

**INVIGOR GROUP LIMITED**  
**ACN 081 368 274**  
**NOTICE OF GENERAL MEETING**

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Notice is hereby given that the General Meeting of Shareholders of Invigor Group Limited (the **Company**) will be held at Invigor Group Limited, Level 16, 56 Pitt Street, Sydney, NSW, 2000 on Thursday 29 November 2018 at 9.00am (AEDT) (**Meeting**).

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

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**BUSINESS OF THE MEETING**

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**Item 1: Ratification of prior issue of Shares to professional and sophisticated investors**

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

*"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the prior issue of 179,500,000 Shares by the Company to professional and sophisticated investors (**Placement Shares**) on the terms and conditions described in the Explanatory Notes is approved and ratified."*

Please refer to the Explanatory Notes for further information on this resolution.

A voting exclusion applies in respect of this resolution. See Explanatory Notes for details.

**Items 2.1 to 2.6: Approval for the change in conversion price of certain convertible notes**

**Resolution 2.1**

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

*"That, for the purposes of ASX Listing Rules 7.1 and for all other purposes, the variation of the conversion price of certain convertible notes held by **Raus Capital Fund Limited** on the terms and conditions described in the Explanatory Notes is approved."*

Please refer to the Explanatory Notes for further information on these resolutions.

A voting exclusion applies in respect of each resolution. See Explanatory Notes for details.

**Resolution 2.2**

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

*"That, for the purposes of ASX Listing Rules 7.1, 10.11 and for all other purposes, the variation of the conversion price of certain convertible notes held by **Marcel Equity Pty Ltd** on the terms and conditions described in the Explanatory Notes is approved."*

Please refer to the Explanatory Notes for further information on these resolutions.

A voting exclusion applies in respect of each resolution. See Explanatory Notes for details.

### Resolution 2.3

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

*"That, for the purposes of ASX Listing Rules 7.1 and for all other purposes, the variation of the conversion price of certain convertible notes held by **H Investments International Pty Ltd (ATF H Investments Trust)** on the terms and conditions described in the Explanatory Notes is approved."*

Please refer to the Explanatory Notes for further information on these resolutions.

A voting exclusion applies in respect of each resolution. See Explanatory Notes for details.

### Resolution 2.4

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

*"That, for the purposes of ASX Listing Rules 7.1 and for all other purposes, the variation of the conversion price of certain convertible notes held by **Ms Ze Pei Lu & Mr Fei Liu Z Lu & F Liu Superfund A/C** on the terms and conditions described in the Explanatory Notes is approved."*

Please refer to the Explanatory Notes for further information on these resolutions.

A voting exclusion applies in respect of each resolution. See Explanatory Notes for details.

### Resolution 2.5

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

*"That, for the purposes of ASX Listing Rules 7.1 and for all other purposes, the variation of the conversion price of certain convertible notes held by **Brian Louis Cohen** on the terms and conditions described in the Explanatory Notes is approved."*

Please refer to the Explanatory Notes for further information on these resolutions.

A voting exclusion applies in respect of each resolution. See Explanatory Notes for details.

### Resolution 2.6

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

*"That, for the purposes of ASX Listing Rules 7.1 and for all other purposes, the variation of the conversion price of certain convertible notes held by **Pancho (NSW) Pty Limited ATF Gavsol Superannuation Fund** on the terms and conditions described in the Explanatory Notes is approved."*

Please refer to the Explanatory Notes for further information on these resolutions.

A voting exclusion applies in respect of each resolution. See Explanatory Notes for details.

### Item 3: Approval of Proposed Option Issue - Gary Cohen

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

*"That for the purposes of ASX Listing Rule 10.14 and for all other purposes, the shareholders of the Company approve the proposed issue of up to 20,000,000 options to subscribe for fully paid ordinary shares in the capital of the Company to Mr Gary Cohen, Chief Executive Officer (or his nominee) on the basis set out in the Explanatory Notes".*

Please refer to the Explanatory Notes for further information on this resolution.

A voting exclusion applies in respect of this resolution. See Explanatory Notes for details.

#### **Item 4: Approval of Proposed Option Issue - Gregory Cohen**

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

*"That for the purposes of ASX Listing Rule 10.14 and for all other purposes, the shareholders of the Company approve the proposed issue of up to 20,000,000 options to subscribe for fully paid ordinary shares in the capital of the Company to Mr Gregory Cohen, Executive Director and Chief Financial Officer (or his nominee) on the basis set out in the Explanatory Notes".*

Please refer to the Explanatory Notes for further information on this resolution.

A voting exclusion applies in respect of this resolution. See Explanatory Notes for details.

#### **Item 5: Approval of Proposed Option Issue - Claire Mula**

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

*"That for the purposes of ASX Listing Rule 10.14 and for all other purposes, the shareholders of the Company approve the proposed issue of up to 20,000,000 options to subscribe for fully paid ordinary shares in the capital of the Company to Ms Claire Mula, a Director of the Company (or her nominee) on the basis set out in the Explanatory Notes".*

Please refer to the Explanatory Notes for further information on this resolution.

A voting exclusion applies in respect of this resolution. See Explanatory Notes for details.

#### **Item 6: Approval of share issue to Mr Samuel Kah Teck Ng**

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

*"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the issue of 7,142,857 Shares by the Company to Mr Samuel Kah Teck Ng on the terms and conditions described in the Explanatory Notes is approved and ratified."*

Please refer to the Explanatory Notes for further information on this resolution.

A voting exclusion applies in respect of this resolution. See Explanatory Notes for details.

#### **Item 7: Approval of share issue to Ms Jessica Chen**

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

*"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the issue of 7,142,857 Shares by the Company to Ms Jessica Chen on the terms and conditions described in the Explanatory Notes is approved and ratified."*

Please refer to the Explanatory Notes for further information on this resolution.

A voting exclusion applies in respect of this resolution. See Explanatory Notes for details.

## Items 8.1 to 8.3: Approval of the conversion of \$1M worth of convertible notes into Shares

### Resolution 8.1

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

*"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the issue of Shares by the Company on **1:1 conversion of 7,142,857 convertible notes to Ms Fei Fa Song & Mrs Min Hua Huang (Song's Unit A/C)** on the terms and conditions described in the Explanatory Notes is approved."*

Please refer to the Explanatory Notes for further information on this resolution.

A voting exclusion applies in respect of this resolution. See Explanatory Notes for details.

### Resolution 8.2

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

*"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the issue of Shares by the Company on **1:1 conversion of 64,285,714 convertible notes to Ms Song Lin and Mrs Min Hua Huang ATF Lin Unit Trust <Lin Unit A/C>** on the terms and conditions described in the Explanatory Notes is approved."*

Please refer to the Explanatory Notes for further information on this resolution.

A voting exclusion applies in respect of this resolution. See Explanatory Notes for details.

### Resolution 8.3

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

*"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the issue of Shares by the Company on **1:1 conversion of 71,428,571 convertible notes to Ms Yun Cong Ye & Ms Min Hua Huang <Sun's Unit A/C>** on the terms and conditions described in the Explanatory Notes is approved."*

Please refer to the Explanatory Notes for further information on this resolution.

A voting exclusion applies in respect of this resolution. See Explanatory Notes for details.

## Item 9: Ratification of prior issues under Listing Rule 7.1A

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

*"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the prior issue by the Company of 50 million Shares to Ms Yun Cong Ye & Ms Min Hua Huang <Sun's Unit A/C> on the terms and conditions described in the Explanatory Notes."*

Please refer to the Explanatory Notes for further information on this resolution.

A voting exclusion applies in respect of this resolution. See Explanatory Notes for details.

## Items 10.1 to 10.3: Issue of unlisted options to sophisticated investors

### Resolution 10.1

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

*"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the issue of Shares by the Company on **1:1 conversion of 25 million unlisted options to Ms Fiona Chen** on the terms and conditions described in the Explanatory Notes is approved."*

Please refer to the Explanatory Notes for further information on this resolution.

