

Animoca Brands Corporation Limited
ACN 122 921 813

Notice of Meeting

Notice is given that the Meeting will be held at:

Time: 10:00 am (Hong Kong time)

Date: November 8, 2018

Place: Unit 417- 421, Level 4
Cyberport 1
100 Cyberport Road
Hong Kong SAR

Important

The business of the Meeting affects your shareholding and your vote is important.

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 7pm (Melbourne time) on 6 November 2018.

Business of the Meeting

Agenda

1. Resolution 1A – Issue of Shares as partial consideration for the Proposed Acquisition

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

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 54,074,080 Shares to the Vendors (or their nominees) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of the 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 that person (or those persons). However, the Company need not disregard a vote if 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, 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.

2. Resolution 1B – Issue of Shares as partial consideration for the Proposed Acquisition

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

“That, subject to Resolution 1A being passed, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to such number of Shares to the Vendors (or their nominees) determined by the formula set out in Section 3.2(a), on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of the 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 that person (or those persons). However, the Company need not disregard a vote if 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, 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. Resolution 2 – Prior issue of Shares under the Placement

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 43,600,000 Shares to Exempt Investors on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of a person who participated in the issue or any associates of those persons. However, the Company need not disregard a vote if 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, 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.

4. Resolution 3 – Issue of Class A Loyalty Options under the Placement

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

“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 41,800,000 Class A Loyalty Options to Exempt Investors on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of the 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 that person (or those persons). However, the Company need not disregard a vote if 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, 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

5. Resolution 4 – Participation of Director in the Placement – Yat Siu

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

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 6,000,000 Shares and 3,000,000 Class A Loyalty Options to Yat Siu (or his nominee) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement: The Company will disregard any votes cast on this Resolution by Yat Siu (and his nominee) and any of their associates. However, the Company need not disregard a vote if 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, 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.

6. Resolution 5 – Participation of Director in the Placement – Holly Liu

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

“That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue 400,000 Shares and 200,000 Class A Loyalty Options to Holly Liu (or her nominee) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion Statement: The Company will disregard any votes cast on this Resolution by Holly Liu (and her nominee) and any of their associates. However, the Company need not disregard a vote if 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, 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.

7. Resolution 6A – Prior issue of Shares to Sun Hung Kai

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 14,285,715 Shares to Sun Hung Kai on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of Sun Hung Kai (or its nominees) or any of its associates. However, the Company need not disregard a vote if 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, 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.

8. Resolution 6B – Issue of Class B Loyalty Options to Sun Hung Kai

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

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue 14,285,715 Class B Loyalty Options to Sun Hung Kai (or its nominees) on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of the 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 that person (or those persons). However, the Company need not disregard a vote if 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, 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

9. Resolution 7A – Prior issue of Shares to Lympo

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the issue of 7,142,858 Shares to Lympo on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of the Resolution by or on behalf of Lympo (or its nominees) or any associates of those persons. However, the Company need not disregard a vote if 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, 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.

10. Resolution 7B – Issue of Class B Loyalty Options to Lympo

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

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 7,142,858 Class B Loyalty Options to Lympo (or its nominees) on the terms and conditions set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast in favour of the 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 that person (or those persons). However, the Company need not disregard a vote if 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, 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

Dated: October 5, 2018

By order of the Board



Alyn Tai
Company Secretary

Voting in person

To vote in person, attend the Meeting at the time, date and place set out above.

Voting by proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that changes to the Corporations Act made in 2011 mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Should you wish to discuss the matters in this Notice of Meeting please contact the Company by telephone on +61 (0) 3 8622 3356.

Explanatory Statement

This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

1. Background to the Resolutions

1.1 Background to Resolutions 1A and 1B – Proposed Acquisition

On 27 August 2018, the Company announced that it had entered into a share sale and purchase agreement (**Agreement**) with Pixowl Inc. (a company incorporate in the state of Delaware, United States of America) (**Pixowl**), and the shareholders of Pixowl (**Vendors**) pursuant to which the Company proposes to acquire 100% of the issued capital of Pixowl (**Proposed Acquisition**).

The key terms of the Agreement are as follows:

