

Lodge your vote:



By Mail:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

CDI Voting Instruction Form



For your vote to be effective it must be received by 7:00pm (Australian Eastern Daylight Time) on Wednesday, 12 December 2018.

How to Vote on Items of Business

Each CHESS Depositary Interest (CDI) is equivalent to one share of Company Common Stock, so that every 1 (one) CDI that you own at 16 December 2018 entitles you to one vote.

You can vote by completing, signing and returning your CDI Voting Instruction Form. This form gives your voting instructions to CHESS Depositary Nominees Pty Ltd, which will vote the underlying shares on your behalf. You need to return the form no later than the time and date shown above to give CHESS Depositary Nominees Pty Ltd enough time to tabulate all CHESS Depositary Interest votes and to vote on the underlying shares.

Signing Instructions

Individual: Where the holding is in one name, the securityholder must sign.

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

Power of Attorney: If you have not already lodged the Power of Attorney with the Australian registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Only duly authorised officer/s can sign on behalf of a company. Please sign in the boxes provided, which state the office held by the signatory, ie Sole Director, Sole Company Secretary or Director and Company Secretary. Delete titles as applicable.

Comments & Questions: If you have any comments or questions for the Company, please submit them in writing by no later than 2:00pm (Hong Kong Time) on Sunday, 16 December 2018 to Mr Joshua Theunissen, Australian Company Secretary, by email to Joshua.Theunissen@astronlimited.com.

Turn over to complete the form →



View your securityholder information, 24 hours a day, 7 days a week:

www.investorcentre.com



Review your securityholding



Update your securityholding

Your secure access information is:



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.



Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

CDI Voting Instruction Form

Please mark ☒ to indicate your directions

STEP 1 CHES Depositary Nominees will vote as directed

Voting Instructions to CHES Depositary Nominees Pty Ltd

I/We being a holder of CHES Depositary Interests of Astron Corporation Limited hereby direct CHES Depositary Nominees Pty Ltd to vote the shares underlying my/our holding at the Annual General Meeting of Astron Corporation Limited to be held at 25th Floor, Wing On Centre, 111 Connaught Road Central, Hong Kong on 18 December 2018 commencing at 10:30 (Hong Kong time) and at any adjournment of that meeting.

By execution of this CDI Voting Form the undersigned hereby authorises CHES Depositary Nominees Pty Ltd to appoint such proxies or their substitutes to vote in their discretion on such business as may properly come before the meeting.

STEP 2 Items of Business

PLEASE NOTE: If you mark the Abstain box for an item, you are directing CHES Depositary Nominees Pty Ltd or their appointed proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

ORDINARY BUSINESS

	For	Against	Abstain
1 Re-election of Madame Kang Rong as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-appointment of BDO Limited as auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

SPECIAL BUSINESS

3 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Issue of up to 15% of the Company's securities in the next 12 months	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Special resolution for adoption of a new Constitution of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact
Name

Contact
Daytime
Telephone

Date / /

21 November 2018

Dear Shareholder

2018 Annual General Meeting

I have pleasure in inviting you to attend the seventh Annual General Meeting of Astron Corporation Limited (the **Company**) and have enclosed the Notice of Meeting and Explanatory Memorandum setting out the items of business. The meeting will be held at 25th Floor, Wing On Centre, 111 Connaught Road Central, Hong Kong on 18 December 2018 commencing at 10:30 AM (Hong Kong time).

There are a number of ways in which you may vote at the Annual General Meeting, depending on whether you hold Shares in the Company or CDIs.

If you hold Shares, you may attend and vote at the Annual General Meeting in person or by your authorised corporate representative or appoint someone as your proxy to attend and vote at the meeting on your behalf.

If you hold CDIs you may instruct CHESS Depository Nominees Pty Ltd (**CDN**) as the legal holder of Shares in the Company underlying the CDIs how you wish to vote by way of completing the enclosed Voting Instruction Form.

Alternatively, you may convert your holding in CDIs to a holding of Shares and vote these at the Annual General Meeting. You must ensure the conversion is completed before the record date for the Annual General Meeting. If you do so, if you subsequently wish to sell your Shares on ASX, the Shares must first be converted back to CDIs.

If you are attending this Annual General Meeting (in Hong Kong), please bring this letter with you to facilitate your registration.