A voting exclusion applies in respect of this resolution. See Explanatory Notes for details.

### Resolution 10.2

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

*"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the issue of Shares by the Company on **1:1 conversion of 16,666,667 unlisted options to Ms Fei Fa Song & Mrs Min Hua Huang (Song's Unit A/C)** on the terms and conditions described in the Explanatory Notes is approved."*

Please refer to the Explanatory Notes for further information on this resolution.

A voting exclusion applies in respect of this resolution. See Explanatory Notes for details.

### Resolution 10.3

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

*"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the issue of Shares by the Company on **1:1 conversion of 8,333,333 unlisted options to Ms Jessica Chen** on the terms and conditions described in the Explanatory Notes is approved."*

Please refer to the Explanatory Notes for further information on this resolution.

A voting exclusion applies in respect of this resolution. See Explanatory Notes for details.

## Item 11: Approval for the proposed Share issue to Ms Fiona Chen in lieu of placement fee

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

*"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the issue of Shares by the Company to **Ms Fiona Chen** in lieu of placement fees on the terms and conditions described in the Explanatory Notes is approved."*

Please refer to the Explanatory Notes for further information on this resolution.

A voting exclusion applies in respect of this resolution. See Explanatory Notes for details.

**Item 12: Approval for the proposed Share issue to Min Hua Huang in lieu of commission for the introduction of the WeChat business opportunity**

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

*"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the issue of Shares by the Company to **Min Hua Huang** in lieu of commission for the introduction of a business opportunity on the terms and conditions described in the Explanatory Notes is approved."*

Please refer to the Explanatory Notes for further information on this resolution.

A voting exclusion applies in respect of this resolution. See Explanatory Notes for details.

## Important Notes

### ENTITLEMENT TO VOTE

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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 of the Company as at 7.00pm (AEDT) on Tuesday 27 November 2018 (**Entitlement Time**).

This means that if you are not the registered holder of a share in the Company at the Entitlement Time, you will not be entitled to attend and vote at the Meeting.

### VOTING OPTIONS AND PROXIES

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If you do not plan to attend the Meeting in person, you are encouraged to complete and return the Proxy Form which accompanies this Notice of General Meeting.

#### Voting by Proxy

A Shareholder who is entitled to attend and vote at this Meeting is entitled to appoint not more than two proxies to attend and vote in place of the Shareholder.

If the Shareholder appoints two proxies, the Shareholder may specify the proportion or number of votes each proxy is entitled to exercise. If no proportion or number of votes is specified, each proxy may exercise half of the Shareholder's votes. If the specified proportion or number of votes exceeds that which the Shareholder is entitled to, each proxy may exercise half of the Shareholder's votes. Any fractions of votes brought about by the apportionment of votes to a proxy will be disregarded.

A proxy need not be a Shareholder of the Company. A body corporate appointed as a Shareholder's proxy may appoint a representative to exercise any of the powers the body may exercise as a proxy at the Meeting. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

#### Proxy Voting by the Chair

The Chair intends to vote all undirected proxies in favour of the resolutions in the Notice of Meeting.

#### Proxy Forms

To be effective, the Proxy Form must be completed, signed and lodged (together with the relevant original power of attorney or a certified copy if the proxy is signed by an attorney) with the Company's share registry, as an original or by facsimile, **no later than 9.00am (AEDT) on Tuesday 27 November 2018 (Proxy Deadline)**.

Proxy forms may be submitted in one of the following ways:

- (i) **By mail** to Boardroom Pty Limited using the reply-paid envelope or GPO Box 3993, Sydney NSW 2001. Please allow sufficient time so that it reaches Boardroom Pty Limited by the Proxy Deadline;
- (ii) **By fax** to Boardroom Pty Limited on +61 2 9290 9655;
- (iii) **Online** via the Company's Share Registry website at [www.votingonline.com.au/invigorgm2018](http://www.votingonline.com.au/invigorgm2018) Please refer to the Proxy Form for more information; or
- (iv) **By hand delivery** to Boardroom Pty Limited at Level 12, 225 George Street, Sydney NSW 2000.

Proxy Forms and Powers of Attorney must be received by the Proxy Deadline.

## **CORPORATE REPRESENTATIVES**

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Where a shareholding is registered in the name of a corporation, the corporate shareholder may appoint a person to act as its representative to attend the meeting by providing that person with:

- (i) a letter or certificate authorising him or her as the corporation's representative, executed in accordance with the corporation's constitution; or
- (ii) a copy of the resolution appointing the representative, certified by a secretary or director of the corporation.

BY ORDER OF THE BOARD

**Leanne Ralph**  
Company Secretary  
23 October 2018



## **Explanatory Notes**

### **Notes on Business**

#### **ITEM 1 – Ratification of prior issue of Shares**

The Company issued 179,500,000 Shares to professional and sophisticated investors (Vivre Investments Pty Ltd, Cassandra Simone, Michael Simone and Tania Simone) on September 10 and 21, 2018. The funds raised from the share issuance are being used for the Company's working capital purposes.

The issue of these Shares occurred without the prior approval of Shareholders. ASX Listing Rule 7.1 restricts the number of Equity Securities which a listed company may issue in any 12-month period, without the approval of shareholders, to 15% of the number of fully paid ordinary securities on issue at the start of the period, subject to certain adjustments and permitted exceptions. ASX Listing Rule 7.4 provides that an issue of Equity Securities is treated to have been made with shareholder approval if ASX Listing Rule 7.1 is not breached at the time the Equity Securities were issued and shareholders subsequently approve the issue.

Therefore, if Shareholders ratify this prior issue of Shares, the Company will have the flexibility to issue further Equity Securities up to the 15% limit over the next 12-month period because the issue of Shares to professional and sophisticated investors will not be counted for the purposes of the 15% limit set out in ASX Listing Rule 7.1.

#### **Technical information required by ASX Listing Rule 7.3**

The following information is provided to Shareholders to allow them to assess the resolution in Item 7, including for the purposes of ASX Listing Rule 7.5:

- (a) The number of Shares allotted and issued: 179,500,000.
- (b) Issue price: The issue price was \$0.004 per Share.
- (c) Terms of Issue: The Shares issued rank equally with all existing Shares on issue.
- (d) Allottees: The Shares were issued to sophisticated investors.
- (e) Intended use of funds: Working capital.

#### **Voting Exclusion Statement**

The Company will disregard any votes cast in favour of the resolution in Item 1 by or on behalf of Vivre Investments Pty Ltd, Cassandra Simone, Michael Simone and Tania Simone or their respective associates.

However, the Company need not disregard any votes cast on this resolution if:

- it is cast as proxy for a person entitled to vote, in accordance with 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.

#### **Directors' Recommendation**

The Board unanimously recommends that Shareholders vote in favour of this resolution.

#### **Chairman's Voting Intention**

The Chairman of the Meeting intends to vote all available proxies in favour of this resolution.

## ITEM 2 – Approval for the change in conversion price of certain convertible notes

The Company issued \$1.33 million worth of convertible notes to certain noteholders listed below in October 2017. The issue of shares pursuant to those convertible notes were approved by shareholders on 3 October 2017. The convertible price under the terms of the relevant convertible note agreement is 1.2 cents, which is below the current share price of the Company of around 0.6 cents.

Holders of the convertible notes have the option to elect to receive the repayment of their loan and the interest payment under the notes in Shares. The convertible notes totalling \$1.33 million plus interest are due for repayment around the end of November 2018. In the absence of an election, the convertible notes needs to be repaid.

In order to preserve working capital of the Company, to encourage the holders of the convertible notes to convert their convertible notes into Shares rather than the Company having to pay \$1.33 million, the Company proposes to vary the conversion price of the \$1.33 million convertible notes on issue to the lower of:

- 0.4 cents per Share; or
- a 15% discount to the 30 day VWAP in the period preceding the conversion date,

with a floor price of 0.267 cents per Share.