- (a) The aggregate consideration payable by the Company for the acquisition of 100% of the issued capital of Pixowl will be based on a price per Share for each Pixowl share based on a pre-money valuation of Pixowl of USD\$4,875,000, subject to an adjustment with respect to working capital.
- (b) The Company will provide the following consideration for the acquisition of Pixowl:
 - (i) At completion of the Proposed Acquisition (**Completion**), the Company will:
 - A. make payment of USD\$519,511.79 to the non-founding shareholders of Pixowl in proportion to their respective interests in Pixowl;
 - B. issue a total of 14,551,465 Shares to the non-founding shareholders of Pixowl which will be subject to voluntary escrow for a period of 24 months; and
 - C. issue a total of 39,522,615 Shares to the two founding shareholders of Pixowl.
 - (ii) Within 5 days after Completion, the Company will pay the two founding shareholders of Pixowl a sum of USD\$100,000 each.
 - (iii) Each non-founding shareholder of Pixowl can elect, within 5 days after the date that is 3 months after Completion (**Election Date**) whether they will receive:
 - A. a total of 21,827,196 Shares (to be allocated in proportion to their respective interests in Pixowl) which will be subject to voluntary escrow for a period of 24 months; or
 - B. an amount of cash or Shares equal to USD\$1,260,728.30 in proportion to their respective interests in Pixowl, in which case the Company will have the option (at its sole discretion) to make payment of these amounts in cash or Shares valued at the 15-day weighted average price of Shares and, if the Company makes payment in Shares, such Shares will not be subject to voluntary escrow, however, each non-founding shareholder agrees to only sell a maximum of 10% of their Shares per week at the then current bid price of Shares.

Completion is conditional upon (amongst other things) the Company receiving Shareholder approval as required for the Proposed Acquisition.

Resolution 1A seeks Shareholder approval pursuant to ASX Listing Rule 7.1 for the issue of 54,074,080 Shares to the Vendors as part consideration for the Acquisition.

Resolution 1B seeks Shareholder approval pursuant to ASX Listing Rule 7.1 for the issue of the remaining consideration Shares proposed to be issued under the Agreement.

1.2 Background to Resolutions 2 to 5 – Placement

On 12 July 2018, the Company announced a placement of 90,000,000 Shares to Exempt Investors at an issue price of \$0.05 per Share to raise approximately \$4,500,000 (before costs), with 1 Option (exercisable at \$0.07 on or before that date that is 21 months from the date of issue, and conditional on the Shares being held for 90 days) (**Class A Loyalty Options**) to be issued for every 2 Shares subscribed for and issued under the placement to the Exempt Investors (**Placement**).

On 19 July 2018, the Company issued:

- (a) 40,000,000 Shares pursuant to Shareholder approval obtained at the Company's annual general meeting held on 28 May 2018 (**Annual General Meeting**); and
- (b) 43,600,000 Shares pursuant to its placement capacity under ASX Listing Rule 7.1A which was approved by Shareholders at the Annual General Meeting.

Two of the Directors, Yat Sui and Holly Liu have agreed to subscribe for the Placement's remaining 6,400,000 Share at the same price and on the same terms as participants in the Placement, subject to Shareholder approval.

The funds raised under the Placement will be used to finance the growth of the Company's artificial intelligence, blockchain and gaming business, as well as to provide working capital to support the Company's growth opportunities.

Resolution 2 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of 43,600,000 Shares.

Resolution 3 seeks Shareholder approval pursuant to ASX Listing Rule 7.1 for the issue of 41,800,000 Class A Loyalty Options.

Resolutions 4 and 5 seek Shareholder approval pursuant to ASX Listing Rule 10.11 for the issue of a total of 6,400,000 Shares and 3,200,000 Class A Loyalty Options to Yat Sui and Holly Liu (as applicable).

1.3 Background to Resolution 6A and 6B – Sung Hung Kai Placement

On 15 August 2018, the Company announced a placement of 14,285,715 Shares to Sung Hung Kai & Co. Limited (**Sung Hung Kai**) at an issue price of \$0.07 per Share to raise approximately \$1,000,000, with 1 unlisted Option (exercisable at \$0.09 on or before the date that is 9 months from the date of issue, and conditional on the Shares being held for 90 days) (**Class B Loyalty Options**) to be issued for ever Share subscribed for and issued to Sung Hung Kai under this placement (**Sung Hung Kai Placement**).

On 7 September 2018, the Company issued 14,285,715 Shares to Sung Hung Kai using its placement capacity under ASX Listing Rule 7.1.

Resolution 6A seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of 14,285,715 Shares under the Sung Hung Kai Placement.

Resolution 6B seeks Shareholder approval pursuant to ASX Listing Rule 7.1 for the issue of 14,285,715 Class B Loyalty Options under the Sung Kai Placement.

1.4 Background to Resolution 7A and 7B – Lympo Placement

On 15 August 2018, the Company announced a placement of 7,142,715 Shares to “Latgala” OU (JCS LATGALA) (**Lympo**) at an issue price of \$0.07 per Share to raise approximately \$500,000, with 1 unlisted Option (exercisable at \$0.09 on or before the date that is 9 months from the date of issue, and conditional on the Shares being held for 90 days) (**Class B Loyalty Options**) to be issued for ever Share subscribed for and issued to Lympo under this placement (**Lympo Placement**).

On 7 September 2018, the Company issued 7,142,715 Shares to nominees of Lympo using its placement capacity under ASX Listing Rule 7.1.

