

## Need assistance?



**Phone:**

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



**Online:**

[www.investorcentre.com/contact](http://www.investorcentre.com/contact)

ATR

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030



## YOUR VOTE IS IMPORTANT

For your vote to be effective it must be received by **7:00pm (AEDT) on Thursday 28 November 2019.**

# CDI Voting Instruction Form

## 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 registered in your name at 1 December 2019 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 FOR POSTAL FORMS

**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.

## Lodge your Form:

**XX**

### By Mail:

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

### By Fax:

1800 783 447 within Australia or  
+61 3 9473 2555 outside Australia



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

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030



**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.



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I ND

## CDI Voting Instruction Form

Please mark ☒ to indicate your directions

### Step 1

**CHESS Depository Nominees Pty Ltd will vote as directed**

**XX**

### Voting Instructions to CHESS Depository Nominees Pty Ltd

I/We being a holder of CHESS Depository Interests of Astron Corporation Limited hereby direct CHESS Depository 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 3 December 2019 at 11:00 AM (Hong Kong time) and at any adjournment or postponement of that meeting.

By execution of this CDI Voting Form the undersigned hereby authorises CHESS Depository 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 CHESS Depository 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 Mr Gerard King 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"/>

### Step 3

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

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

#### Update your communication details *(Optional)*

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

A T R

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Computershare



7 November 2019

Dear Shareholder

### 2019 Annual General Meeting

I have pleasure in inviting you to attend the 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 3 December 2019 commencing at 11:00 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 7:00 PM (Australian Eastern Daylight Time) on 28 November 2019.

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 11:00 AM (Hong Kong Time) on 1 December 2019.

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 2:00 PM (Hong Kong Time) on 1 December 2019 to Mr Joshua Theunissen, Australian Company Secretary, by email to [Joshua.Theunissen@astronlimited.com](mailto: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 3 December 2019 commencing at 11:00 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 2019 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 Mr Gerard King, who retires in accordance with the provisions of the Articles of Association and being eligible, and offering himself 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 2019 be adopted."

*See note 6 regarding the Non-Binding Advisory Vote*

#### *Voting Exclusions*

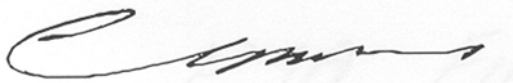
*The Company will disregard any votes cast on Resolution 3 by any member of the key management personnel or any closely related party of such a member, except where any vote is cast by a member of the key management personnel or a closely related party as nominee or proxy for a person who is entitled 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*

Dated this 7<sup>th</sup> day of November 2019

A handwritten signature in black ink, appearing to read 'Gerard King', written over a light grey rectangular background.

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 11:00 AM (Hong Kong Time) on 3 December 2019 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 1 December 2019 (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 7:00 PM (Australian Eastern Daylight Time) on 28 November 2019. 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 7:00 PM (Australian Eastern Daylight Time) on 28 November 2019, 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 28 November 2019.

## **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 11:00 AM (Hong Kong Time) on 1 December 2019.

## **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, Mr Gerard King is retiring and offering himself 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 2019 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.

#### **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 2:00 PM (Hong Kong Time) on 1 December 2019 to Mr Joshua Theunissen, Australian Company Secretary, by email to [Joshua.Theunissen@astronlimited.com](mailto:Joshua.Theunissen@astronlimited.com).



**Astron Corporation Limited**  
1687414

Incorporated in Hong Kong  
Hong Kong Company Number 1687414  
ARBN 154 924 553

ATTRM

MR RETURN SAMPLE  
123 SAMPLE STREET  
SAMPLE SUBURB  
SAMPLETOWN VIC 3030

Dear Securityholder,

We have been trying to contact you in connection with your securityholding in Astron Corporation Limited. Unfortunately, our correspondence has been returned to us marked "Unknown at the current address". For security reasons we have flagged this against your securityholding which will exclude you from future mailings, other than notices of meeting.

Please note if you have previously elected to receive a hard copy Annual Report (including the financial report, directors' report and auditor's report) the dispatch of that report to you has been suspended but will be resumed on receipt of instructions from you to do so.

We value you as a securityholder and request that you supply your current address so that we can keep you informed about our Company. Where the correspondence has been returned to us in error we request that you advise us of this so that we may correct our records.

You are requested to include the following;

- > Securityholder Reference Number (SRN);
- > ASX trading code;
- > Name of company in which security is held;
- > Old address; and
- > New address.

Please ensure that the notification is signed by all holders and forwarded to our Share Registry at:

Computershare Investor Services Pty Limited  
GPO Box 2975  
Melbourne Victoria 3001  
Australia

Note: If your holding is sponsored within the CHESS environment you need to advise your sponsoring participant (in most cases this would be your broker) of your change of address so that your records with CHESS are also updated.

Yours sincerely

**Astron Corporation Limited**