



Australia China Holdings Limited

ARBN 067 993 506

28 Bangalla Road, Rose Bay, NSW 2029, Australia

Email: sec@aakch.com

Company Announcement Office
Australian Stock Exchange Limited

By e-Lodgement

8 December, 2016

Dear Shareholders,

Re: Annual General Meeting

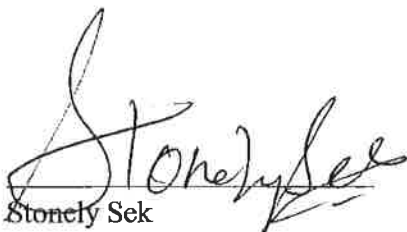
The Annual General Meeting for the 2016 year for Australia China Holdings Limited is to be held on 30 December 2016 and the Notice of Meeting was posted to shareholders to the addresses on record. A copy of Notice of Annual General Meeting for 2016 together with the Explanatory Memorandum and the Proxy Form are herewith for your easy reference.

Shareholders are advised to inform the Share Registry of any changes to their addresses.

We welcome shareholders to let us know their email addresses so they can be informed on a timely manner.

Should you require further information, please send your enquiry to the Company Secretary by email to sec@aakch.com.

Yours faithfully
For and on behalf of
Australia China Holdings Ltd



Stonely Sek

Company Secretary

Australia China Holdings Limited

ARBN 067 993 506

LISTED ON AUSTRALIAN STOCK EXCHANGE LIMITED

NOTICE OF ANNUAL GENERAL MEETING EXPLANATORY MEMORANDUM AND PROXY FORM

The Annual General Meeting of Australia China Holdings Limited for the year 2016 is to be held at Rua De Pequim, 246 Edf 9 and J, Macau Finance Centre, Macau on 30 December 2016 at 11:00 am Beijing Time (2:00 pm Australian Eastern Summer Time).

Please read the Notice and if you are unable to attend the Annual General Meeting of Shareholders please complete and return the enclosed Proxy Form by 28 December 2016 in accordance with the specified directions.

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Australia China Holdings Limited (the Company) for the 2016 financial year is to be held at Rua De Pequim, 246 Edf 9 and J, Macau Finance Centre, Macau on 30 December 2016 at 11:00 am Beijing Time (2:00 pm Australian Eastern Standard Time)

AGENDA

(A) ORDINARY BUSINESS

Financial Statements

To receive and consider the annual financial report of the Company, the Directors' report and the Independent Auditors' Report for the year ended 31 March 2016.

Resolution 1: Re-appointment of Auditors

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

"THAT Messrs Kee Partners be re-appointed as Auditors of the Company and that the Directors be authorised to fix their remuneration."

Resolution 2: Re-election of Director

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

"That Mr. Lam Mui Sang having retired by rotation in accordance with the Bye-Laws of the Company and being eligible, be re-elected as a Director of the Company".

(B) SPECIAL BUSINESS

Resolution 3: Approval of 10% Placement Capacity

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

"That for the purposes of Listing Rule 7.1A and for all other purposes, approval be given for the issue of Equity Securities totaling up to 10% of the issued capital of the Company at the time of issue, calculated in accordance with the formula prescribed in listing rule 7.1A2 and on the terms and conditions set out in the Explanatory Memorandum"

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who may participate in the issue of Equity Securities under this Resolution and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, of the Resolution is passed and any associates of those persons. However, the Company will not disregard a vote if it is cast by a person who is entitled to vote, in accordance with the directions on the Proxy Form or, if it is cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

The terms & conditions are summarised in the Explanatory Memorandum accompanying the Notice of Annual General Meeting.

OTHER BUSINESS

To transact any other business that may be legally brought before the Meeting.

ENTITLEMENT TO VOTE

You may vote by attending the meeting in person by proxy or authorized representative, to vote in person attend the meeting in the date and the place set out above. The meeting will commence at 11:00 am Beijing Time (2:00 pm Australian Eastern Standard Time).

