders (being the subject of resolutions 4, 5, 6 and 7). Shares to be issued to the Directors have been determined based on the respective amounts accrued and owing to each Director up to and including 30 September 2017.

It is proposed that the Shares be issued at a price of \$0.25. For comparison purposes, the VWAP for the period from 16 August 2017 (being the date that the PPK Group Limited was reinstated to official quotation on the ASX) to 9 October 2017 (being the last practicable date prior to the date of this Notice of Meeting) was \$0.15 per Share. Accordingly, the Shares to be issued under resolutions 4, 5, 6 and 7 are being issued at a premium of 64.8% to the VWAP for this period.

Listing Rule 10.11

Listing Rule 10.11 requires the Company to seek Shareholder approval prior to the issue of securities to a related party (as that term is defined under the Listing Rules). As Mr Graeme Webb, Mr Robin Levison, Mr Dale McNamara and Mr Glenn Molloy are all Directors, they are considered to each be a related party of the Company.

As noted in Listing Rule 7.2 (exception 14), approval pursuant to Listing Rule 7.1 is not required for the purposes of resolutions 4, 5, 6 and 7 as approval is being sought under Listing Rule 10.11. Accordingly, the issue of the Shares will not count towards the 15% placement capacity under Listing Rule 7.1.

The following information is provided to Shareholders for the purposes of Listing Rule 10.13:

Name of person being issued the Shares	<ul style="list-style-type: none">• Mr Graeme Webb, or an entity associated with Mr Webb• Mr Robin Levison, or an entity associated with Mr Levison• Mr Dale McNamara, or an entity associated with Mr McNamara• Mr Glenn Molloy, or an entity associated with Mr Molloy
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Maximum number of Shares to be issued	<ul style="list-style-type: none"> • 380,000 Shares to Mr Graeme Webb, or an entity associated with Mr Webb, in consideration of accrued fees of \$95,000 owing to Mr Webb • 1,680,000 Shares to Mr Robin Levison, or an entity associated with Mr Levison, in consideration of accrued fees of \$420,000 owing to Mr Levison • 625,168 Shares to Mr Dale McNamara, or an entity associated with Mr McNamara, in consideration of accrued fees of \$156,292 owing to Mr McNamara • 1,496,760 Shares to Mr Glenn Molloy, or an entity associated with Mr Molloy, in consideration of accrued fees of \$374,190 owing to Mr Molloy
The date by which Shares will be issued	The Shares will be issued as soon as practicable following approval of resolutions 4, 5, 6 and 7 by Shareholders, but in any event will be issued within 1 month of such approval
The issue price of the Shares	\$0.25 per Share
The terms of issue of the Shares	The Shares will rank equally and have the same rights in all respects with other ordinary shares of the Company
The intended use of funds raised	No funds will be raised as the Shares are being issued in payment of accrued fees to Directors

Related party transaction

Pursuant to Chapter 2E of the Corporations Act, if a public company proposes to provide a financial benefit to a related party, the company must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act. In particular, section 210 provides that member approval is not needed on terms that:

- (a) would be reasonable in the circumstances if the public company and the related party were dealing at arms' length; or
- (b) are less favourable to the related party than the terms referred to in paragraph (a).

Section 211 provides that member approval is not needed to give a financial benefit if the benefit is remuneration to a related party as an officer or employee of a public company and it is reasonable given:

- (a) the circumstances of the public company giving the remuneration; and
- (b) the related party's circumstances (including the responsibilities involved in the office or employment).

Each of Mr Graeme Webb, Mr Robin Levison, Mr Dale McNamara and Mr Glenn Molloy is considered to be a related party of the Company.

The Directors have resolved that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of Shares to Directors on the basis that the exceptions under sections 210 and/or 211 are applicable.

Board recommendation

In the interests of corporate governance, the Directors have abstained from making a recommendation in relation to resolutions 4, 5, 6 and 7.

Resolutions 8, 9 and 10 – Approval of selective buy-back of Shares

At the general meeting of Shareholders held on 28 April 2014, Shareholders approved the issue of 15,500,000 Shares (**Plan Shares**) in aggregate to the nominated entities of Mr Robin Levison, Mr Dale McNamara and Mr Jinping Zhang under a share and loan plan (**Plan**) at \$0.70 per Share. The Plan Shares were issued on 29 April 2014 to:

- (a) 7,500,000 Shares to Ignition Trust (the nominated entity for Mr Levison);
- (b) 4,000,000 Shares to McNamara Investment Trust; and
- (c) 4,000,000 Shares to Zhang Investment Trust,

(each a **Nominated Entity**).