Without this approval, repayment of the convertible notes is likely to be required which will put strains on the working capital of the Company.

The relevant noteholders and the number of convertible notes they hold are detailed below:

No.	Noteholder name	Number of notes	Number of Shares to be issued*	MAXIMUM Number of Shares to be issued^
2.1	Raus Capital Fund Limited	41,666,667	125,000,000	187,265,918
2.2	**Marcel Equity Pty Ltd	8,333,333	25,000,000	37,453,183
2.3	H Investments International Pty Ltd (ATF H Investments Trust)	25,000,000	75,000,000	112,359,551
2.4	Ms Ze Pei Lu & Mr Fei Liu Z Lu & F Liu Superfund A/C	4,166,667	12,500,000	18,726,592
2.5	Brian Louis Cohen	29,166,667	87,500,000	131,086,142
2.6	Pancho (NSW) Pty Limited ATF Gavsol Superannuation Fund	2,500,000	7,500,000	11,235,955
TOTAL			332,500,000	498,127,341

\* Number of Shares to be issued, calculated at the issue price of 0.4c per Share.

^ Maximum number of Shares to be issued calculated at the floor price of 0.267 cents per Share.

\*\*Marcel Equity Pty Ltd is a related party of the Company. Hence Listing Rule 10.11 approved is contemplated with respect to Resolution 2.2. Listing Rule 10.11 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 the Listing Rule 10.12 applies.

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 Resolutions 2.1 to 2.6 will be to allow the Company to vary the conversion price of the \$1.33 million convertible notes and to issue Shares on conversion of those notes 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.

#### **What happens Shareholders do not approve this resolution?**

If Shareholders do not agree to the variation of the conversion price of the \$1.33 million worth of convertible notes, it is unlikely the holders will convert at the currently conversion price of 1.2 cents per Share.

If these convertible notes are not converted, the Company will need to satisfy repayment of \$1.33 million plus interest by end of November 2018. This may put a considerable strain on the Company's working capital.

#### **Capital Structure**

Outlined below is the current capital structure of the Company and the capital structure showing the effect of:

- conversion of the \$1.33 million convertible notes; and
- conversion of the additional convertible notes that are due to be converted by 30 November 2018.

<b>Shares</b>	<b>Number*</b>	<b>MAXIMUM NUMBER^</b>
<b>Currently on issue</b>	1,493,588,948	1,493,588,948
<b>Conversion of \$1.33 million worth of convertible notes</b>	332,500,000	498,127,341
<b>Conversion of the additional convertible notes due by 30 November 2018</b>	640,403,522	939,279,926
<b>Total Shares on issue following conversion</b>	2,466,492,470	2,930,996,215

\* Number of Shares to be issued, calculated at the issue price of 0.4c per Share.

^ Maximum number of Shares to be issued calculated at the floor price of 0.267 cents per Share.

#### **Advantages and disadvantages**

The Board considers the main advantages of approving the Resolution to be that, if the conversion price of the \$1.33 million worth of convertible notes are not varied, it is unlikely that those convertible notes will be converted and therefore the Company will need to pay \$1.33 million plus interest in cash by end of November 2018. This will place considerable strain the Company's pool of available funds for working capital purposes.

The Board considers the disadvantages of approving the Resolution include:

1. there will be a dilution of shareholding of the non-associated Shareholders if the convertible notes are converted. Details of the effect of conversion are set out in Schedule 1 to the Explanatory Note;
2. at the time of conversion of the Convertible Notes, the Share price may have risen to exceed the conversion price; and
3. if the notes are converted, then each parties' interest in the Company will be increased in the manner outlined in Schedule 1 to the Explanatory Statement. Accordingly, these parties will have an increased voting control in the Company.

#### **Technical information required by ASX Listing Rule 7.3**

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to Resolutions 2.1 to 2.6:

- (a) the maximum number of Shares to be issued under Resolutions 2.1 to 2.6 is 498,127,341. The actual number issued will depend on the number of convertible notes converted by holders in accordance with the terms of the notes;
- (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);

- (c) the issue price will be 0.4 cents per Share, or a 15% discount to the 30 day VWAP in the period preceding conversion per Share, with a floor price of 0.267 cents per Share;
- (d) the Shares will be allotted and issued to the holders of the \$1.33 million convertible notes, as set out in the table on page 10 of this notice;
- (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; and
- (f) no funds will be raised from the issue of the Shares as they will be issued on conversion of the convertible notes thereby reducing the amount to be repaid by the Company on the repayment date (end of November 2018) under the terms of the \$1.33 million convertible notes.

### **Voting Exclusion Statement for Items 2.1 to 2.6**

The Company will disregard any votes cast in favour of each sub-resolution in Item 2 by or on behalf of the relevant noteholder only and its associates. For the avoidance of doubt, the resolutions in Items 2 are treated as 6 separate and independent resolutions and the Company will only disregard votes cast by the entities or people listed on the same row as each sub-resolution.

Resolution	The Company will disregard any votes cast by:
2.1	Raus Capital Fund Limited and its associates
2.2	Marcel Equity Pty Ltd and its associates
2.3	H Investments International Pty Ltd (ATF H Investments Trust) and its associates
2.4	Ms Ze Pei Lu & Mr Fei Liu Z Lu & F Liu Superfund A/C and its associates
2.5	Brian Louis Cohen and his associates
2.6	Pancho (NSW) Pty Limited ATF Gavsol Superannuation Fund and its associates

However, the Company need not disregard any votes cast on this resolution if:

- it is cast as proxy for a person entitled to vote, in accordance with 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.

### **Directors' Recommendation**

The Board unanimously recommends that Shareholders vote in favour of each resolution in 2.1 to 2.6.

### **Chairman's Voting Intention**

The Chairman of the Meeting intends to vote all available proxies in favour of each resolution in 2.1 to 2.6.

## BACKGROUND TO ITEMS 3, 4 AND 5

At the Company's 2014 annual general meeting, the Shareholders approved the 2014 Invigor Employee Incentive Plan (**2014 Plan**) in order to attract, retain and motivate directors and employees by offering eligible participants an opportunity to participate in the Company's future performance through awards of Equity Securities (including Options). At the Company's 2017 annual general meeting, the Shareholders re-approved the 2014 Plan for another 3 years. There have been no changes to the 2014 Plan since approval by the shareholders. A copy of the 2014 Plan Rules is available by request from the Company Secretary.

ASX Listing Rule 10.14 provides that an entity must not permit a director of the entity to acquire securities under an employee incentive scheme without the approval of shareholders.

The terms and conditions of the 2014 Plan was previously provided to Shareholders in the Company's notice of annual general meeting dated 24 April 2014, and again set out in Schedule 2 to this Explanatory Note.

If approval is given under Listing Rule 10.14 for each resolution in Items 3, 4 and 5, then a separate approval will not be required under Listing Rule 7.1. Accordingly, if this resolution is approved, the issue of options will not be included in the 15% calculation for the purposes of Listing Rule 7.1.

The following information is provided to Shareholders pursuant to ASX Listing Rule 10.15 to allow them to assess the resolution in Items 3, 4 and 5:

- All of the Company's Australian and Singaporean employees are eligible to participate in the 2014 Plan. The names of all the people under ASX Rule 10.14 who are entitled to participate in the 2014 Plan are directors Gary Gohen, Gregory Cohen and Claire Mula.
- Since the last approval at the Company's 2017 annual general meeting, there has not been any person under ASX Listing Rule 10.14 who received any Equity Securities under the 2014 Plan in the Company.
- There are no loans in relation to the issue of the options in Items 3, 4 and 5.

### ITEM 3 - Approval of Proposed Option Issue - Gary Cohen

This resolution seeks shareholder approval to the proposed issue of options in the Company to Mr Gary Cohen, CEO of the Company and Director, for the purposes of Listing Rule 10.14.