"SNAP-SHOT" TIME

For the purpose of the Meeting, shares in the Company will be taken to be held by the registered holders of those shares at 2:00 pm (Australian Eastern Standard Time) on 28 December 2016. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

PROXIES

A proxy form accompanies the Notice and to be effective it must be received by **Australia China Holdings Ltd's** Office at 28 Bangalla Road, Rose Bay, NSW 2029, Australia or successfully transmitted by facsimile to (02) 9262 3912, by e-mail to sec@aakch.com not less than 48 hours prior to the time of the Meeting.

Bodies Corporate – Corporate Representation

A body corporate may appoint an individual as its representative to exercise any of the powers the body may exercise at the meeting of Shareholders. The appointment may be a standing one.

Enquiries

The Company welcomes enquiries in respect of matters covered in this Notice of Meeting and Explanation Memorandum and attendance of shareholders at the Annual General Meeting proposed should you require further information please email sec@aakch.com.

The Explanatory Memorandum accompanying this Notice of Meeting forms part of and is deemed to be incorporated in the Notice of Meeting and should be read with the Notice.

On behalf of the Board



Stonely W.T. SEK
Company Secretary

Date: 5 December 2016

INSTRUCTIONS FOR THE APPOINTMENT OF A PROXY

Your details

Please insert your name and address in full.

Appointment of a proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person. If you leave this section blank, or your nominated proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a shareholder of the Company.

Voting direction of your proxy

You may direct your proxy how to vote by placing a mark to one of the boxes opposite each Resolution. All your shareholding will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any Resolution by inserting the percentage of the number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given resolution, your proxy may vote as he or she chooses. If you mark more than one box on a Resolution your vote on that Resolution will be invalid.

Appointment of a second proxy

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by photocopying this form.

To appoint a second proxy you must on each Proxy Form state (in the approximate box) the percentage of your voting rights which are the subject of the relevant proxy. If both Proxy Forms do not specify that percentage, each proxy may exercise half your votes. Fractions of votes will be disregarded.

Signing instructions

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

Individual	Where the holding is in one name, the holder must sign.
Joint Holding	Where the holding is in more than one name, all the shareholders should sign.
Power of attorney	To sign under Power of Attorney, you must have already lodged this document with the company's share registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.
Companies	Where the company has a sole director who is also the sole company secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a company Secretary, a sole director can sign alone. Otherwise this form must be signed by a director jointly with either another director or a company Secretary together with the company seal or chop in accordance with the company's constitution. Please indicate the office held by signing in the appropriate place.

If a representative of the corporation is to attend the meeting a "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the Certificate is either included in the Notice of Annual General Meeting or may be obtained from the Company's share registry.

Lodgement of Proxy

The properly signed and completed Proxy Form (and any power of Attorney under which it is signed) must be delivered or sent by facsimile to the Company's Australia office at 28 Bangalla Road, Rose Bay, NSW 2029, Australia, or successfully transmitted by facsimile to (02) 9262 3912, or by email to sec@aakch.com. The signed proxy forms must be received by the Company by 2:00 pm (Australian Eastern Standard Time) on 28 December 2016. Any Proxy Form received after that date will not be valid for the scheduled Annual General Meeting.



AUSTRALIA CHINA HOLDINGS LIMITED

(ARBN 067 993 506)

Registered Office : 5th Floor, Andrew's Place, 51 Church Street, Hamilton HM 12, Bermuda

Australia Office : 28 Bangalla Road, Rose Bay, NSW 2029, Australia (email address : sec@aakch.com)

Australia Share : Advanced Share Registry Services Limited

Registry : 110 Stirling Highway, Nedland, W. Australia 6009, Australia

EXPLANATORY MEMORANDUM

This Explanatory Memorandum is intended to provide shareholders of Australia China Holdings Group Limited ("the Company") with sufficient information to assess the merits of Resolutions 1 to 3 contained in the accompanying Notice of the Annual General Meeting of the Company.

The Directors recommend that shareholders read the accompanying Notice of the AGM and this Explanatory Memorandum in full before making any decision in relation to the Resolutions.

A. Financial Statements

The Companies Act requires Directors to lay the annual financial statements, directors' report and auditor's report before the Company in annual general meeting.

