

# Notice of Extraordinary General Meeting

## Astivita Limited

To be held at:

Australian Institute of Company Directors  
Level 9, 123 Eagle Street  
Brisbane, QLD 4000

On Tuesday, 16 January 2018 at 10:20 am (Brisbane time)

This is an important document. If you are in any doubt about how to deal with this document, please consult your legal, financial or other professional adviser.

# Chairman's letter to Shareholders

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6 November 2017

Dear Shareholder

## **Extraordinary General Meeting**

The Astivita Limited Board invites all Shareholders to attend an Extraordinary General Meeting at 10:20am on Tuesday 16 January 2018, to be held at Australian Institute of Company Directors, Level 9, 123 Eagle Street, Brisbane QLD 4000.

I welcome your attendance at the Extraordinary General Meeting. If you are unable to attend the meeting please complete the attached proxy form and return it in accordance with the instructions provided. To be effective, we must receive your completed proxy form no later than 4:00pm (Brisbane time) on 12 January 2018. If you are using a proxy form, please be sure to fill in all details on that form.

Persons attending as representatives of corporate and institutional Shareholders will be required to produce appropriate evidence of authority to so act.

Yours sincerely



**Lev Mizikovsky**  
Chairman

# Notice of Extraordinary General Meeting

Astivita Limited

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Notice is given that an Extraordinary General Meeting of Astivita Limited (**Company**) will be held at:

<b>Location</b>	Australian Institute of Company Directors, Level 9, 123 Eagle Street, Brisbane QLD 4000
<b>Date</b>	Tuesday 16 January 2018
<b>Time</b>	10:20am (Brisbane Time)

The business to be considered at the meeting is set out below. The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the meeting. The Explanatory Statement and the proxy form are part of this Notice of Meeting.

## Agenda

### Ordinary Business

#### Resolution 1 – Removal of Auditor

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

*'That Hanrick Curran, the current auditor of the Company, be removed as the auditor of the Company effective from the date of the Meeting.'*

#### Resolution 2 – Appointment of Auditor

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

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

Dated 6 November 2017

By order of the Board



Lev Mizikovsky  
Chairman

## Notes

- (a) A Shareholder who is entitled to attend and cast a vote at the meeting is entitled to appoint a proxy.
- (b) The proxy need not be a Shareholder of the Company. A Shareholder who is 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.
- (c) If you wish to appoint a proxy and are entitled to do so, then complete and return the **attached** proxy form.
- (d) KMP (or their closely related parties) (as defined in the Corporations Act) appointed as a proxy must not vote on a resolution connected directly or indirectly with the remuneration of KMP if the proxy is undirected unless:
  - (i) the proxy is the person chairing the meeting; and
  - (ii) the proxy appointment expressly authorises the person chairing the meeting to vote undirected proxies on that resolution.
- (e) If the proxy form specifies the way the proxy is to vote on a particular resolution the proxy need not vote on a show of hands but if the proxy does so, it must vote as specified in the proxy form.
- (f) If the proxy has two or more appointments that specify different ways to vote on the resolution the proxy must not vote on a show of hands.
- (g) If the proxy is the chair of the meeting, the proxy must vote on a poll or must vote the way specified in the proxy form.
- (h) If the proxy is not the chair of the meeting the proxy need not vote on the poll, but if the proxy does so, the proxy must vote as specified in the proxy form.
- (i) If the proxy form specifies the way the proxy is to vote on a particular resolution and the proxy is not the chair of the meeting and a poll is demanded and either:
  - (i) the proxy is not recorded as attending; or
  - (ii) the proxy does not vote,the chair of the meeting is deemed the proxy for that resolution.
- (j) A corporation may elect to appoint a representative, rather than appoint a proxy, under the Corporations Act in which case the Company will require written proof of the representative's appointment which must be lodged with or presented to the Company before the meeting.
- (k) If you have any queries on how to cast your votes then call Geoff Acton (07) 3274 0761 during business hours.