If you are unable to attend the meeting, you are encouraged to complete the enclosed Voting Instruction Form. If you are a CDI holder and you wish to direct CDN how to vote in respect of your CDIs you should read, complete, date and sign the accompanying CDI Voting Instruction Form. The Voting Instruction Form should be returned in the envelope provided or sent or faxed to the Company's share registrar, Computershare Investor Services Pty Limited at GPO Box 242 Melbourne, Victoria 3001 Australia, on 1800 783 447 (within Australia) / +61 3 9473 2555 so that it is received by 7:00pm (Australian Eastern Daylight Time) on 12 December 2018.

Alternatively, if you are a shareholder and wish to vote by proxy, a proxy form (and any power of attorney or other authority under which it is signed, or a certified copy of it) must be deposited with Computershare Hong Kong Investor Services Ltd at Hopewell Centre, 17M Floor, 183 Queen's Road East, Wan Chai, Hong Kong so that it is received by 10:30 AM (Hong Kong Time) on 16 December 2018.

Corporate shareholders will be required to complete a "Certificate of Appointment of Representative" to enable a person to attend on their behalf. A form of this certificate may be obtained from the Company's share registrar.

As the Annual General Meeting is being held in Hong Kong, if any shareholder or any holder of CDIs wishes to submit a question to the Company, you are invited to submit your question in writing by no later than 2:00pm (Hong Kong Time) on 16 December 2018 to Mr Joshua Theunissen, Australian Company Secretary, by email to Joshua.Theunissen@astronlimited.com.

I look forward to your attendance at the meeting.

Gerard King
Chairman

Notice of Annual General Meeting

Astron Corporation Limited

The Annual General Meeting of the shareholders of Astron Corporation Limited will be held at 25th Floor, Wing On Centre, 111 Connaught Road Central, Hong Kong on 18 December 2018 commencing at 10:30 AM (Hong Kong Time).

The Explanatory Memorandum accompanies and forms part of this Notice of the Annual General Meeting. The Explanatory Memorandum provides additional information on matters to be considered at the Annual General Meeting and should be read in its entirety.

ORDINARY BUSINESS

Directors' Report and Financial Report

To receive and consider the Directors' Report and Financial Report for the year ended 30 June 2018 and the Independent Auditor's Report on the consolidated financial report and the financial statements of Astron Corporation Limited signed by BDO Limited as a CPA in Hong Kong.

No resolution required.

The Directors propose that the following resolutions, with or without modification, be passed:

Resolutions 1 - Re-election of Directors

"That Madame Kang Rong, who retires in accordance with the provisions of the Articles of Association and being eligible, and offering herself for re-election."

Resolution 2 - Re-appointment of auditor

"That BDO Limited the retiring auditor, being eligible and offering itself for re-appointment, be and is hereby re-appointed as the statutory auditor of the Company to hold office until the conclusion of the next Annual General Meeting at a fee to be agreed with the Directors."

SPECIAL BUSINESS

The Directors propose that the following resolutions, with or without modification, be passed:

Resolution 3 - Remuneration Report

"That the remuneration report as set out in the Financial Report for the year ended 30 June 2018 be adopted."

See note 6 regarding the Non Binding Advisory Vote

Voting Exclusions

The Company will disregard any votes cast on Resolution 3 by any member of the key management personnel or any closely related party of such a member, except where any vote is cast by a member of the key management personnel or a closely related party as nominee or proxy for a person who is entitled to vote, in accordance with directions on the Voting Instruction Form or any proxy form.

Resolution 4 – Issue of up to 15% of the Company’s securities in the next 12 months

“That the Company be authorised to issue up to 15% of its Share capital (calculated in the same manner as under ASX listing rule 7.1) in the period between the date of this meeting and the Company’s next annual general meeting (or the end of the period during which the Company’s next annual general meeting is required to be held, whichever is the earlier), to any person or persons as determined by the Board of Directors.”

See note 7 for an explanation of the proposed issue of up to 15% of the Company’s securities in the next 12 months

Resolution 5 - Special resolution for adoption of a new Constitution of the Company

Propose as a special resolution:

“That the new Constitution tabled at the annual general meeting, and signed by the Chairman of the meeting for the purposes of identification, be approved and adopted as the Constitution of the Company, in place of the current Constitution (which is repealed in full), with effect from the close of the meeting or any adjournment of it”.

Dated this 21st day of November 2018

Gerard King
Chairman

EXPLANATORY MEMORANDUM AND NOTES ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

This Explanatory Memorandum has been prepared for the information of shareholders of Astron Corporation Limited (the **Company**) in connection with the business to be conducted at the Annual General Meeting of the shareholders of the Company to be held at 10:30 AM (Hong Kong Time) on 18 December 2018 at 25th Floor, Wing On Centre, 111 Connaught Road Central, Hong Kong.