There is no requirement for the Shareholders to vote on and approve the annual financial statements. However, Shareholders will be given an opportunity to ask questions and make comments about the annual financial statements or the Company generally but there will be no formal resolution submitted to the Meeting in respect of the annual financial statements.

B. RESOLUTION 1: Re-appointment of Auditors

The Company's Bye-Law 35.1 provides that members of a company at each annual general meeting shall appoint one or more firms of auditors to hold office until the conclusion of the next annual general meeting. In addition, the Company's Bye-Law and Section 89(6) of Companies Act of Bermuda also provides that the remuneration of an auditors appointed by the members shall be fixed by the members or by the Directors, if they are authorized to do so by the members.

C. RESOLUTION 2: Re-election of Mr. Lam Mui Sang as Director.

In accordance with Listing Rule 14.4 and the Company's Bye-Law 19.1, at each annual general meeting, one-third of the Directors (or if the number of Directors is not multiple of 3, then such number as is appropriate to ensure that no Director other than an alternate Director or Managing Director holds office for more than 3 years without being elected) for the time being must retire from office by rotation and are eligible for re-election.

The Directors to retire are those who have been in office for 3 years since their appointment or last re-appointment or who have been longest in office since their appointment or last re-appointment or, if the Directors have been in office for an equal length of time, by agreement. The Managing Director (if any) is exempted by his office as Managing Director from the requirement to retire by rotation.

Mr. Lam Mui Sang retires by rotation at this meeting and, being eligible, offers himself for re-election.

D. RESOLUTION 3: Approval for 10% Placement Capacity

1. General

Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of its issued share capital through placements over a 12 month period after the annual general meeting (**10% Placement Capacity**). The 10% Placement Capacity is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 index and has a market capitalization of \$300 million or less. The Company is an eligible entity.

The Company is now seeking shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Capacity. The exact number of Equity Securities to be issued under the 10% Placement Capacity will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer below for details).

The effect of Resolution 3 will be to allow the Company to issue the Equity Securities under Listing Rule 7.1A during the 10% Placement Period without subsequent Shareholder approval and without using the Company's 15% annual placement capacity under Listing Rule 7.1.

Resolution 3 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote.

2. Description of Listing Rule 7.1A

(a) Shareholder Approval

The ability to issue Equity Securities under the 10% Placement Capacity is subject to shareholder approval by way of a special resolution at an annual general meeting.

(b) Equity Securities

Any Equity Securities issued under the 10% Placement Capacity must be in the same class as an existing quoted class of Equity Securities of the Company.

(c) Formula for calculating 10% Placement Capacity

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

Where:

A: is the number of shares on issue 12 months before the date of issue or agreement:

(a) plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;

(b) plus the number of partly paid shares that became fully paid in the 12 months;

(c) plus the number of fully paid shares issued in the 12 months with approval of holders of shares under Listing Rule 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% placement capacity without shareholder approval;

(d) less the number of fully paid shares cancelled in the 12 months.

Note that A has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D: is 10%

E: is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under Listing Rule 7.1 or 7.4.

3. Specific information required by Listing Rule 7.3A

Pursuant to and in accordance with ASX Listing Rule 7.3A, the information below is provided in relation to this Resolution 5:

(a) Minimum Issue Price

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the volume weight average price (VWAP) of Equity Securities in the same class calculated over the 15 Trading Days immediately before:

(i) the date on which the price at which the Equity Securities are to be issued is agreed; or

(ii) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph 3 (a) (i) date on which the Equity Securities are issued.

(b) 10% Placement Period

Shareholder approval of the 10% Placement Capacity under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

(i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained; or

(ii) the date of the approval by shareholders of a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

or such longer period if allowed by ASX (**10% Placement Period**).

(c) Risk of voting dilution

Any issue of Equity of Securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any Shares under the issue.

If Resolution 3 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Capacity, the existing Shareholders' voting power in the Company will be diluted as shown in the below table (in the case of Options, only if the Options are exercised).

There is a risk that:

(i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Meeting; and

(ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date or the Equity Securities are issued as part of consideration for the acquisition of a new asset, which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The below table shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A(2) as at the date of this Notice.