The purpose of the grant of the options to the CEO is for the Company to appropriately incentivise and provide cost effective remuneration to the CEO for his ongoing commitment and contribution to the Company. If the options are not granted, the Company could remunerate the CEO for additional amounts of cash. However, the Board considers it reasonable for the remuneration of the CEO to have a cash component and an equity component to further align the CEO's interests with shareholders. The CEO's current remuneration is \$320,290.10.

The Company seeks to issue a maximum of 20,000,000 options to the CEO for nil consideration. Each option entitles the holder to subscribe for one fully paid ordinary share in the capital of the Company at an exercise price of 1c expiring in November 2023.

The terms of the options are otherwise set out in Schedule 2.

The Company has obtained a valuation of the proposed options in accordance with the requirements of the applicable accounting standards for the purpose of disclosure in accordance with the Company's statutory obligations. The value of the options is \$120,000 based on the pricing methodology and assumptions set out in Schedule 3.

If the options proposed to be issued are exercised, a total of 20,000,000 shares in the Company would be issued in the next 5 years over a 3 year vesting period.

No funds will be raised from the proposed grant of the options.

If resolution 3 is passed, the options will be issued as soon as practicable following shareholder approval, and in any event, not more than 12 months following the date of the meeting.

### **Voting Exclusion Statement**

The Company will disregard any votes cast in favour of this resolution by or on behalf of Mr Gary Cohen or any of his associates.

The Company will also disregard any votes cast on this resolution (in any capacity, whether as proxy or as shareholders) by or on behalf of:

- (a) a member of the Key Management Personnel (being those persons described as such in the Remuneration Report); or
- (b) a Closely Related Party of such a member,

unless the vote is cast:

- (c) as proxy for a person entitled to vote in accordance with a direction on the proxy form, and the vote is not cast on behalf of a person described in subparagraphs (a) and (b) above; or
- (d) by the Chairman of the meeting as proxy for a person entitled to vote, and the appointment of the Chairman as proxy does not specify the way the proxy is to vote on the resolution and expressly authorises the Chairman to exercise the proxy even if the resolution is connected directly with the remuneration, and the vote is not cast on behalf of a person described in subparagraphs (a) and (b) above.

### **Directors' Recommendation**

The Directors (with Mr Gary Cohen abstaining) recommends that Shareholders vote in favour of this resolution.

### **Chairman's Voting Intention**

The Chairman of the Meeting intends to vote all available proxies in favour of this resolution.

## **ITEM 4 - Approval of Proposed Option Issue - Gregory Cohen**

This resolution seeks shareholder approval to the proposed issue of options in the Company to Mr Greg Cohen, Executive Director and CFO of the Company, for the purposes of Listing Rule 10.14.

The purpose of the grant of the options to the CFO is for the Company to appropriately incentivise and provide cost effective remuneration to the CFO for his ongoing commitment and contribution to the Company. If the options are not granted, the Company could remunerate the CFO for additional amounts of cash. However, the Board considers it reasonable for the remuneration of the CFO to have a cash component and an equity component to further align the CFO's interests with shareholders. The CFO's current remuneration is \$269,616.

The Company seeks to issue a maximum of 20,000,000 options to the CFO for nil consideration. Each option entitles the holder to subscribe for one fully paid ordinary share in the capital of the Company at an exercise price of 1c expiring in November 2023. The terms of the options are otherwise set out in Schedule 2.

The Company has obtained a valuation of the proposed options in accordance with the requirements of the applicable accounting standards for the purpose of disclosure in accordance with the Company's statutory obligations. The value of the options is \$120,000 based on the pricing methodology and assumptions set out in Schedule 3.

If the options proposed to be issued are exercised, a total of 20,000,000 shares in the Company would be issued in the next 5 years over a 3 year vesting period.

No funds will be raised from the proposed grant of the options.

If resolution 4 is passed, the options will be issued as soon as practicable following shareholder approval, and in any event, not more than 12 months following the date of the meeting.

### **Voting Exclusion Statement**

The Company will disregard any votes cast in favour of this resolution by or on behalf of Mr Greg Cohen or any of his associates.

The Company will also disregard any votes cast on this resolution (in any capacity, whether as proxy or as shareholders) by or on behalf of:

- (a) a member of the Key Management Personnel (being those persons described as such in the Remuneration Report); or
- (b) a Closely Related Party of such a member,

unless the vote is cast:

- (c) as proxy for a person entitled to vote in accordance with a direction on the proxy form, and the vote is not cast on behalf of a person described in subparagraphs (a) and (b) above; or
- (d) by the Chairman of the meeting as proxy for a person entitled to vote, and the appointment of the Chairman as proxy does not specify the way the proxy is to vote on the resolution and expressly authorises the Chairman to exercise the proxy even if the resolution is connected directly with the remuneration, and the vote is not cast on behalf of a person described in subparagraphs (a) and (b) above.

### **Directors' Recommendation**

The Directors (with Mr Gregory Cohen abstaining) recommends that Shareholders vote in favour of this resolution.

### **Chairman's Voting Intention**

The Chairman of the Meeting intends to vote all available proxies in favour of this resolution.

## **ITEM 5 - Approval of Proposed Option Issue - Claire Mula**

This resolution seeks shareholder approval to the proposed issue of options in the Company to Ms Claire Mula, Director of the Company, for the purposes of Listing Rule 10.14.

The purpose of the grant of the options to the Director is for the Company to appropriately incentivise and provide cost effective remuneration to the Director for her ongoing commitment and contribution to the Company. If the options are not granted, the Company could remunerate the Director for additional amounts of cash. However, the Board considers it reasonable for the remuneration of the Director to have a cash component and an equity component to further align the Director's interests with shareholders. The Director's current remuneration is \$219,000.

The Company seeks to issue a maximum of 20,000,000 options to the Director for nil consideration. Each option entitles the holder to subscribe for one fully paid ordinary share in the capital of the Company at an exercise price of 1c expiring in November 2023.

The terms of the options are otherwise set out in Schedule 2.

The Company has obtained a valuation of the proposed options in accordance with the requirements of the applicable accounting standards for the purpose of disclosure in accordance with the Company's statutory obligations. The value of the options is \$120,000 based on the pricing methodology and assumptions set out in Schedule 3.

If the options proposed to be issued are exercised, a total of 20,000,000 shares in the Company would be issued in the next 5 years over a 3 year vesting period.

No funds will be raised from the proposed grant of the options.

If resolution 5 is passed, the options will be issued as soon as practicable following shareholder approval, and in any event, not more than 12 months following the date of the meeting.

### **Voting Exclusion Statement**

The Company will disregard any votes cast in favour of this resolution by or on behalf Ms Claire Mula or any of her associates.

The Company will also disregard any votes cast on this resolution (in any capacity, whether as proxy or as shareholders) by or on behalf of:

- (a) a member of the Key Management Personnel (being those persons described as such in the Remuneration Report); or

(b) a Closely Related Party of such a member,

unless the vote is cast:

- (c) as proxy for a person entitled to vote in accordance with a direction on the proxy form, and the vote is not cast on behalf of a person described in subparagraphs (a) and (b) above; or
- (d) by the Chairman of the meeting as proxy for a person entitled to vote, and the appointment of the Chairman as proxy does not specify the way the proxy is to vote on the resolution and expressly authorises the Chairman to exercise the proxy even if the resolution is connected directly with the remuneration, and the vote is not cast on behalf of a person described in subparagraphs (a) and (b) above.

#### **Directors' Recommendation**

The Directors (with Ms Claire Mula abstaining) recommends that Shareholders vote in favour of this resolution.

#### **Chairman's Voting Intention**

The Chairman of the Meeting intends to vote all available proxies in favour of this resolution.



## **Item 6 - Approval of share issue to Mr Samuel Kah Teck Ng**

The Company would like to issue Shares in lieu of a \$50,000 placement fee to Mr Samuel Kah Teck Ng as the trust fund manager in connection with the convertible notes issued by the Company across 27 March 2018 and 7 May 2018, totalling \$1 million.