The information is important. You should read the information relating to the meeting carefully and, if necessary, seek your own independent advice.

1. Voting entitlements

The Board has determined that a shareholder's voting entitlement at the Annual General Meeting will be taken to be the entitlement of that person shown in the register of members as at 16 December 2018 (Hong Kong Time).

2. Voting process for CDI holders

Computershare Investor Services Pty Limited ("Computershare AU"), on behalf of CDN, will mail CDI holders a CDI Voting Instruction Form along with this Notice of Meeting and Explanatory Memorandum and the other proxy solicitation materials. By completing, signing and returning the CDI Voting Instruction Form, CDI holders may instruct CDN to vote on their behalf in accordance with their written directions. Where a CDI holder executes the CDI Voting Instruction Form under a power of attorney, the power of attorney or other authority under which it is signed, or a certified copy of it, must be provided with the CDI Voting Instruction Form.

Computershare AU has agreed to collect and process Voting Instruction Forms from CDI holders. Computershare AU must receive your CDI Voting Instruction Form, completed and returned in accordance with the instructions provided on the form, by 7:00pm (Australian Eastern Daylight Time) on 12 December 2018. This will give CDN enough time to tabulate all voting instructions provided by holders of CDIs and to vote the shares underlying the CDIs.

If a CDI holder completes and returns a CDI Voting Instruction Form, such CDI holder may revoke those directions by delivering to Computershare AU, no later than 7:00pm (Australian Eastern Daylight Time) on 12 December 2018, a written notice of revocation bearing a later date than the CDI Voting Instruction Form previously sent.

Alternatively, you may convert your holding of CDIs to a holding of Shares and vote these at the Annual General Meeting. You must ensure the conversion is completed before 15 December 2018.

3. Voting process for holders of Shares in the Company

Holders of Shares in the Company may attend and vote at the Annual General Meeting or appoint someone as a proxy to attend and vote at the meeting on their behalf by completing and returning a proxy form. A proxy need not be a shareholder of the Company. A proxy may vote on a show of hands but a person holding a proxy for more than one member has only one vote. If a shareholder is entitled to cast two or more votes they may appoint two proxies and may specify the number of share(s) each proxy is appointed to exercise. The proxy form must be deposited with Computershare Hong Kong Investor Services Ltd at Hopewell Centre, 17M Floor, 183 Queen's Road East, Wan Chai, Hong Kong so that it is received by 10:30 AM (Hong Kong Time) on 16 December 2018.

4. Re-election of directors

Under the Articles of Association, one third of the Board of Directors (excluding the Managing Director) need to retire and offer themselves for re-election by the shareholders at the next annual general meeting. If the number of directors (excluding the Managing Director) is not a multiple of 3, then the number closest to one third must retire, having regard to the directors that have been in office for the longest.

Accordingly, Madame Kang Rong is retiring and offering herself for re-election as a director of the Company at this annual general meeting.

5. Re-appointment of BDO Limited as auditor

BDO Limited has been appointed as the statutory auditor in Hong Kong. Resolution 2 is submitted to the annual general meeting of the Company to re-appoint BDO Limited as the statutory auditors of the Company in Hong Kong, to hold office until the conclusion of the next Annual General Meeting at a fee to be agreed with the Directors.

6. Adoption of the Remuneration Report

Shareholders are being invited to vote on the question of whether the Remuneration Report as contained in the Annual Report for the year ended 30 June 2018 is to be adopted.

Shareholders should note that Resolution 3 is not required by either the Company's Articles of Association or the laws under which the Company is incorporated, however for good corporate governance the Company wishes to put this resolution to shareholders. This resolution is advisory only and does not bind the Directors or the Company.

Following consideration of the Remuneration Report, the Chair will provide shareholders a reasonable opportunity to ask questions about, or make comments on the Remuneration Report.

7. Issue of up to 15% of the Company's securities in the next 12 months

Under the Hong Kong Companies Ordinance, the directors of the Company cannot allot Shares in the Company without the prior approval of shareholders in general meeting (except where such Shares are issued to its founding members or all members on a pro rata basis). The approval granted by the Company in general meeting in respect of the issue of Shares may be for any period up until the conclusion of the next annual general meeting (or when the next annual general meeting is required to be held, whichever is the earlier).