The table also shows:

(i) two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of

ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placement under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and

- (ii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price:

Variable "A" in Listing Rule 7.1A.2		Dilution		
		\$0.002 50% decrease in the Issue Price	\$0.004 Issue Price	\$0.008 100% increase in Issue Price
Current Variable "A" 1,673,820,380 Shares	10% Voting Dilution	167,382,038	167,382,038	167,382,038
	Funds Raised	334,764.08	669,528.15	1,339,056.30
50% Increase in Current Variable "A" 2,510,730,570 Shares	10% Voting Dilution	251,073,057	251,073,057	251,073,057
	Funds Raised	502,146.11	1,004,292.23	2,008,584.46
100% increase in Current Variable "A" 3,347,640,760 Shares	10% Voting Dilution	334,764,076	334,764,076	334,764,076
	Funds Raised	669,528.15	1,339,056.30	2,678,112.61

The table has been prepared on the following assumptions:

- There are 1,673,820,380 Shares on issue as at the date of this Notice of Meeting.
- The issue price set out above is the closing price of the Shares on the ASX on 5 December 2016.
- The Company issues the maximum number of Equity Securities available under the 10% Placement Capacity.
- The Company has issued Equity Securities in the 12 months prior to the Meeting that were issued under an exception in ASX Listing Rule 7.2 or with approval under ASX Listing Rule 7.1.
- The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Capacity, based on that Shareholder's holding at the date of the Meeting.
- The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
- The issue of Equity Securities under the 10% Placement Capacity consists only of Shares. If the issue of Equity Securities includes Options, it is assumed that those Options are exercised into Shares for the purpose of calculating the voting dilution effect on existing Shareholders.
- The calculations above do not show the dilution that any one particular Shareholder will be subject to. All shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.

(d) Purpose of Issue under 10% Placement Capacity

The Company may seek to issue the Equity Securities as either non-cash or cash consideration for the continued development of the businesses conducted by the Company and/or general working capital.

The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities.

(e) Allocation under the 10% Placement Capacity

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Capacity.

The identity of the allottees of Equity Securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- the purpose of the issue;
- alternative methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
- the effect of the issue of the Equity Securities on the control of the Company;
- the circumstances of the Company including, but not limited to, the financial situation and solvency of the Company;
- prevailing market conditions; and
- advice from corporate, financial and broking advisers (if applicable).

The allottees under the 10% Placement Capacity have not been determined as at the date of this Notice but may include existing substantial Shareholders and/or new Shareholders who are not related parties or associates of a related party of the Company.

Further, if the Company is successful in acquiring new assets or investments, it is likely that the allottees under the 10%

Placement Capacity will be the vendors of the new assets or investments.

(f) Previous approval under ASX Listing Rule 7.1A

The Company has not previously obtained Shareholder approval under Listing Rule 7.1A and accordingly has not issued any Equity Securities pursuant to Listing Rule 7.1A in the 12 months preceding the date of the Annual General Meeting.

(g) Voting Exclusion

The Company will disregard any votes on this Resolution by any person who may participate in the issue of Equity Securities under this Resolution and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the Resolution is passed and any associates of those persons. However the Company need not disregard vote if it is cast by person as proxy for a person who is entitled to vote in accordance with the directions on the proxy form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides. At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

MATTER FOR ATTENTION:

1. Required Majority

Resolutions 1 and 2 are ordinary resolutions, Resolution 3 is a special resolution, and will be passed if at least 50% of the votes cast by members entitled to vote attending in person or in proxy at the Annual General Meeting of the Company convened by this Notice of Meeting are in favour.

2. Proxies

Shareholders unable to attend the AGM are urged to complete the attached Proxy Form and Return it as soon as possible and, in any event, not later than 11:00pm Beijing Time and 2:00pm Australian Eastern Standard Time on 28 December 2016 or the next business day if that date falls on a public holiday or Sunday, in accordance with the instruction set out in the Proxy Form.