In accordance with the Plan, Plan Shares were funded by a limited recourse loan from the Company to each Nominated Entity for a term of three years. As at the date of this Notice of Meeting, the full amount of the principal loan amount plus interest remains outstanding in respect of each Nominated Entity (**Outstanding Loan Balance**).

On expiry of the three year term, a Nominated Entity may, amongst other things:

- (a) request the Company to buy-back at the prevailing market price a sufficient number of the Plan Shares held by it to repay the Outstanding Loan Balance; and
- (b) the Company must accept the net proceeds of the buy-back in full satisfaction of the Outstanding Loan Balance.

In view of the prevailing market price of Shares and the amount owing under the loans, the Nominated Entities have requested that the Company buy-back the Plan Shares to satisfy the Outstanding Loan Balance. As the loans are limited recourse loans, the Nominated Entities will not be required to repay the Outstanding Loan Balance after the buy-back is completed and the Plan Shares are cancelled.

The Company has entered into share buy-back agreements with each Nominated Entity on the terms set out below:

- (a) (**buy-back**): subject to the satisfaction of the condition precedent in (b) below, each Nominated Entity has agreed to enter into an agreement to sell, and the Company has agreed to purchase, the Plan Shares at a price equal to the 10 day VWAP for Shares, free from all encumbrances and with all rights attaching to them, the proceeds of which will be used to repay the Outstanding Loan Balance;
- (b) (**condition precedent**): Completion of the buy-back is conditional upon the Company receiving all requisite Shareholder approvals pursuant to the Corporations Act and the Listing Rules;
- (c) (**completion**): Completion of the buy-back will occur at 10.00am on the date that is 5 business days after the satisfaction of the condition precedent (or such other time as the parties agree);

The Plan Shares will be cancelled following completion of the buy-back in accordance with section 257H(3) of the Corporations Act.

Corporations Act requirements relating to the buy-back

The Corporations Act provides that the rules relating to share buy-backs are designed to protect the interests of shareholders and creditors by:

- (a) addressing the risk of the transaction leading to the company's solvency;
- (b) seeking to ensure fairness between the shareholders of the company; and
- (c) requiring the company to disclose all material information.

In particular, section 257A of the Corporations Act provides that a company may buy back its own shares if:

- (a) the buy-back does not materially prejudice the company's ability to pay its creditors; and
- (b) the company follows the procedures laid down in Division 2 of Part 2J.1 of the Corporations Act.

Pursuant to section 257D(1) of the Corporations Act, a selective share buy-back must be approved by either:

- (a) a special resolution passed at a general meeting of the Company, with no votes being cast in favour of the resolution by any person whose shares are to be bought back or by their associates; or
- (b) a resolution agreed to, at a general meeting by all ordinary shareholders.

The phrase “no votes being cast” is intended to operate in a similar way to the way in which voting exclusion statements operate in the context of the ASX Listing Rules.

Section 257H(3) of the Corporations Act provides that immediately after the registration of the transfer to a company of shares bought back, the shares are cancelled.

Pursuant to section 257D(2) of the Corporations Act, the Company must include with the Notice a statement setting out all information known to the Company that is material to the decision on how to vote. However, the Company does not have to disclose information if it would be unreasonable to require the Company to do so because the Company had previously disclosed the information to Shareholders.

In accordance with ASIC Regulatory Guide 110, the below table discloses the following information to Shareholders. Other than set out in this Notice of Meeting, the Company is not aware of any other information material to the decision whether to vote in favour of resolutions 8, 9 and 10.