Resolution 7A seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of 7,142,715 Shares.

Resolution 7B seeks Shareholder approval pursuant to ASX Listing Rule 7.1 for the issue of 7,142,715 Class B Loyalty Options.

2. Resolution 1A – Issue of Shares as partial consideration for the Proposed Acquisition

2.1 General

Resolution 1A seeks Shareholder approval pursuant to ASX Listing Rule 7.1 for the issue of 54,074,080 Shares to the Vendors as part consideration for the Proposed Acquisition.

Refer to Section 1.1 for a summary of the Proposed Acquisition.

2.2 ASX Listing Rules 7.1

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

The effect of Resolution 1A will be to allow the Company to issue the Shares during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company’s 15% annual placement capacity.

2.3 Technical information required by ASX Listing Rule 7.1

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 1A:

- (a) the maximum number of Shares to be issued is 54,074,080;
- (b) the Shares will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Shares will occur on the same date as the Meeting;
- (c) the deemed issue price will be \$0.079 per Share;
- (d) the Shares will be issued to the shareholders of Pixowl, none of whom are related parties of the Company;
- (e) the Shares will be fully paid ordinary shares in the capital of the Company issued on the

same terms and conditions as the Company's existing Shares; and

- (f) no funds will be raised from the issue of the Shares as they will be issued as part consideration for the Proposed Acquisition.

3. Resolution 1B – Issue of Shares as partial consideration for the Proposed Acquisition

If ASX declines the Waivers, the Chair will withdraw Resolution 1B.

3.1 General

As set out in Section 1.1, on the Election Date, each non-founding shareholder of Pixowl can elect whether they will receive (in proportion to their respective interest in Pixowl): (a) a total of 21,827,196 Shares; or (b) an amount of cash or Shares equal to USD\$1,260,728.30. If the latter option is chosen, the Company will have the option (at its sole discretion) to make payment of these amounts in cash or Shares valued at the 15-day weighted average price (**WAP**) of Shares on the Election Date.

Resolution 1B seeks Shareholder approval pursuant to ASX Listing Rule 7.1 for the issue of up to such number of Shares to the Vendors (or their nominees) determined by the formula set out in Section 3.2(a), being the remaining consideration Shares proposed to be issued under the Agreement. If the Company elects to make payment in Shares, the final number of Shares proposed to be issued to the non-founding shareholders of Pixowl will depend on the 15-day WAP of Shares on the Election Date.

The table below shows the number of Shares that may be issued under Resolution 1B based on certain WAPs which (when multiplied by the number of Shares) equals AUD\$1,735,584.11 (being USD\$1,260,728.30, based on a AUD/USD exchange rate of 0.7103 as at 26 September 2018).

	\$A0.05	\$A0.10	\$A0.15
Maximum number of Shares which the Company could issue (rounded up to the nearest whole number) pursuant to Resolution 1B	34,711,682	17,355,841	11,570,561

Note: The Company notes that the above workings are an example only and the actual issue price may differ. This will result in the maximum number of Shares to be issued to also differ.

The Company will apply for a waiver from:

- ASX Listing Rule 7.3.2 to permit the Company to issue the Shares the subject of Resolution 1B on or later than the Election Date (being later than 3 months after the date of the Meeting) and for this Notice not to state that the Shares the subject of Resolution 1B will be issued no later than 3 months after the date of the Meeting, or substantially similar; and
- ASX Listing Rule 7.3.3 to permit the Company to allow this Notice not to include a fixed or minimum price that is at least 80% of the volume weighted average market price for Shares over the last 5 days on which sales in Shares were recorded before the day on which the issue was made,

(together, the **Waivers**).

Accordingly, Resolution 1B will only be put to Shareholders if ASX grants the Company a waiver from ASX Listing Rules 7.3.2 and 7.3.3. If ASX declines the Waivers, the Company will utilise its placement capacity, or seek Shareholder approval at the appropriate time to issue the remaining consideration Shares under the Agreement.

A summary of ASX Listing Rule 7.1 is set out in Section 1.2.

The effect of Resolution 1B will be to allow the Company to issue the Shares during the period of 3 months after the Meeting (or a longer period, if allowed by ASX), without using the Company's 15% annual placement capacity.

3.2 Technical information required by ASX Listing Rule 7.1

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 1B:

- (a) the maximum number of Shares to be issued will be calculated as follows:

Conversion Amount / 15-day WAP of Shares on the Election Date

Where:

Conversion Amount means the amount in AUD which equals USD\$1,260,728.30 based on the AUD/USD exchange rate at the Election Date.

WAP means weighted average price.

Election Date means the date a non-founding shareholder of Pixowl elects to receive (in proportion to its respective interest in Pixowl) an amount of Shares equal to USD\$1,260,728.30, being within 5 days after the date that is 3 months after completion of the Company's proposed acquisition of 100% of the issued capital of Pixowl.