AUSTRALIA CHINA HOLDINGS LIMITED
(ARBN 067 993 506)

Registered Office : 5th Floor, Andrew's Place, 51 Church Street, Hamilton HM 12, Bermuda

Australia Office : 28 Bangalla Road, Rose Bay, NSW 2029, Australia
E-mail address: sec@aakch.com Fax Number: (02) 9262 3912

Australia Share Registry : Advanced Share Registry Services Limited
110 Stirling Highway, Nedlands, WA 6009, Australia

Place of Meeting: Rua De Pequim, 246 Edf 9 and J, Macau Finance Centre, Macau

PROXY FORM

The Company Secretary
28 Bangalla Road, Rose Bay,
NSW 2029, Australia

Facsimile : (02) 9262 3912
Email : sec@aakch.com

I/We (full name) _____
of (address) _____

being the registered holder of _____ fully paid ordinary shares in

Australia China Holdings Limited hereby appoint _____
of (address) _____

in respect of all the above number of shares held or, failing him/her the Chairperson of the Meeting as my/our Proxy to attend and vote on my/our behalf at the Annual General Meeting of the Company to be held at Rua De Pequim, 246 Edf 9 and J, Macau Finance Centre, Macau on 30 December 2016 at 11:00 am Beijing Time (2:00 pm Australian Eastern Summer Time) and at any adjournment hereof.

Instructions as to Voting

If you wish to direct your proxy how to vote with respect to any or all of the proposed resolutions, please indicate the manner in which your proxy is to vote by placing a mark in the appropriate **FOR**, **AGAINST** or **ABSTAIN** boxes adjacent to the resolutions as listed below.

If you do not wish to direct your proxy how to vote with respect to any or all of the resolutions, please place a mark in this box.



By marking this box, you acknowledge that, in relation to the resolutions in which no voting direction has been given below, your proxy may vote as he/she thinks fit or abstain from voting and, if your proxy is the Chairperson of the meeting, the Chairperson may exercise your proxy even if he has an interest in the outcome of the resolution and votes cast by him other than as proxy holder will be disregarded because of that interest. Please note that the Chairperson intends to vote **FOR** the resolutions in relation to undirected proxies.

	Resolutions	For	Against	Abstain
1	Re-appointment of Kee Partners as Auditors			
2	Re-election of Mr. Lam Mui Sang as Director			
3	Approval of 10% Placement Capacity			

Note: If you mark the "abstain" box for any particular resolution, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

Appointment of second Proxy (See Instructions)

If you wish to appoint a second proxy, state the percentage of your voting rights applicable to the proxy appointed by this form.

PLEASE SIGN HERE

This section must be signed in accordance with the instructions attached to enable your directors to be implemented.

If the member is an individual or joint holder:

If the member is a Company:

Executed by the Company in accordance with section 127 of the Corporations Act or otherwise in accordance with its constitution:

Signed: _____

Director: _____

Signed: _____

Director/Secretary*: _____

Dated: _____ 2016

Dated: _____ 2016

*Delete as appropriate

NOTES

1. A member entitled to attend and vote is entitled to appoint not more than two proxies.
2. Where more than one proxy is appointed, each proxy may be appointed to represent a specified number of the member's voting shares (as indicated on the form). If no number is specified each proxy may exercise half of the votes.
3. A proxy need not be a member of the Company.
4. A proxy is not entitled to vote unless the instrument appointing a proxy and power of attorney or other authority (if any) under which it is signed or a certified copy of that authority is deposited at Australia China Holdings Limited office, 28 Bangalla Road, Rose Bay, NSW 2029, Australia or successfully transmitted by facsimile to (02) 9262 3912 or by email to sec@aakch.com, not later than 11:00 am (Beijing Time), 2:00 pm (Australian Eastern Standard Time), on Wednesday 28 December 2016.
5. If the member is a company it may appoint a proxy by executing the proxy form in accordance with its Constitution and the proxy form must be properly executed.
6. In event that the member does not name a proxy, the Chairperson of the meeting will be appointed as the proxy. Please note that the Chairperson intends to vote **FOR** the resolutions if no voting directions are given. The proxy votes will count despite any interest the Chairperson may have in the outcome that would normally result in his votes being disregarded.
7. In the event that the member does not indicate the number of shares to be voted by the proxy, all of the member's shares shall be voted by the proxy.