Shares on issue as at the date of this Notice	73,314,570 Shares											
Number and percentage of Shares to be bought back	15,500,000 Shares, representing 21.14% of issued Shares											
Purchase price	The purchase price will be calculated by the 10 day VWAP for Shares, which will be used to repay the Outstanding Loan Balance in accordance with the terms of the Plan.											
The financial effect of the buy-back on the Company	No funds will be used as the purchase price for the buy-back will be used to repay the Outstanding Loan Balance. Accordingly, there will be no impact on the Company's financial position.											
Source of funds	No funds will be used as the purchase price for the buy-back will be used to repay the Outstanding Loan Balance.											
Reasons for the buy-back	In accordance with the terms of the Plan (as approved by Shareholders on 28 April 2014), the Nominated Entities have requested that the Company buy-back the Plan Shares to satisfy the Outstanding Loan Balance.											
Interests of any Director who may participate in the buy-back	<p>The Ignition Trust is controlled by Mr Robin Levison, the Managing Director of the Company. As at the date of the Notice of Meeting, Mr Levison has a Relevant Interest in 11,782,806 Shares and a voting power of 16.07%. After the buy-back and cancellation of the Plan Shares, Mr Levison will have a Relevant Interest in 4,282,806 Shares and a voting power of 5.84% (excluding the effects of the other resolutions in this Notice of Meeting if approved by Shareholders).</p> <p>The McNamara Investment Trust is controlled by Mr Dale McNamara, a Director of the Company. As at the date of the Notice of Meeting, Mr McNamara has a Relevant Interest in 4,000,000 Shares and a voting power of 5.46%. After the buy-back and cancellation of the Plan Shares, Mr McNamara will have no Shares.</p>											
Advantages of the buy-back	<p>The Directors consider that the buy-back will have the following advantages to Shareholders:</p> <ul style="list-style-type: none">the issued capital of the Company will be concentrated following the buy-back and cancellation of Plan Shares, increasing each Shareholder's ownership interest in the Company;no cash will be expended to undertake the buy-back; andthe Company is required to conduct the buy-back to comply with the terms of the Plan previously approved by Shareholders.											
Disadvantages of the buy-back	The Board is not aware of any disadvantages to Shareholders not participating in the buy-back. For Shareholders whose Shares are subject to the buy-back, they will have the relevant Shares that are bought back cancelled and will not receive any payment (as the purchase price will be applied against the Outstanding Loan Balance).											
Information on Share price	<p>The highest, lowest and last trading price of Shares on ASX over period from 16 August 2017 (being the date that the PPK Group Limited was reinstated to official quotation on the ASX) to 9 October 2017 (being the last practicable date prior to the date of this Notice of Meeting) is set out below:</p> <table><tr><td>Highest price</td><td>\$0.20</td><td>25 & 26 September and 9 October 2017</td></tr><tr><td>Lower price</td><td>\$0.13</td><td>31 August and 1 September 2017</td></tr><tr><td>Last traded (as at 9 October 2017)</td><td>\$0.20</td><td>9 October 2017</td></tr></table>			Highest price	\$0.20	25 & 26 September and 9 October 2017	Lower price	\$0.13	31 August and 1 September 2017	Last traded (as at 9 October 2017)	\$0.20	9 October 2017
Highest price	\$0.20	25 & 26 September and 9 October 2017										
Lower price	\$0.13	31 August and 1 September 2017										
Last traded (as at 9 October 2017)	\$0.20	9 October 2017										

Effect of the buy-back on control of the Company	It is not expected that the buy-back will give rise to any change in the control of the Company.
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Related party transaction

Pursuant to Chapter 2E of the Corporations Act, if a public company proposes to provide a financial benefit to a related party, the company must:

- (a) obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act. In particular, section 210 provides that member approval is not needed on terms that:

- (a) would be reasonable in the circumstances if the public company and the related party were dealing at arms' length; or
- (b) are less favourable to the related party than the terms referred to in paragraph (a).

The Ignition Trust and the McNamara Investment Trust are related parties by virtue of being controlled by Mr Levison and Mr McNamara, respectively.

The Directors have resolved that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the buy-back because the terms of the Plan have been approved previously approved by Shareholders and the buy-back is being conducted on arms' length terms at market value.

Board recommendation

The Board (with Robin Levison and Dale McNamara abstaining) unanimously recommends that Shareholders vote in favour of each of resolutions 8, 9 and 10.