- (b) ASX Listing Rule 7.3.2 requires that any securities issued pursuant to Shareholder approval under ASX Listing Rule 7.1 must be issued within 3 months of the meeting at which approval was obtained. The Company will apply for a waiver from ASX Listing Rule 7.3.2 to permit the Company to issue the Shares the subject of Resolution 1B no later than 6 months after the Meeting;
- (c) the deemed issue price will be the 15-day WAP of Shares on the Election Date. The Company will apply for a waiver from ASX Listing Rule 7.3.3 to allow this Notice to refer to this issue price which is neither a fixed price nor a minimum price in accordance with the formula in ASX Listing Rule 7.3.3;
- (d) the Shares will be issued to the non-founding shareholders of Pixowl, none of whom are related parties of the Company;
- (e) the Shares will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares; and
- (f) no funds will be raised from the issue of the Shares as they will be issued as part consideration for the Proposed Acquisition.

4. Resolution 2 – Prior issue of Shares under the Placement

4.1 General

On 19 July 2018, the Company issued 43,600,000 Shares to Exempt Investors under the Placement using its placement capacity under ASX Listing Rule 7.1A.

Resolution 2 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Shares.

Refer to Section 1.2 for a summary of the Placement.

4.2 ASX Listing Rules 7.1A and 7.4

ASX Listing Rule 7.1A provides that in addition to issues permitted without prior shareholder approval under ASX Listing Rule 7.1, an entity that is eligible and obtains shareholder approval under ASX Listing Rule 7.1A may issue or agree to issue during the period for which the approval is valid a number of quoted equity securities which represents 10% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period as adjusted in accordance with the formula in ASX Listing Rule 7.1.

Where an eligible entity obtains shareholder approval to increase its placement capacity under ASX Listing Rule 7.1A then any ordinary securities issued under that additional placement capacity:

- (a) will not be counted in variable "A" in the formula in ASX Listing Rule 7.1A; and
- (b) are counted in variable "E",

until their issue has been ratified under ASX Listing Rule 7.4 (and provided that the previous issue did not breach ASX Listing Rule 7.1A) or 12 months has passed since their issue.

By ratifying the issue the subject of Resolution 2, the base figure (i.e. variable "A") in which the Company's 15% and 10% annual placement capacities are calculated will be a higher number which in turn will allow a proportionately higher number of securities to be issued without prior Shareholder approval.

4.3 Technical information required by ASX Listing Rule 7.4

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolution 2:

- (a) 43,600,000 Shares were issued;
- (b) the Shares were issued at an issue price of \$0.07 each;
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Shares were issued to Exempt Investors under the Placement, none of whom are related parties of the Company; and
- (e) the funds raised from this issue of Shares under the Placement will be applied in the manner set out in Section 1.2.

5. Resolution 3 – Issue of Class A Loyalty Options under the Placement

5.1 General

Resolution 3 seeks Shareholder approval pursuant to ASX Listing Rule 7.1 for the issue of up to 41,800,000 Class A Loyalty Options on the basis of 1 Class A Loyalty Option for every 2 Shares subscribed for and issued under the Placement.

Refer to Section 1.2 for a summary of the Placement.

Each Class A Loyalty Option is exercisable at \$0.07 on or before the date that is 21 months from their date of issue, and their exercise is conditional on the Shares issued under the Placement being held for 90 days. The full terms and conditions of the Class A Loyalty Options are set out in Schedule 1.

A summary of ASX Listing Rule 7.1 is set out in Section 2.2.

5.2 Technical information required by ASX Listing Rule 7.1

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 3:

- (a) the maximum number of Class A Loyalty Options to be issued is 41,800,000;
- (b) the Class A Loyalty Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Loyalty Options will occur on the same date as the Meeting;
- (c) the issue price will be nil per Class A Loyalty Option, with the Class A Loyalty Options being issued on the basis of 1 Class A Loyalty Option for every 2 Shares subscribed for and issued under the Placement;
- (d) the Class A Loyalty Options will be issued to Exempt Investors to whom Shares were issued under the Placement. None of these subscribers are related parties of the Company;
- (e) the Class A Loyalty Options will be issued on the terms and conditions set out in Schedule 1; and
- (f) no funds will be raised from the issue of Class A Loyalty Options as they are being issued for nil cash consideration.

6. Resolutions 4 and 5 – Participation of Directors in the Placement – Yat Siu and Holly Liu

6.1 General

Yat Siu and Holly Liu (or their nominees) wish to participate in the Placement at the same price and on the same terms as participants in the Placement, subject to Shareholder approval being obtained.

Resolutions 4 and 5 seek Shareholder approval for the issue of a total of 6,400,000 Shares and 3,200,000 Class A Loyalty Options to Yat Siu and Holly Liu (or their nominees) arising from their participation in the Placement (**Participation**).