Under ASX Listing Rule 7.1, the Company would be able to issue up to 15% of its Share capital in any 12 month period without shareholder approval if it were not subject to the Hong Kong Companies Ordinance. To give the Company flexibility for any issue of Shares in the next 12 months (in a manner consistent with the ASX Listing Rules), the Company is seeking approval to issue up to 15% of its Share capital in the period between the date of this meeting and the Company's next annual general meeting (or the end of the period during which the Company's next annual general meeting is required to be held, whichever is the earlier). The Company has not currently identified any specific purpose for which the Shares would be issued, or the parties to whom the Shares would be issued, however approving Resolution 4 would give the Company the ability to issue up to 15% of its Share capital in the next 12 month period without convening a separate meeting of shareholders. If the Company wishes to issue more than 15% of its Share capital, a separate meeting of shareholders will be convened.

8. Adoption of a new Constitution

The Hong Kong Companies Ordinance was changed in 2014 to modernise the company law, enhance corporate governance and ensure better regulation. This has included removing the concept of par value of shares and the requirement for a company to have a Memorandum of Association.

A full copy of the proposed new Constitution is available on request by email to Mr Joshua Theunissen, Australian Company Secretary, Joshua.Theunissen@astronlimited.com, or is available at the Company's website at:

<http://www.astronlimited.com.au/getattachment/about/GOVERNANCE/ATR-Articles-of-Association-DRAFT.pdf.aspx>.

While there are transitional provisions in the Companies Ordinance to deal with constituent documents under the previous law and there is no necessity to adopt a new Constitution, the Company has taken this opportunity to update its Constitution. The Company has adopted the model articles for a public company, and included the mandatory provisions under the ASX listing rules.

A summary of the differences from the current Constitution are as follows:

1. Articles 7.4 to 7.6: The procedure for giving notice of directors' meeting is set out in greater detail.
2. Article 8: Participation in directors' meetings is given greater flexibility including technology neutral participation (rather than previously referring to meeting by telephone conferences).
3. Article 10: Meeting if total number of directors less than quorum sets out the procedure to appoint more directors to make a quorum.
4. Articles 11.3 and 11.4: Chairing directors' meetings now also refers to a deputy chairperson for meetings, and the ability of the directors to terminate the appointment of a chairperson or deputy chairperson.
5. Article 14: Voting by alternate directors at directors' meetings is clarified that the vote as an alternative director is for each appointor nominating an alternative director.
6. Articles 19.1(c) and 19.1(d): Validity of acts of meeting of directors expanded to include directors ceasing to hold office not being entitled to vote on a matter.
7. Article 20: Record of decisions to be kept (at least 10 years from the date of the decision taken by the directors), previously no time limit was specified.
8. Article 21: Directors' discretion to make further rules regarding how they make decisions and record and communicate those rules.
9. Articles 23.9 to 23.12: Retirement of directors by rotation now deals with not filling a vacancy if it is resolved to not do so, or the resolution fails, and the ability of the company to increase or reduce the number of directors to retire from office.
10. Articles 27.1(a)(iii) and 27.1(b): Directors' expenses have been expanded to include attending meeting of classes of members of debenture holders and the exercise of other duties for the Company.
11. Articles 28.4 to 28.6: Contents of notice for appointment or removal of an alternate director by alternate's appointor have been set out in more detail, including requirements for identity and authentication.
12. Article 29.4 to 29.6: Rights and responsibilities of alternate directors are clarified so that in counting a quorum, the alternative director is not counted separately and there is no entitlement to remuneration unless some of the appointor's remuneration is paid to the alternative director.
13. Article 30: Termination of alternate directorship is set out in greater detail.
14. Article 33: The right to an indemnity (including indemnity of officers) has been expanded and clarified.
15. Articles 37.4(d) to (g), 37.5 & 37.6(b): Notice of general meetings has been set out in greater detail, including the requirement to state that a meeting is an AGM and the right to appoint a proxy.
16. Article 38.1(b): Persons entitled to receive notice of general meeting has been clarified to include each director.
17. Article 40: Attendance and speaking at general meeting have been expanded, including making any arrangements allowing attendance and speaking at a meeting (in a technology neutral fashion).
18. Article 42.4: Chairing general meetings has been expanded to include a person appointed as proxy being entitled to be elected as chair.
19. Article 43: Attendance and speaking by non-members has been expanded to permit the chairperson of a general meeting to allow any other person to attend and speak even if that person is not a member.
20. Article 44.3(b): The right for adjournment has been expanded to include permitting adjournment for the safety of any person.