Glossary

Annual General Meeting or AGM	means the Company's annual general meeting the subject of this Notice of Meeting.
Annual Report	means the Company's 2017 annual report.
ASIC	means Australian Securities and Investments Commission.
ASX	means ASX Limited ABN 98 008 624 691 or the securities market which it operates, as the context requires.
Board	means the board of directors of the Company.
Business Day	has the meaning given in Chapter 19 of the Listing Rules.
Company	means PPK Group Limited ABN 65 003 964 181.
Constitution	means the Articles of Association of the Company, as amended.
Corporations Act	means the <i>Corporations Act 2001</i> (Cth).
Director	means a director of the Company.
Explanatory Statement	means the explanatory statement attached to the Notice of Meeting.
Financial Report	means the Company's financial statements and reports for the year ended 30 June 2017, as included in the Annual Report.
Ignition Trust	means Ignition Capital Pty Ltd ACN 101 417 896 as trustee for the Ignition Trust.
KMP	means key management personnel (as defined under section 9 of the Corporations Act).
Listing Rules	means the official listing rules of ASX.
McNamara Investment Trust	means McNamara Investment Group Pty Ltd ACN 125 814 422 as trustee for the McNamara Investment Trust.
Nominated Entities	means Ignition Trust, McNamara Investment Trust and Zhang Investment Trust, and Nominated Entity means any of them as the context requires.
Notice of Meeting	means the notice of meeting and includes the Explanatory Statement.
Outstanding Loan Balance	means the principal loan amount and interest owing by a Nominated Entity to the Company under the Plan.
Plan	means the share and loan plan approved by the Shareholders at a general meeting held on 28 April 2014.
Plan Shares	means Shares issued under the Plan.
Proxy Form	means the proxy form accompanying this Notice of Meeting.
Remuneration Report	means the section of the Directors' report for the year ended 30 June 2017 that is included under section 300A(1) of the Corporations Act.
Shares	means fully paid ordinary shares issued in the capital of the Company.
Shareholder	means a person who is the registered holder of Shares.
VWAP	means volume weighted average price.
Zhang Investment Trust	means Zhang Family Investment Group Pty Ltd ACN 134 139 530 as trustee for the Zhang Investment Trust.

All Correspondence to:

- ✉ **By Mail:** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia
- 📠 **By Fax:** +61 2 9290 9655
- 💻 **Online:** www.boardroomlimited.com.au
- ☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 2:30pm AEDT on Saturday 18 November 2017.**

TO VOTE ONLINE

- STEP 1: VISIT** www.votingonline.com.au/ppkgroupagm2017
- STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**
- STEP 3: Enter your Voting Access Code (VAC):**

BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

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

Appointment of a Second Proxy

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

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

Proxy which is a Body Corporate

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

STEP 3 SIGN THE FORM

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

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

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

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

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

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **2:30pm AEDT on Saturday 18 November 2017**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

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

- | | |
|--------------------|--|
| 💻 Online | www.votingonline.com.au/ppkgroupagm2017 |
| 📠 By Fax | +61 2 9290 9655 |
| ✉ By Mail | Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia |
| 👤 In Person | Boardroom Pty Limited
Level 12, 225 George Street,
Sydney NSW 2000 Australia |

Attending the Meeting

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

PPK Group Limited

ABN 65 003 964 181

☐ Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **PPK Group Limited** and entitled to attend and vote hereby appoint:

☐

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

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of **PPK Group Limited** to be held at **The Grace Hotel, Room, Level 1, 77 York Street, Sydney NSW 2000 on Monday 20 November 2017 at 2:30pm AEDT** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolution/s 1, 4, 5, 6 and 7, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of these Resolution/s even though Resolution/s 1, 4, 5, 6 and 7 are connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolutions 1, 4, 5, 6 and 7). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

	FOR	AGAINST	ABSTAIN*		FOR	AGAINST	ABSTAIN*
Resolution 1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 6 Approval to issue Shares in lieu of accrued fees to Mr Dale McNamara	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Re-elect Mr Graeme Webb as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 7 Approval to issue Shares in lieu of accrued fees to Mr Glenn Molloy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Re-elect Mr Anthony McDonald as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 8 - Special Approval of selective buy-back of Shares from Ignition Trust	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Approval to issue Shares in lieu of accrued fees to Mr Graeme Webb	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 9 - Special Approval of selective buy-back of Shares from McNamara Investment Trust	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Approval to issue Shares in lieu of accrued fees to Mr Robin Levison	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 10 - Special Approval of selective buy-back of Shares from Zhang Investment Trust	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SECURITYHOLDERS

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2017