6.2 Chapter 2E of the Corporations Act

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity 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.

The Participation will result in the issue of Shares and Class A Loyalty Options which constitutes giving a financial benefit and Yat Siu and Holly Liu are related parties of the Company by virtue of being a Directors.

The Directors (other than Yat Siu and Holly Liu who have a material personal interest in Resolutions 4 and 5) consider that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the Participation because the Shares and Class A Loyalty Options will be issued

to Yat Siu and Holly Liu on the same terms as Shares and Class A Loyalty Options issued to non-related party participants in the Placement and as such the giving of the financial benefit is on arm's length terms.

6.3 ASX Listing Rule 10.11

ASX Listing Rule 10.11 also requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained unless an exception in ASX Listing Rule 10.12 applies.

As the Placement involves the issue of Shares and Class A Loyalty Options to related parties of the Company, Shareholder approval pursuant to ASX Listing Rule 10.11 is required unless an exception applies. It is the view of the Directors that the exceptions set out in ASX Listing Rule 10.12 do not apply in the current circumstances.

6.4 Technical Information required by ASX Listing Rule 10.13

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to the Participation:

- (a) the Shares and Class A Loyalty Options will be issued to Yat Siu and Holly Liu (or their nominees);
- (b) the maximum number of Shares and Class A Loyalty Options to be issued is:
 - (i) 6,000,000 Shares and 3,000,000 Class A Loyalty Options to Yat Siu (or his nominee); and
 - (ii) 400,000 Shares and 200,000 Class A Loyalty Options to Holly Liu (or her nominee).
- (c) the Shares and Class A Loyalty Options will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules);
- (d) the issue price will be \$0.05 per Share and nil per Class A Loyalty Option with the Loyalty Options being issued on the basis of 1 Class A Loyalty Option for every 2 Shares subscribed for and issued under the Placement and on the same terms and conditions as all other Shares and Class A Loyalty Options issued under the Placement;
- (e) the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares. The Class A Loyalty Options will be issued on the terms and conditions set out in Schedule 1; and
- (f) the funds raised will be used for the same purposes as all other funds raised under the Placement as set out in Section 1.2.

Approval pursuant to ASX Listing Rule 7.1 is not required for the Participation as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the issue of Shares and Loyalty Options to Yat Siu and Holly Liu (or their nominees) will not be included in the use of the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1.

7. Resolution 6A – Prior issue of Shares to Sun Hung Kai

7.1 General

On 7 September 2018, the Company issued 14,285,715 Shares to Sun Hung Kai using its placement capacity under ASX Listing Rule 7.1.

Resolution 6A seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Shares to Sun Hung Kai.

Refer to Section 1.3 for a summary of the Sun Hung Kai Placement.

A summary of ASX Listing Rules 7.1 is set out in Section 2.2 above.

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

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

7.2 Technical information required by ASX Listing Rule 7.4

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolution 6:

- (a) 14,285,715 Shares were issued;
- (b) the Shares were issued at an issue price of \$0.07 each;
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Shares were issued to Sun Hung Kai, who is not a related party of the Company; and
- (e) the funds raised under the Sun Hung Kai Placement will be primarily used toward general working capital.

8. Resolution 6B – Issue of Class B Loyalty Options to Sun Hung Kai

8.1 General

Resolution 6B seeks Shareholder approval pursuant to ASX Listing Rule 7.1 for the issue of up to 14,285,715 Class B Loyalty Options to Sun Hung Kai on the basis of 1 Class B Loyalty Option for every Share subscribed for and issued under the Sun Hung Kai Placement.

Refer to Section 1.3 for a summary of the Sun Kung Kai Placement.

Each Class B Loyalty Option is exercisable at \$0.09 on or before the date that is 9 months from their date of issue, and their exercise is conditional on the Shares issued to Sun Hung Kai being held for 90 days. The full terms and conditions of the Class B Loyalty Options are set out in Schedule 2.

A summary of ASX Listing Rule 7.1 is set out in Section 2.2.

8.2 Technical information required by ASX Listing Rule 7.1

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 6B:

- (a) the maximum number of Class B Loyalty Options to be issued is 14,285,715;
- (b) the Class B Loyalty Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Class B Loyalty Options will occur on the same date as the Meeting;
- (c) the issue price will be nil per Class B Loyalty Option, with the Class B Loyalty Options being issued on the basis of 1 Class B Loyalty Option for every Share subscribed for and issued under the Sun Hung Kai Placement;
- (d) the Class B Loyalty Options will be issued to Sun Hung Kai, who is not a related party of the Company;
- (e) the Class B Loyalty Options will be issued on the terms and conditions set out in Schedule 2; and
- (f) no funds will be raised from the issue of Class B Loyalty Options as they are being issued for nil cash consideration.