ASX Listing Rule 7.1 restricts the number of Equity Securities which a listed company may issue in any 12-month period, without the approval of shareholders, to 15% of the number of fully paid ordinary securities on issue at the start of the period, subject to certain adjustments and permitted exceptions.

Therefore, if Shareholders approve the issue of Shares under this resolution, the Company will have the flexibility to issue further Equity Securities up to the 15% limit over the next 12-month period because the issue of Shares to Mr Samuel Kah Teck Ng will not be counted for the purposes of the 15% limit set out in ASX Listing Rule 7.1.

### **Technical information required by ASX Listing Rule 7.3**

The following information is provided to Shareholders to allow them to assess the resolution in Item 6:

- (a) The number of Shares proposed to be allotted and issued: 7,142,857.
- (b) Issue price: The deemed issue price is \$0.007 per Share.
- (c) Terms of Issue: The Shares issued rank equally with all existing Shares on issue.
- (d) Allottees: The Shares will be issued to Mr Samuel Kah Teck Ng in lieu of placement fees for his participation in the Company's \$1 million convertible note issue.
- (e) Intended use of funds: No funds will be raised from the share issue.
- (f) Date of Issue: The Shares will be issued on a single date within 3 months after the date of the meeting.

### **Voting Exclusion Statement**

The Company will disregard any votes cast in favour of the resolution in Item 6 by or on behalf of Mr Samuel Kah Teck Ng or his respective associates.

However, the Company need not disregard any votes cast on this resolution if:

- it is cast as proxy for a person entitled to vote, in accordance with 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.

### **Directors' Recommendation**

The Board unanimously recommends that Shareholders vote in favour of this resolution.

### **Chairman's Voting Intention**

The Chairman of the Meeting intends to vote all available proxies in favour of this resolution.

## **ITEM 7 - Approval of share issue to Ms Jessica Chen**

The Company would like to issue Shares in lieu of a \$50,000 placement fee to Ms Jessica Chen as the trust fund manager in connection with the convertible notes issued by the Company across 27 March 2018 and 7 May 2018, totalling \$1 million.

ASX Listing Rule 7.1 restricts the number of Equity Securities which a listed company may issue in any 12-month period, without the approval of shareholders, to 15% of the number of fully paid ordinary securities on issue at the start of the period, subject to certain adjustments and permitted exceptions.

Therefore, if Shareholders approve the issue of Shares under this resolution, the Company will have the flexibility to issue further Equity Securities up to the 15% limit over the next 12-month period because the issue of Shares to Ms Jessica Chen will not be counted for the purposes of the 15% limit set out in ASX Listing Rule 7.1.

**Technical information required by ASX Listing Rule 7.3**

The following information is provided to Shareholders to allow them to assess the resolution in Item 7:

- (a) The number of Shares proposed to be allotted and issued: 7,142,857
- (b) Issue price: The deemed issue price is \$0.007 per Share.
- (c) Terms of Issue: The Shares issued rank equally with all existing Shares on issue.
- (d) Allottees: The Shares will be issued to Ms Jessica Chen in lieu of placement fees for her participation in the Company's \$1 million convertible note issue.
- (e) Intended use of funds: No funds will be raised from the share issue.
- (f) Date of Issue: The Shares will be issued on a single date within 3 months after the date of the meeting.

**Voting Exclusion Statement**

The Company will disregard any votes cast in favour of the resolution in Item 7 by or on behalf of Ms Jessica Chen or her respective associates.

However, the Company need not disregard any votes cast on this resolution if:

- it is cast as proxy for a person entitled to vote, in accordance with 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.

**Directors' Recommendation**

The Board unanimously recommends that Shareholders vote in favour of this resolution.

**Chairman's Voting Intention**

The Chairman of the Meeting intends to vote all available proxies in favour of this resolution.

## ITEMS 8.1 to 8.3 - Conversion of convertible notes

The Company issued \$1 million worth of convertible notes to certain noteholders listed below in March and May 2018. The relevant convertible note agreement provided that the issue of Shares on conversion of the convertible notes will be subject to Shareholder approval. The Convertible Notes were issued to sophisticated and professional investors as defined in section 708(8) of the Corporations Act and therefore no disclosure document was needed.

### ASX Listing Rules

Under Chapter 7 of the Listing Rules, there are limitations on the capacity of a company to enlarge its capital base by the issue of equity securities in any 12 months period. The limitation is that not more than 15% of its issued capital may be issued in any 12 month period without shareholder approval.

The effect of Resolutions 8.1 to 8.3 will be to allow the Company issue the Shares on conversion of the convertible notes without using the Company's 15% annual placement capacity.

### Technical information required by ASX Listing Rule 7.3

Rule 7.3 of the Listing Rules contains certain requirements as to the contents of a notice sent to Shareholders for the purpose of Rule 7.1 and the following information is included in this Explanatory Note for that purpose:

- (a) The maximum number of shares that may be allotted and issued on conversion of the convertible notes: see table below for each resolution.
- (b) Conversion price: The Conversion Price is \$0.007 ("Conversion Price"). In the event that the noteholder wishes to convert the Convertible Note into Shares, and the VWAP for the 10 Business Days preceding the date of the Conversion Notice is less than the Conversion Price, then there will be an adjustment to the conversion price for the notes such that is based on the VWAP but no lower than \$0.004.
- (c) Terms of Issue: The terms of the convertible notes are outlined in Schedule 4 to this notice. The Shares once issued will rank equally with all existing Shares on issue.
- (d) Allottees: See table below for each resolution. None of them are related parties of the Company.
- (e) Intended use of funds: Working capital.
- (f) Date of issue: The conversion Shares will be issued on a single date within 3 months after the date of this meeting.

Resolution	Noteholder / Allottees	Number of notes (and corresponding Shares)
8.1	Ms Fei Fa Song & Mrs Min Hua Huang <Song's Unit A/C>	7,142,857
8.2	Ms Song Lin and Mrs Min Hua Huang ATF Lin Unit Trust <Lin Unit A/C>	64,285,714
8.3	Ms Yun Cong Ye & Ms Min Hua Huang <Sun's Unit A/C>	71,428,571

If any of the Resolution in Item 8.1, 8.2 or 8.3 is unsuccessful, the convertible notes will be repayable by the Company on the date of maturity or such earlier date as the Company may elect.

### Voting Exclusion Statement for Items 8.1 to 8.3

The Company will disregard any votes cast in favour of each sub-resolution in Item 8 by or on behalf of the relevant noteholder only and its associates. For the avoidance of doubt, the resolutions in Item 8 are treated as 3 separate and independent resolutions and the Company will only disregard votes cast by the entities or people listed on the same row as each sub-resolution.

Resolution	The Company will disregard any votes cast by:
8.1	Ms Fei Fa Song & Mrs Min Hua Huang (Song's Unit A/C) and their associates
8.2	Ms Song Lin and Mrs Min Hua Huang ATF Lin Unit Trust <Lin Unit A/C> and their associates
8.3	Ms Yun Cong Ye & Ms Min Hua Huang <Sun's Unit A/C> and their associates

However, the Company need not disregard any votes cast on this resolution if:

- it is cast as proxy for a person entitled to vote, in accordance with 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.

#### **Directors' Recommendation**

The Board unanimously recommends that Shareholders vote in favour of each Resolution 8.1 to 8.3.

#### **Chairman's Voting Intention**

The Chairman of the Meeting intends to vote all available proxies in favour of these resolutions.

#### **Item 9 - Ratification of prior issue of Shares under Listing Rule 7.1A**

On 5 October 2018, the Company issued 50 million Shares at 0.6 cents per Share to Ms Yun Cong Ye & Ms Min Hua Huang <Sun's Unit A/C> to raise \$300,000 in placement funds (**Sun Placement Shares**).