# Glossary of terms

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In the accompanying Notice of Meeting and Explanatory Statement the following words and expressions have the following meanings:

<b>Term</b>	<b>Definition</b>
<b>ASX</b>	means ASX Limited ACN 008 624 691 or the securities exchange operated by it, as the context requires.
<b>Board</b>	means the board of directors of the Company.
<b>Chairman</b>	means the Chairman of the Company as approved from time to time and includes an acting Chairman.
<b>Company</b>	means Aktivita Limited.
<b>Directors</b>	means the directors of the Company from time to time.
<b>Explanatory Statement</b>	means the accompanying Explanatory Statement and which forms part of this Notice.
<b>Law or Corporations Act</b>	means <i>Corporations Act 2001</i> (Cth) and the Corporations Regulations (as defined in the <i>Corporations Act 2001</i> (Cth)).
<b>Notice, Notice of Meeting</b>	means the Notice of Extraordinary General Meeting included in this booklet.
<b>Share</b>	means an ordinary share in the capital of the Company, the terms of which are contained in the constitution of the Company.
<b>Shareholders</b>	means the holders of the Shares in the Company from time to time.

# Explanatory Statement

Astivita Limited

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## Introduction

This is an important document that needs your immediate attention.

Please read the following Explanatory Statement and accompanying information carefully.

It is important that you either attend the meeting personally or complete and lodge the proxy form attached to the Notice of Meeting.

If you do not understand this Explanatory Statement or are in any doubt about the action to be taken, you should consult your solicitor, accountant, investment advisor or other professional advisor immediately.

This Explanatory Statement has been prepared to assist Shareholders with their consideration of the resolutions to be put to the Extraordinary General Meeting to be held on Tuesday, 16 January 2018 as set out in the accompanying Notice, and should be read with, and forms part of, the accompanying Notice.

This Explanatory Statement is required pursuant to various regulatory and ASX requirements.

## Ordinary business

### Resolution 1 – Removal of Auditor

- 1 Under section 329 of the Corporations Act, an auditor of a company may be removed from office by resolution at a general meeting of which 2 months notice of intention to move the resolution has been given. The notice of intention to remove Hanrick Curran has been provided to Hanrick Curran and the Australian Securities Investments Commission in accordance with the Corporations Act.
- 2 The Company has been pleased with the service level Hanrick Curran has provided over the past four years, but it is now appropriate to change auditor for the Company.
- 3 The Company does not believe that the audit quality will be diminished as a result of changing auditors.

### Directors' Recommendation

- 1 **The Directors recommend that Shareholders vote in favour of this resolution.**

### Resolution 2 – Appointment of Auditor

- 1 The Board received and reviewed proposals from four audit firms to provide independent external audit services to the Company.
- 2 If Hanrick Curran is removed under Resolution 1, pursuant to section 328B of the Corporations Act, the Directors propose that Econ Audit and Assurance Services Pty Ltd be appointed as the Company's auditor effective from the meeting. The notice of intention to appoint Econ Audit and Assurance Services Pty Ltd was provided to the Company within 2 months of the date for this meeting.

### Directors' Recommendation

- 1 **The Directors recommend that Shareholders vote in favour of this resolution.**

## Proxy form

### Section 1: Name and address of member

Full name \_\_\_\_\_

Address \_\_\_\_\_

### Section 2: Appointment of proxy

I/We, being a member of the Company and entitled to attend and vote appoint

☐

the Chairman of the meeting  
 (mark with an 'X' and  
 complete section 3)

OR

Write here the full name of the person or body  
 corporate you are appointing if this person is  
**someone other than** the Chairman of the meeting.

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the meeting, as my proxy to attend, to vote in accordance with the following directions in Section 3 (**the Chairman will vote in favour of all undirected proxies#**), and to act generally on my/our behalf, at the extraordinary general meeting of the Company to be held at:

<b>Location</b>	Australian Institute of Company Directors, Level 9, 123 Eagle Street, Brisbane QLD 4000
<b>Date</b>	Tuesday, 16 January 2018
<b>Time</b>	10:20am (Brisbane time)

and at any adjournment of that meeting.