9. Resolution 7A – Prior issue of Shares to Lympo

9.1 General

On 7 September 2018, the Company issued 7,142,858 Shares to Lympo and its nominee using its placement capacity under ASX Listing Rule 7.1.

Resolution 7A seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of those Shares under the Lympo Placement.

Refer to Section 1.4 for a summary of the Lympo Placement.

A summary of ASX Listing Rules 7.1 and 7.4 is set out in Sections 2.2 and 7.1 respectively.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

9.2 Technical information required by ASX Listing Rule 7.4

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to Resolution 7A:

- (a) 7,142,858 Shares were issued;
- (b) the Shares were issued at an issue price of \$0.07 each;
- (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) 4,285,715 and 2,857,143 Shares were issued to Lympo and its nominee Antanas Gouga respectively, who are not related parties of the Company; and
- (e) the funds raised under the Lympo Placement will be aggregated with the funds raised from

the Sun Hung Kai Placement and primarily used toward general working capital.

10. Resolution 7B – Issue of Class B Loyalty Options to Lympo

10.1 General

Resolution 7B seeks Shareholder approval pursuant to ASX Listing Rule 7.1 for the issue of up to 7,142,858 Class B Loyalty Options to Lympo on the basis of 1 Class B Loyalty Option for every Share subscribed for and issued under the Lympo Placement.

Refer to Section 1.4 for a summary of the Lympo Placement.

Each Class B Loyalty Option is exercisable at \$0.09 on or before the date that is 9 months from their date of issue, and their exercise is conditional on the Shares issued to Lympo being held for 90 days. The full terms and conditions of the Class B Loyalty Options are set out in Schedule 2.

A summary of ASX Listing Rule 7.1 is set out in Section 2.2.

10.2 Technical information required by ASX Listing Rule 7.1

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolution 7B:

- (a) the maximum number of Class B Loyalty Options to be issued is 7,142,858;
- (b) the Class B Loyalty Options will be issued no later than 3 months after the date of the Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that issue of the Class B Loyalty Options will occur on the same date as the Meeting;
- (c) the issue price will be nil per Class B Loyalty Option, with the Class B Loyalty Options being issued on the basis of 1 Class B Loyalty Option for every Share subscribed for and issued under the Lympo Placement;
- (d) 4,285,715 and 2,857,143 Class B Loyalty Options will be issued to Lympo and its nominee Antanas Gouga, who are not related parties of the Company;
- (e) the Class B Loyalty Options will be issued on the terms and conditions set out in Schedule 2; and
- (f) no funds will be raised from the issue of Class B Loyalty Options as they are being issued for nil cash consideration.

Glossary

\$ means Australian dollars.

Agreement means the share sale and purchase agreement between the Company, Pixowl Inc and the shareholders of Pixowl pursuant to which the Company proposes to acquire 100% of the issued capital of Pixowl.

Annual General Meeting means the Company's annual general meeting held on 28 May 2018.

ASIC means the Australian Securities & Investments Commission.

ASX means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chair means the chair of the Meeting.

Class A Loyalty Options means the unlisted Options with the terms and conditions set out in Schedule 1.

Class B Loyalty Options means the unlisted Options with the terms and conditions set out in Schedule 2.

Company means Animoca Brands Corporation Limited (ACN 122 921 813).

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the current directors of the Company.

Exempt Investor means a person to whom securities may be offered without disclosure under section 708 of the Corporations Act.

Explanatory Statement means the explanatory statement accompanying the Notice.

Meeting means the meeting convened by the Notice.

Lympo means "Latgala" OU (JCS LATGALA).

Lympo Placement means the placement of securities to Lympo described in Section 1.4 (as announced to ASX on 15 August 2018).

Notice or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

Option means an option to acquire a Share.

Option Holder means a holder of an Option.

Pixowl means Pixowl Inc. (a company incorporated in the state of Delaware, United States of America).

Placement means the placement of securities described in Section 1.2 (as announced to ASX on 12 July 2018).

Proposed Acquisition means the Company's proposed acquisition of 100% of the issued capital of Pixowl, as described in Section 1.1.

Proxy Form means the proxy form accompanying the Notice.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

Section means a section of the Explanatory Statement.

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

Shareholder means a registered holder of a Share.

Sun Hung Kai means Sun Hung Kai & Co. Limited.

Sun Hung Kai Placement means the placement of securities to Sun Hung Kai described in Section 1.3 (as announced to ASX on 15 August 2018).

Vendors means the shareholders of Pixowl.

Waivers has the meaning given to it in Section 3.1.

WST means Western Standard Time as observed in Perth, Western Australia.

Schedule 1 – Terms and Conditions of Class A Loyalty Options

(a) **Entitlement**

Each Class A Loyalty Option entitles the holder to subscribe for 1 Share upon exercise of the Class A Loyalty Option.