This resolution seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of the Sun Placement Shares issued pursuant to ASX Listing Rule 7.1A.

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 the approval is valid a number of 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.

ASX Listing Rule 7.4 provides that were a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1A, those securities will from that date be included in variable 'A' in the formula in ASX Listing Rules 7.1 and 7.1A.2 for the purpose of calculating the annual placement capacity of the Company under both ASX Listing Rules 7.1 and 7.1A. By ratifying the issue of the Sun Placement Shares, the Company will retain the flexibility to issue Equity Securities in the future up to the 10% annual placement capacity set out in ASX Listing Rule 7.1A, without the requirement to obtain prior Shareholder approval.

#### **Technical information required by ASX Listing Rule 7.5**

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to Item 9:

- (a) The number of Shares allotted and issued: 50,000,000
- (b) Issue price: 0.6 cents per Share.
- (c) Terms of Issue: The Shares issued rank equally with all existing Shares on issue.
- (d) Allottees: The Shares were issued to Ms Yun Cong Ye & Ms Min Hua Huang <Sun's Unit A/C>.
- (e) Intended use of funds: Working capital.

#### **Voting Exclusion Statement**

The Company will disregard any votes cast in favour of this resolution by or on behalf of Ms Yun Cong Ye & Ms Min Hua Huang <Sun's Unit A/C> or any of their associates. However, the Company need not disregard any votes cast on this resolution if:

- it is cast as proxy for a person entitled to vote, in accordance with 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.

#### **Directors' Recommendation**

The Board unanimously recommends that Shareholders vote in favour of this resolution.

## Chairman's Voting Intention

The Chairman of the Meeting intends to vote all available proxies in favour of this resolution.

## ITEM 10.1 TO 10.3 - Approval for the proposed issue of unlisted options

### Background to Items 10.1 to 10.3

The Company is proposing to issue \$300,000 worth of unlisted options to the sophisticated investors listed below within 3 months from the date of this meeting. The unlisted options may be converted into Shares on the basis of one Share for each unlisted option. The issue of the Shares under items 10.1 to 10.3 is subject to Shareholder approval.

### ASX Listing Rules

Under Chapter 7 of the Listing Rules, there are limitations on the capacity of a company to enlarge its capital base by the issue of equity securities in any 12 months period. The limitation is that not more than 15% of its issued capital may be issued in any 12 month period without shareholder approval.

The effect of Resolutions 10.1 to 10.3 will be to allow the Company issue the Shares on conversion of the convertible notes without using the Company's 15% annual placement capacity.

### Technical information required by ASX Listing Rule 7.3

Rule 7.3 of the Listing Rules contains certain requirements as to the contents of a notice sent to Shareholders for the purpose of Rule 7.1 and the following information is included in this Explanatory Note for that purpose:

- The amount of funds raised by the unlisted options in Items 10.1 to 10.3 will be \$300,000. These funds will be applied for working capital purposes.
- The unlisted options will be issued to sophisticated and professional investors as defined in section 708(8) of the Corporations Act and therefore no disclosure document will be required.
- The relevant proposed option holders and the number of unlisted options that they will be issued are detailed below. None of them are related parties of the Company.

Resolution	Optionholder name	Maximum Number of unlisted options
10.1	Ms Fiona Chen and her associates	25,000,000
10.2	Ms Fei Fa Song & Mrs Min Hua Huang (Song's Unit A/C) and their associates	16,666,667
10.3	Ms Jessica Chen and her associates	8,333,333

- The terms of the unlisted options are for a conversion to ordinary shares on a 1 for 1 basis and \$0.006. The issue term is 28 days from date of issue. The underlying shares issued on conversion will rank equally with all other Shares on issue.
- If any of the Resolution in Item 10.1, 10.2 or 10.3 is unsuccessful, the unlisted options will be repayable by the Company on the date of maturity or such earlier date as the Company may elect.
- The conversion price is 0.6 cents per Share.
- The securities will be issued on a single date within 3 months from the date of this meeting.
- Issue price: the securities will be issued for nil consideration.

### Voting Exclusion Statement for Items 10.1 to 10.3

The Company will disregard any votes cast in favour of each sub-resolution in Item 10 by or on behalf of the relevant option holder only and its associates. For the avoidance of doubt, resolutions in Item 10 are treated as 3 separate and independent resolutions and the Company will only disregard votes cast by the entities or people listed on the same row as each sub-resolution.

Resolution	The Company will disregard any votes cast by:
10.1	Ms Fiona Chen and her associates
10.2	Ms Fei Fa Song & Mrs Min Hua Huang (Song's Unit A/C) and their associates
10.3	Ms Jessica Chen and her associates

However, the Company need not disregard any votes cast on this resolution if:

- it is cast as proxy for a person entitled to vote, in accordance with 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.

#### **Directors' Recommendation**

The Board unanimously recommends that Shareholders vote in favour of each Resolution 10.1 to 10.3.

#### **Chairman's Voting Intention**

The Chairman of the Meeting intends to vote all available proxies in favour of these resolutions.

### **ITEM 11 - Approval for the proposed Share issue to Ms Fiona Chen**

The Company proposes to issue **25,000,000** Shares to Ms Fiona Chen, a professional and sophisticated investor, in lieu of the placement fee for her work and participation in the Company's \$600,000 placement.

These Shares will not be issued unless shareholder approval is obtained. However, if this resolution is not approved, the Company will need to pay a placement fee in cash to Ms Fiona Chen, which will reduce the availability of funds for Company's working capital.

#### **Technical information required by ASX Listing Rule 7.3**

The following information is provided to Shareholders to allow them to assess the resolution in Item 11, including for the purposes of ASX Listing Rule 7.3:

- The maximum number of Shares to be allotted and issued: 25,000,000.
- Issue price: 0.6 cents per Share.
- Terms of Issue: The Shares issued rank equally with all existing Shares on issue.
- Allottees: The Shares will be issued to a Ms Fiona Chen.
- Intended use of funds: No funds will be raised from this share issue.
- The Shares will be issued on a single date within 3 months from the date of this meeting.

#### **Voting Exclusion Statement**

The Company will disregard any votes cast in favour of the resolution in Item 11 by or on behalf of Ms Fiona Chen or her respective associates.

However, the Company need not disregard any votes cast on this resolution if:

- it is cast as proxy for a person entitled to vote, in accordance with 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.

#### **Directors' Recommendation**

The Board unanimously recommends that Shareholders vote in favour of this resolution.

#### **Chairman's Voting Intention**

The Chairman of the Meeting intends to vote all available proxies in favour of this resolution.

## ITEM 12 - Approval for the proposed Share issue to Min Hua Huang

As announced on 18 September 2018 and 3 October 2018, the Company has signed a binding Memorandum of Understanding (**MOU**) with China's Winning Group Holdings Limited (**Winning Group**) to distribute and expand WeChat Pay services in South-East Asian markets (**WeChat Opportunity**).

The Company proposes to issue Shares (described below) to Min Hua Huang (**Huang**), a sophisticated investor, in lieu of commission for the introduction of the WeChat Opportunity.

The maximum number of Shares to be issued to Huang is detailed in the table below.

Tranche	Event & Date of Issue	Max No.	Share price
1	Signing of the MOU on 14 September 2018	5,000,000	0.6 cents per Share
2	If the MOU continues to be valid and existing at 3 months from its signing date (i.e. 14 January 2019), then Shares will be issued by 31 January 2019.*	10,000,000	5 day VWAP
3	Potential future issuance if certain Revenue Target is reached (see the 2 paragraphs immediately below)	N/A - see 2 paragraphs below.	

\*As announced by the Company on 22 October 2018, the MOU is now unconditional so unless the MOU is terminated by 14 January 2019, this second tranche share issue will likely occur subject to shareholder approval.