#If you wish to appoint the Chairman 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.

### Section 3: Voting instructions

Voting directions to proxy – please mark ☒ to indicate your directions.

Resolution 1. Removal of Auditor

Resolution 2. Appointment of Auditor

For	Against	Abstain*
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

\*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.

### Section 4: Signing by member

This section **must** be signed in accordance with the instructions overleaf to enable your directions to be implemented.**Individual or Member 1**

**Sole Director and Sole Secretary****Member 2 (if joint holding)**


**Director/Company Secretary**  
 (delete one)

**Member 3 (if joint holding)**

**Director**

Please provide the information below in case we need to contact you.

Contact name \_\_\_\_\_

Contact day time telephone \_\_\_\_\_

Date \_\_\_\_\_ / \_\_\_\_\_ / \_\_\_\_\_

# Instructions for completion of proxy form

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## Section 1: Name and address of member

- 1 Insert your name and address. If it is a joint holding, insert details of all holders.

## Section 2: Appointment of proxy

- 2 If you wish to appoint the Chairman of the meeting as your proxy, mark the box. If the person or body corporate you wish to appoint as your proxy is someone other than the Chairman of the meeting, write the full name of that person or body corporate in the space provided. A proxy may be an individual or a body corporate. If you leave this section blank or your named proxy does not attend the Meeting, the Chairman of the meeting will be your proxy. A proxy need not be a member of the Company.
- 3 **The Chairman strongly urges you to nominate a proxy other than himself or another Director unless you direct your proxy how to vote on each resolution. If you do not specify a person to act as proxy, or you appoint the Chairman, you are strongly advised to direct the proxy how to vote as the Chairman will vote in favour of each resolution. Therefore, in order to ensure your vote is not wasted, you are strongly urged to direct your proxy how to vote and if possible appoint a person who is not a Director or secretary of the Company.**
- 4 If you are entitled to cast two or more votes at the general meeting, you are entitled to appoint 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. Alternatively you may copy this form.
- 5 To appoint a second proxy:
  - (a) on each of the first proxy form and 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 one half of your votes, and fractions of votes will be disregarded); and
  - (b) return both forms in the same envelope.

## Section 3: Voting instructions

- 6 You may direct your proxy how to vote on an item of business by placing a mark in one of the three boxes opposite that item of business. All of your shares will be voted in accordance with your direction unless you indicate a proportion of voting rights 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 a given item, your proxy may decide whether or how to vote on that item.
- 7 If you mark more than one box on an item, your vote on that item will be invalid.



## Section 4: Signing by member

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

<b>Individual</b>	Where the holding is in one name, the member must sign.
<b>Joint holding</b>	Where the holding is in more than one name, all of the members must sign.
<b>Power of Attorney</b>	To sign under power of attorney, either the power of attorney must have already been lodged with the Company's share registry for notation or the original (or a certified copy) of the power of attorney must accompany this document.
<b>Companies</b>	<p>In the following cases, subject to the Company's constitution, the following person must sign:</p> <p><b>Australian proprietary company</b> with a <b>sole director</b> who is <b>also the sole company secretary</b> - that person must sign;</p> <p><b>Australian proprietary company</b> with a <b>sole director and no company secretary</b> - that person must sign;</p> <p><b>other Australian companies</b> - two directors, or one director and one company secretary must sign; and</p> <p><b>foreign company</b> - in accordance with the laws of the jurisdiction of incorporation and constituent documents.</p>

## Section 5: Lodging of proxy

9 This proxy form (and the original or a certified copy of any power of attorney under which it is signed) must be received by the Company not later than close of business on the date set out below, by mail, hand delivery, or facsimile.

<b>Last time and date for lodgement*</b>	4:00pm (Brisbane time) on 12 January 2018
<b>By mail</b>	PO Box 16, Sherwood, Qld 4075
<b>By delivery</b>	1821 Ipswich Road, Rocklea, Qld 4106
<b>By facsimile</b>	(07) 3272 7380

\* Any proxy form received after that time will not be valid.