21. Article 44.7: Adjournment for more than 30 days has been included in which case a new notice of meeting must be given.
22. Article 47.1(a): Demanding a poll is now permitted in advance of a general meeting.
23. Article 48.2: Number of votes that a member has is clarified to state that if more than one proxy is appointed, only the first appointed proxy may vote on a show of hands.
24. Articles 51.1, 51.3 to 51.5: Content of proxy notices has been expanded to specify greater details required in proxy forms.
25. Article 52: Execution of appointment of proxy on behalf of member appointing the proxy has been expanded so that it may be required to be authenticated by written evidence.
26. Article 53.1: Time of the deposit of instrument of proxy is specified to be 48 hours before the meeting, or for a poll taken more than 48 hours after it is demanded, at least 24 hours before the time for taking the poll.
27. Articles 53.2 and 54.3: Delivery of proxy notice and notice revoking appointment of proxy must be made by the same time as the time and date the proxy is due.
28. Article 54: Effect of member's voting in person on proxy's authority so that the shareholder attending a meeting is taken to revoke a proxy, and that the member may attend, speak or vote even if a proxy has been given.
29. Article 55.2: Time of notice in writing of the death, mental incapacity, revocation or transfer to be received by the Company is the same as the time for receipt of a proxy.
30. Article 56: Amendments to proposed resolutions permitted in the case of ordinary resolutions if it does not alter the scope of a resolution, and in the case of special resolutions if it is merely correcting grammatical or non-substantive errors.
31. Article 58: Class meetings are to be dealt with in the same way as general meetings, with necessary modifications.
32. Article 59.3: Powers to determine the terms attaching to different classes of shares is given to the directors.
33. Articles 60.2(b) and 60.2(c): Payment of commissions on subscription for shares is permitted provided it is disclosed in any notice offering the shares.
34. Article 64: Consolidated share certificates can be requested by a member, provided the individual share certificates are returned for consolidation.
35. Article 65.2(a) and 65.2(b): The process for replacement share certificates is set out in greater detail, including any indemnity for lost or damaged share certificates.
36. Articles 67.6 and 67.7: The process for the enforcement of company's lien over any partly paid share is set out in greater detail.
37. Articles 75.1, 75.2(a) and 75.2(e): Effect of forfeiture of any partly paid share is set out in greater detail.
38. Articles 76.2(b), 76.5 and 76.6: Procedure following forfeiture of any partly paid share is set out in greater detail.
39. Article 77: The procedure for the surrender of partly paid shares is set out in greater detail.
40. Articles 78.2 and 78.3: The procedure for transfer of shares, including the fact that no fee may be charged, and the company retains any instrument of transfer is expanded. This will have no impact on trading of CDIs on ASX.
41. Articles 79(1)(a), 79(1)(b), 79(2) & 79(4): Power of directors to refuse transfer of shares has been expanded. This will have no impact on trading of CDIs on ASX.
42. Articles 83.1, 83.2 and 83.4 to 83.6: Exercise of transmitters' rights has been expanded.
43. Article 84: Transmitters to be bound by prior notice given to the member.
44. Article 91.1(a), 91.1(d) and 91.2: Payment of dividends and other distributions has been expanded to include any method as agreed by the directors for payment.
45. Articles 92.1, 92.3 and 92.4: Deductions from distributions in respect of sums owed to company has been expanded to include payment of unpaid amounts and amounts subject to the Company's lien.
46. Article 93: This has been clarified so that there is no interest paid on distributions.
47. Article 94: Unclaimed distributions may be used by the company, and a member has no right to claim them after 12 years.
48. Article 96: This allows a member to waive their right to distributions.
49. Article 98: Means of communication to be used have been expanded to anything permitted under the Companies Ordinance.

- 50. Article 99: Failure to notify contact details where 2 consecutive documents within a period of at least 12 months are returned undelivered, results in the member ceasing to be entitled to receive notices.
- 51. Article 100: Details around the provisions regarding company seals have been expanded, including noting that the Company is no longer required to have a common seal under the Companies Ordinance.

9. Shareholder and CDI holder question and answers

As the Annual General Meeting is being held in Hong Kong, holders of Shares and CDIs are invited to submit questions in writing to give a greater opportunity to participate in the meeting. If any shareholder or any holder of CDIs wishes to submit a question to the Company, you are invited to submit your question in writing by no later than 2:00pm (Hong Kong Time) on 16 December 2018 to Mr Joshua Theunissen, Australian Company Secretary, by email to Joshua.Theunissen@astronlimited.com.

Registered Office: 31/F., 148 Electric Road North Point, Hong Kong
www.astronlimited.com