Further, if the MOU continues to be valid and existing at 12 months from its signing date and the parties to the MOU reach the revenue target of \$1.35 million for 2019 (forecasted based on present assumptions of sales and fees from partnership) (**Revenue Target**), then Huang will receive an additional 20 million Shares in lieu of commission fee. If the final revenue reached is between 75% and 100% of the Revenue Target, then only a proportion of the 20 million Shares will be issued where 75% is zero and 100% (or over) is 100%. So, if the final revenue reached is 87.5% of the Revenue Target, then 50% of the 20 million Shares will be issued (i.e. 10 million Shares). This potential Share issue is not included as a resolution in this NOM, as no Shares will be issued within 3 months from the date of this meeting as required by Listing Rule 7.3.2. Separate shareholder approvals will be sought at the relevant time in the future.

The Shares will only be issued if approved by Shareholders. However, if this resolution is not approved, the Company will need to pay a commission fee of \$30,000 and up to \$90,000 (if the Revenue Target is met) to Huang, which will reduce the availability of funds for Company's working capital.

### Technical information required by ASX Listing Rule 7.3

The following information is provided to Shareholders to allow them to assess the resolution in Item 12, including for the purposes of ASX Listing Rule 7.3:

- (a) The number of Shares to be allotted and issued: 15,000,000.
- (b) Issue price: 0.6 cents per Share for the Tranche 1 Shares (5 million Shares) and 5 day VWAP for Tranche 2 Shares (10 million Shares).
- (c) Terms of Issue: The Shares issued rank equally with all existing Shares on issue.
- (d) Allottees: The Shares will be issued to Min Hua Huang.
- (e) Intended use of funds: No funds will be raised from this share issue.
- (f) Date of Issue: see table above and in any event a single date no later than 3 months after the date of the meeting.

### Voting Exclusion Statement

The Company will disregard any votes cast in favour of the resolution in Item 12 by or on behalf of Min Hua Huang or Huang's respective associates.

However, the Company need not disregard any votes cast on this resolution if:

- it is cast as proxy for a person entitled to vote, in accordance with 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.

**Directors' Recommendation**

The Board unanimously recommends that Shareholders vote in favour of this resolution.

**Chairman's Voting Intention**

The Chairman of the Meeting intends to vote all available proxies in favour of this resolution.



## GLOSSARY

**A\$ or \$** means Australian Dollars.

**AEDT** means Australian Eastern Daylight Time as observed in Sydney, Australia.

**ASX** means ASX Limited ACN 008 624 691.

**ASX Listing Rules** means the Listing Rules of the ASX.

**Board** means the current board of directors of the Company.

**Closely Related Party** has the meaning as defined in section 9 of the Corporations Act.

**Company** means Invigor Group Limited (ACN 081 368 274).

**Constitution** means the Company's constitution.

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

**Directors** means the current directors of the Company.

**Explanatory Notes** means the Explanatory Notes accompanying the Notice.

**General Meeting** or **Meeting** means the meeting convened by the Notice.

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

**Key Management Personnel** (or **KMP**) has the meaning as defined in section 9 of the Corporations Act.

**Notice** or **Notice of Meeting** or **Notice of General Meeting** means this notice of general meaning and the explanatory notes accompanying the Notice and the Proxy Form.

**Option** means an option to acquire a Share.

**Meeting** means the general meeting of the Company to be held at Invigor Group Limited, Level 16, 56 Pitt Street, Sydney NSW 2000, to which this Notice relates.

**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.

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

**Shareholder** means a holder of a Share.

## Schedule 1 - Effect on Capital

Ref	Noteholder name	No. of Shares on issue as at the date of this NOM	Voting power as at the date of this NOM%	No. of Shares issued on conversion*	Total No. of Shares held by Parties	Voting Power upon the issue of Shares on conversion of convertible notes%
2.1	Raus Capital Fund Limited	52,137,860	3.49	12,500,000	177,137,860	7.18
2.2	Marcel Equity Pty Ltd, RJL Investments Pty Ltd, and Associated Parties	72,741,755	4.87	331,860,021	404,601,776	16.40
2.3	H Investments International Pty Ltd (ATF H Investments Trust) and Associated Parties	72,907,302	4.95	75,000,000	148,907,302	6.04
2.4	Ms Ze Pei Lu & Mr Fei Liu Z Lu & F Liu Superfund A/C	1,428,971	0.10	12,500,000	13,928,571	0.56
2.5	Brian Louis Cohen	0	0	87,500,000	87,500,000	3.55
2.6	Pancho (NSW) Pty Limited ATF Gavsol Superannuation Fund	0	0	7,500,000	7,500,000	0.30

\* Assumes conversion price of 0.4 cents per Share, and includes interest accrued, where applicable.

## **Schedule 2 - Terms of the employee incentive options**

The terms and conditions of the 2014 Plan are summarised below.

### ***Eligibility***

Under the 2014 Plan, the Board may offer Options to employees, officers, consultants and directors of the Company or a Related Body Corporate of the Company, which the Board determines, should be entitled to participate in the 2014 Plan ("Eligible Participants").

### ***Grant of Options***

Options will be granted to Eligible Participants for free unless the Board determines otherwise. The Company will not apply for ASX quotation of any Options issued under the 2014 Plan.

### ***Exercise Price***

The exercise price per Share for an Option will be determined by the Board and specified by the Board at the time of offering the Options to Eligible Participants (and will be subject to adjustment in accordance with the ASX Listing Rules unless otherwise determined by the Board). The exercise price per Share for an Option may be nil.

### ***Exercise Period***

Options will be exercisable during the Option exercise period specified by the Board at the time of offering the Options to Eligible Participants.

### ***Vesting***

Options will only vest upon satisfaction of any vesting conditions specified by the Board at the time of offering the Options to Eligible Participants. The Board may determine that there are vesting conditions related to the Eligible Participant completing a required period of service and also vesting conditions related to performance targets being met.

### ***Exercise of Options***

Subject to the satisfaction of any applicable vesting or exercise conditions, Options are exercisable during the specified Option exercise period by giving notice of the exercise to the Company and by paying the exercise price (if any) for the Options exercised.

### ***Issue of Shares upon exercise of options***

Exercised Options will entitle the holder to subscribe for the number of Shares set out in the Option (subject to adjustment in accordance with the ASX Listing Rules unless otherwise determined by the Board). The Shares issued upon exercise of the Options will rank equally and carry the same rights and entitlements as other Shares on issue, except for entitlements which had a record date before the date of issue of that Share.

### ***New issues of Securities***

An option holder will not be entitled to participate in new issues of Shares or other securities made by the Company to holders of its Shares, unless the Options are exercised and the respective Shares are issued before the record date for determining entitlements to the new issue.

### ***Adjustments to Options***

Options will be subject to adjustment under ASX Listing Rules 6.22.2, 6.22.3 and 7.22 unless otherwise determined by the Board. ASX Listing Rule 6.16 also states that the Company must allow the rights of an optionholder to be changed to comply with the listing rules applying to a reorganisation of capital at the time of the reorganisation.

### ***Acceleration of Exercise***

If a takeover bid is made to acquire all of the issued Shares of the Company, or a notice of meeting to approve a scheme of arrangement under section 411 of the Corporations Act 2001 is issued by the Company, a selective capital reduction or other transaction is initiated which has a similar effect to a full takeover bid for Shares ("Bid") and the Bid is accepted by holders of at least 50% of the Shares on issue, each Option holder is entitled to exercise all or any part of their Options notwithstanding the Option exercise period has not commenced or applicable vesting or exercise conditions have not been satisfied.

***Lapse of Options***

Subject to certain limited exceptions, the Options will lapse on the earlier of:

- the expiry of the relevant Option exercise period;
- the Option holder ceasing to be an "Eligible Participant";
- 10 Business Days after a Bid as defined above occurring; and
- the liquidation of the Company,

unless otherwise determined by the Board.