(b) **Exercise Price**

Subject to paragraph (i), the amount payable upon exercise of each Class A Loyalty Option will be \$0.07 (**Exercise Price**).

(c) **Vesting Notice and Vesting Date**

The Class A Loyalty Options immediately vest and become exercisable by the holder into Shares subject to the Company providing written notice (**Vesting Notice**) to the holder that the Company is reasonably satisfied that the holder has held the Shares issued to it under the Placement for a period of 90 days from the date of issue (**Vesting Date**).

(d) **Expiry Date**

Each Class A Loyalty Option will expire at 5:00 pm (EST) on the date that is 21 months from the date of issue (**Expiry Date**). A Class A Loyalty Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(e) **Exercise Period**

The Class A Loyalty Options are exercisable at any time from the Vesting Date until the Expiry Date (**Exercise Period**).

(f) **Exercise Notice**

In order to exercise a Class A Loyalty Option into Shares following receipt of a Vesting Notice, the holder must provide written notice (**Exercise Notice**) to the Company of its election to exercise the Class A Option into Shares and pay the Exercise Price for each Class A Loyalty Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(g) **Exercise Date**

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

(h) **Timing of issue of Shares on exercise**

Within 15 Business Days after the Exercise Date must:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Class A Loyalty Options specified in the Exercise Notice and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section

708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and

- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Class A Loyalty Options.

If a notice delivered under (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(i) **Shares issued on exercise**

Shares issued on exercise of the Class A Loyalty Options rank equally with the then issued shares of the Company.

(j) **Reconstruction of capital**

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

(k) **Participation in new issues**

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

(l) **Change in exercise price**

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

(m) **Transferability**

The Class A Loyalty Options are transferable with prior written notice to the Company subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

Schedule 2 – Terms and Conditions of Class B Loyalty Options

(a) **Entitlement**

Each Class B Loyalty Option entitles the holder to subscribe for one Share upon exercise of the Class B Loyalty Option.

(b) **Exercise Price**

Subject to paragraph (i), the amount payable upon exercise of each Class B Loyalty Option will be \$0.09 (**Exercise Price**).

(c) **Vesting Notice and Vesting Date**

The Class B Loyalty Options immediately vest and become exercisable by the holder into Shares subject to the Company providing written notice (**Vesting Notice**) to the holder that the Company is reasonably satisfied that the holder has held the Shares issued to it under the Sun Hung Kai Placement or Lympo Placement (as applicable) for a period of 90 days from the date of issue (**Vesting Date**).

(d) **Expiry Date**

Each Class B Loyalty Option will expire at 5:00 pm (EST) on the date that is 15 months from the date of issue (**Expiry Date**). A Class B Loyalty Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(e) **Exercise Period**

The Class B Loyalty Options are exercisable at any time from the Vesting Date until the Expiry Date (**Exercise Period**).

(f) **Exercise Notice**

In order to exercise a Class B Loyalty Option into Shares following receipt of a Vesting Notice, the holder must provide written notice (**Exercise Notice**) to the Company of its election to exercise the Class B Option into Shares and pay the Exercise Price for each Class B Loyalty Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(g) **Exercise Date**

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

(h) **Timing of issue of Shares on exercise**

Within 15 Business Days after the Exercise Date must:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Class B Loyalty Options specified in the Exercise Notice and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5)(e) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section

708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and

- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Class B Loyalty Options.

If a notice delivered under (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(i) **Shares issued on exercise**

Shares issued on exercise of the Class B Loyalty Options rank equally with the then issued shares of the Company.

(j) **Reconstruction of capital**

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

(k) **Participation in new issues**

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

(l) **Change in exercise price**

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

(m) **Transferability**

The Class B Loyalty Options are transferable with prior written notice to the Company subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.

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ANIMOCA BRANDS CORPORATION LIMITED

ACN: 122 921 813

REGISTERED OFFICE:
LEVEL 7
333 COLLINS STREET
MELBOURNE VIC 3000

SHARE REGISTRY:
Security Transfer Australia Pty Ltd
All Correspondence to:
PO BOX 52
Collins Street West VIC 8007
Suite 913, Exchange Tower
530 Little Collins Street
Melbourne VIC 3000
T: 1300 992 916 F: +61 8 9315 2233
E: registrar@securitytransfer.com.au
W: www.securitytransfer.com.au

«Company_code» «Sequence_number»

«Holder_name»
«Address_line_1»
«Address_line_2»
«Address_line_3»
«Address_line_4»
«Address_line_5»

Code:

AB1

Holder Number:

«HOLDER_NUM

PROXY FORM

THIS DOCUMENT IS IMPORTANT. IF YOU ARE IN DOUBT AS TO HOW TO DEAL WITH IT, PLEASE CONTACT YOUR STOCK BROKER OR LICENSED PROFESSIONAL ADVISOR.

VOTE ONLINE	Lodge your proxy vote securely at www.securitytransfer.com.au	«ONLINE
	1. Log into the Investor Centre using your holding details. 2. Click on "Proxy Voting" and provide your Online Proxy ID to access the voting area.	

SECTION A: Appointment of Proxy

I/We, the above named, being registered holders of the Company and entitled to attend and vote hereby appoint:

The meeting chairperson **OR**

or failing the person named, or if no person is named, the Chairperson of the meeting, as my/our Proxy to act generally at the meeting 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) at the General Meeting of the Company to be held at 10:00am (Hong Kong time) on 8 November 2018 at Unit 417- 421, Level 4, Cyberport 1, 100 Cyberport Road, Hong Kong SAR and at any adjournment of that meeting.

SECTION B: Voting Directions

Please mark "X" in the box to indicate your voting directions to your Proxy. The Chairperson of the Meeting intends to vote undirected proxies in FAVOUR of all the resolutions. In exceptional circumstances, the Chairperson of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

RESOLUTION	For	Against	Abstain*	RESOLUTION	For	Against	Abstain*
1A. Issue of Shares as partial consideration for the Proposed Acquisition	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5. Participation of Director in the Placement - Holly Liu	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1B. Issue of Shares as partial consideration for the Proposed Acquisition	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6A. Prior issue of Shares to Sun Hung Kai	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Prior issue of Shares under the Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6B. Issue of Class B Loyalty Options to Sun Hung Kai	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Issue of Class A Loyalty Options under the Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7A. Prior issue of Shares to Lympo	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Participation of Director in the Placement - Yat Siu	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	7B. Issue of Class B Loyalty Options to Lympo	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If no directions are given my proxy may vote as the proxy thinks fit or may abstain. * If you mark the Abstain box for a particular 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 C: Signature of Security Holder(s)

This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Security Holder <input type="text"/> Sole Director & Sole Company Secretary	Security Holder 2 <input type="text"/> Director	Security Holder 3 <input type="text"/> Director/Company Secretary
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Proxies must be received by Security Transfer Australia Pty Ltd no later than 10:00am (Hong Kong time) on 6 November 2018.

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My/Our contact details in case of enquiries are:

Name:

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Number:

(

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)

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1. NAME AND ADDRESS

This is the name and address on the Share Register of the Company. If this information is incorrect, please make corrections on this form. Shareholders sponsored by a broker should advise their broker of any changes. Please note that you cannot change ownership of your shares using this form.

2. APPOINTMENT OF A PROXY

If the person you wish to appoint as your Proxy is someone other than the Chairperson of the Meeting please write the name of that person in Section A. If you leave this section blank, or your named Proxy does not attend the meeting, the Chairperson of the Meeting will be your Proxy. A Proxy need not be a shareholder of the Company.

3. DIRECTING YOUR PROXY HOW TO VOTE

To direct the Proxy how to vote place an "X" in the appropriate box against each item in Section B. Where more than one Proxy is to be appointed and the proxies are to vote differently, then two separate forms must be used to indicate voting intentions.

4. APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two (2) 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 contacting the Company's share registry or you may photocopy this form.

To appoint a second Proxy you must:

- a) On each of the Proxy forms, state the percentage of your voting rights or 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 of your votes; and
- b) Return both forms in the same envelope.

5. SIGNING INSTRUCTIONS

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

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

Power of Attorney: to sign under Power of Attorney you must have already lodged this document with the Company's share 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 may sign alone. Otherwise this form must be signed by a Director jointly with either another Director or Company Secretary. Please indicate the office held in the appropriate place.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be lodged with the Company before the meeting or at the registration desk on the day of the meeting. A form of the certificate may be obtained from the Company's share registry.

6. LODGEMENT OF PROXY

Proxy forms (and any Power of Attorney under which it is signed) must be received by Security Transfer Australia Pty Ltd no later than the date and time stated on the form overleaf. Any Proxy form received after that time will not be valid for the scheduled meeting.

The proxy form does not need to be returned to the share registry if the votes have been lodged online.

Security Transfer Australia Pty Ltd

Online www.securitytransfer.com.au

Postal Address PO BOX 52
Collins Street West VIC 8007

Street Address Suite 913, Exchange Tower
530 Little Collins Street
Melbourne VIC 3000

Telephone 1300 992 916

Facsimile +61 8 9315 2233

Email registrar@securitytransfer.com.au

PRIVACY STATEMENT

Personal information is collected on this form by Security Transfer Australia Pty Ltd as the registrar for securities issuers for the purpose of maintaining registers of security holders, facilitating distribution payments and other corporate actions and communications. Your personal details may be disclosed to related bodies corporate, to external service providers such as mail and print providers, or as otherwise required or permitted by law. If you would like details of your personal information held by Security Transfer Australia Pty Ltd or you would like to correct information that is inaccurate please contact them on the address on this form.