***Restrictions on Hedging***

An option holder will be restricted from entering into or procuring another person from entering into any scheme, arrangement, or transaction that protects the value of an Option or Shares which will be issued on exercise of an Option.

## Schedule 3 - Pricing methodology and assumptions for employee incentive options

### Fair value Calculation using Black-Scholes Model

Valuation date = 5 October 2018

Share Price = \$0.007

Exercise price = \$0.01

Expiry = 5 years

Interest Rate % = 1.50% (RBA cash rate)

Share valuation = \$0.006

**OptionsCalc**

Model: Black-Scholes

Stock Price: 0.007

Exercise Price: 0.01

Value Date: 10/05/2018

Early-Exercise Date: 10/05/2021

Expiration Date: 10/05/2023 (5.00 years)

Volatility (%): 137.06

Interest Rate (%): 1.50

Dividend Method: Continuous

Yield Rate (%): 0.00

**Call**

Theoretical Value: 0.0060

Delta: 0.9252

Delta 100's: 92.5197

Lambda (%): 1.0807

Gamma: 6.5832

Gamma (1%): 0.0005

Theta: 0.0000

Theta (7 days): 0.0000

Vega: 0.0000

Rho: 0.0000

Psi: -0.0003

Strike Sensitivity: -0.0483

Intrinsic Value: 0.0000

Time Value: 0.0060

Zero Volatility: 0.0000

**Put**

Theoretical Value: 0.0083

Delta: -0.0748

Delta 100's: -7.4803

Lambda (%): -0.0633

Gamma: 6.5832

Gamma (1%): 0.0005

Theta: 0.0000

Theta (7 days): 0.0000

Vega: 0.0000

Rho: -0.0004

Psi: 0.0000

Strike Sensitivity: 0.8794

Intrinsic Value: 0.0030

Time Value: 0.0053

Zero Volatility: 0.0023

Market Option Price: 20.04

Implied Volatility (%): No Solution

Buttons: Calculate, Default, Reset, Print, Close

### Volatility Calculation

The share price volatility for the previous 5 years were calculated at 0.5 year intervals. The highest average Volatility % was applied in the Black-Scholes Model.

Historical volatilities up to the valuation date at 4 Oct 2018

No. of years before	Volatility		
4-Oct-18	Daily	Weekly Average	
5.0 yrs	106.29%	103.42%	104.85%
4.5 yrs	103.79%	100.88%	102.33%
4.0 yrs	102.45%	97.40%	99.93%
3.5 yrs	105.00%	100.13%	102.57%
3.0 yrs	109.89%	104.34%	107.11%

<b>2.5 yrs</b>	<b>113.90%</b>	<b>109.27%</b>	<b>111.58%</b>
<b>2.0 yrs</b>	<b>120.89%</b>	<b>116.45%</b>	<b>118.67%</b>
<b>1.5 yrs</b>	<b>126.29%</b>	<b>122.84%</b>	<b>124.56%</b>
<b>1.0 yrs</b>	<b>134.86%</b>	<b>139.26%</b>	<b>137.06%</b>

#### Schedule 4 - Terms of the \$1 M convertible notes

<b>Principal Amount</b>	A\$0.007 for each Convertible Note (such that the aggregate Subscription Amount received by the Company will be up to A\$1,000,000 for the issue of 142,857,142 Convertible Notes).
<b>Term</b>	From 27 March 2018 until 7 May 2019, unless extended by the parties.
<b>Ranking</b>	Unsecured.
<b>Interest</b>	<ul style="list-style-type: none"> <li>• 10.0 percent per annum on the principal amount outstanding for each Convertible Note.</li> <li>• Interest will accrue on a daily basis and be payable quarterly in arrears until converted (other than the first interest period which commences on the note issue date and ends on the earlier of 31 March, 30 June, 30 September and 31 December).</li> </ul>
<b>Conversion</b>	<ul style="list-style-type: none"> <li>• Convertible Notes may be converted into Shares on the basis of one share for each Convertible Note (subject to any adjustment in accordance with the terms and conditions of the Convertible Notes).</li> <li>• The Conversion Price is \$0.007 ("<b>Conversion Price</b>"). In the event that the noteholder wishes to convert the Convertible Note into Shares, and the VWAP for the 10 Business Days preceding the date of the Conversion Notice is less than the Conversion Price, then there will be an adjustment to the conversion price for the notes such that is based on the VWAP but no lower than \$0.004.</li> <li>• There are no condition precedents required for conversion of the Convertible Notes.</li> <li>• The conversion of the notes to Shares is subject to shareholder approval (which is the subject of the Resolutions in 8.1 to 8.3).</li> </ul>
<b>Redemption</b>	On the maturity date or if the noteholder gives a notice requiring redemption after the occurrence of a defined 'event of default' unless previously converted, by paying the holder the Principal Amount of the Convertible Note.
<b>Other</b>	Any transfer of the Convertible Note requires the prior written approval of the Company. The Convertible Notes rank pari passu with all other convertible notes on issue by the Company.



#### 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](http://www.boardroomlimited.com.au)

☎ By Phone: (within Australia) 1300 737 760  
(outside Australia) +61 2 9290 9600

#### 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.

## YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 9:00am (AEDT) on Tuesday 27 November 2018.**

### 🖨 TO VOTE ONLINE

- STEP 1: VISIT <https://www.votingonline.com.au/invigorgm2018>
- 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 **9:00am (AEDT) on Tuesday 27 November 2018.** 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 <https://www.votingonline.com.au/invigorgm2018>
- 📠 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.



## PROXY FORM

### STEP 1 APPOINT A PROXY

I/We being a member/s of **Invigor Group Limited** (Company) 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 General Meeting of the Company to be held at **Invigor Group Limited, Level 16, 56 Pitt Street, Sydney NSW 2000 on Thursday, 29 November 2018 at 9:00am (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 Resolutions 3, 4 and 5, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of these Resolutions even though Resolutions 3, 4 and 5 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 3, 4 and 5). 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*
Res 1	Ratification of prior issue of Shares to professional and sophisticated investors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 7	Share issue to Ms Jessica Chen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 2.1	Change in conversion price of convertible notes held by Raus Capital Fund Limited	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 8.1	Conversion of 7,142,857 convertible notes into shares for Ms Fei Fa Song & Mrs Min Hua Huang (Song's Unit A/C)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 2.2	Change in conversion price of convertible notes held by Marcel Equity Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 8.2	Conversion of 64,285,714 convertible notes into shares for Ms Song Lin and Mrs Min Hua Huang ATF Lin Unit Trust <Lin Unit A/C>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 2.3	Change in conversion price of convertible notes held by H Investments International Pty Ltd (ATF H Investments Trust)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 8.3	Conversion of 71,428,571 convertible notes into shares for Ms Yun Cong Ye & Ms Min Hua Huang <Sun's Unit A/C>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 2.4	Change in conversion price of convertible notes held by Ms Ze Pei Lu & Mr Fei Liu Z Lu & F Liu Superfund A/C	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 9	Ratification of prior issues under Listing Rule 7.1A	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 2.5	Change in conversion price of convertible notes held by Brian Louis Cohen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 10.1	Issue of 25 million unlisted options to Ms Fiona Chen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 2.6	Change in conversion price of convertible notes held by Pancho (NSW) Pty Limited ATF Gavsol Superannuation Fund	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 10.2	Issue of 16,666,667 unlisted options to Ms Fei Fa Song & Mrs Min Hua Huang (Song's Unit A/C)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 3	Issue of Options to Gary Cohen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 10.3	Issue of 8,333,333 unlisted options to Ms Jessica Chen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 4	Issue of Options to Gregory Cohen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 11	Approval for Share issue to Ms Fiona Chen in lieu of placement fee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 5	Issue of Options to Claire Mula	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Res 12	Approval for Share issue to Min Hua Huang in lieu of commission for the introduction of the WeChat business opportunity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Res 6	Share issue to Mr Samuel Kah Tech Ng	<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 / / 2018