



INTEGRATED MEDIA TECHNOLOGY LIMITED

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INTEGRATED MEDIA TECHNOLOGY LIMITED

ACN 132 653 948

NOTICE OF EXTRAORDINARY GENERAL MEETING

TIME: 2.00 PM (Australian Central Standard Time)

DATE: 2 March 2017

PLACE: Level 7, 420 King William Street, Adelaide, South Australia, 5000, Australia

**THIS IS AN IMPORTANT DOCUMENT AND SHOULD BE READ IN ITS ENTIRETY.
PLEASE READ IT CAREFULLY.**

If you are unable to attend the Extraordinary General Meeting, please complete the Proxy Form enclosed and return it in accordance with the instructions set out on that form. If you are in any doubt as to how to vote, you should consult your financial or legal adviser as soon as possible. Should you wish to discuss the matters in this Notice of Meeting, please do not hesitate to contact the Company Secretary at compsec@imtechltd.com.

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the Extraordinary General Meeting of Integrated Media Technology Limited (the Company) will be held at:

Venue: Level 7
420 King William Street
Adelaide, South Australia, 5000, Australia

Date: 2 March 2017

Time: 2.00 PM (ACST)

This Notice of Meeting should be read in conjunction with the accompanying Explanatory Statement.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Extraordinary General Meeting.

The Directors have determined pursuant to Regulations 7.11.37 and 7.11.38 of the Corporations Act 2001 (Cth) that the persons eligible to vote at the Extraordinary General Meeting are those who are registered shareholders ("Shareholder(s)") of the Company at 5.00 pm (ACST) on Tuesday 28 February 2017.

AGENDA

Resolutions

1. RESOLUTION 1 - APPROVAL OF SHARE CONSOLIDATION BETWEEN THE RANGE OF 1 FOR 20 TO 1 FOR 40 TO MEET THE NASDAQ SHARE PRICE LISTING REQUIREMENT

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

*'For the purpose of section 254H of the Corporations Act, and for all other purposes, Shareholders approve and authorise the Directors to consolidate the issued capital of the Company, in order to meet the NASDAQ share price listing requirement, at a ratio between the range of **one (1) share for every twenty (20) shares to one (1) share for every forty (40) shares** in accordance with the Listing Rules on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting.'*

Explanatory Statement

The accompanying Explanatory Statement forms part of this Notice of Extraordinary General Meeting and should be read in conjunction with it.

Proxies

Please note that:

- (a) A Shareholder entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint a proxy;
- (b) A proxy need not be a member of the Company;
- (c) A Shareholder may appoint a body corporate or an individual as its proxy;
- (d) A body corporate appointed as a Shareholder's proxy may appoint an individual as its representative to exercise any of the powers that the body may exercise as the Shareholder's proxy; and
- (e) Shareholders entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed proxy form provides further details on appointing proxies and lodging proxy forms. If a Shareholder appoints a body corporate as its proxy and the body corporate wishes to appoint an individual as its representative, the body corporate should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company or its share registry in advance of the Extraordinary General Meeting or handed in at the Extraordinary General Meeting when registering as a corporate representative.

Voting Entitlements

In accordance with Regulations 7.11.37 and 7.11.38 of the Corporations Act 2001 (Cth), the Board has determined that a person's entitlement to vote at the Extraordinary General Meeting will be the entitlement of that person set out in the register of Shareholders as at 5.00pm ACST on Tuesday 28 February 2017.

Accordingly, transactions registered after that time will be disregarded in determining a Shareholder's entitlement to attend and vote at the Extraordinary General Meeting.

By Order of the Board of Directors

/S/ Dr. Herbert Ying Chiu Lee

Dr Herbert Ying Chiu Lee
Director
1 February 2017

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Company's Extraordinary General Meeting to be held on Thursday, 2 March 2017 at 2.00pm (ACST) (**EGM**).

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the resolution in the accompanying Notice of Extraordinary General Meeting.

This Explanatory Statement should be read in conjunction with the Notice of Extraordinary General Meeting.

1. RESOLUTION 1– APPROVAL FOR SHARE CONSOLIDATION BETWEEN THE RANGE OF 1 FOR 20 TO 1 FOR 40 TO MEET THE NASDAQ SHARE PRICE LISTING REQUIREMENT

1.1 Background

As part of the NASDAQ ASX dual listing application announced on 4 November 2016, the Directors propose to consolidate the Company's share capital at the Directors' discretion within a range of conversion as follows;

- A range between one (1) ordinary share for every twenty (20) ordinary shares to one (1) ordinary share for every forty (40) ordinary shares (the "Share Consolidation").

The Directors propose to consolidate the shares of the Company in order to meet the NASDAQ share price listing requirement. In the event that the NASDAQ application does not proceed, the Directors will not consolidate the shares of the Company.

The Corporations Act 2001 provides that a Company may consolidate its shares if the consolidation is approved by an ordinary resolution. This section of the explanatory statement provides the information required by ASX Listing Rule 7.20 to be provided to shareholders in relation to the resolution.

1.2 Reasons for the proposal

The reasons for the proposal are as follows:

- The NASDAQ has a listing requirement that the minimum price per share for a Company to list on the exchange is US\$4 per share. The share consolidation aims to satisfy the NASDAQ's minimum price per share listing requirement and the range will allow the Directors to have some flexibility for changes in exchange rates and or the Company share price.
- The Share Consolidation is also expected to result in a more appropriate and effective capital structure for the Company and a share price more appealing to a wider range of investors globally.

1.3 Effect of the Share Consolidation

(a) Ordinary shares

If the resolution is approved, the Company's shares on issue will be consolidated at a ratio that the Directors determine between the range of 1-for-20 to 1-for-40 shares. For example, if the ratio chosen by the directors is 1-for 40, every forty shares on issue will be consolidated into 1 share (subject to rounding). Overall, this will result in the number of shares on issue reducing from 79,301,852 (as at 25 January 2017) to 1,982,559. The following table outlines the impact on the number of shares on issue for other ratios with the range;

CONSOLIDATION RANGE

	1:20	1:25	1:30	1:35	1:40
Pre Consolidation Shares on Issue	79,301,852	79,301,852	79,301,852	79,301,852	79,301,852
Post Consolidation Shares on Issue	3,965,101	3,172,078	2,643,610	2,265,898	1,982,559

As the Share Consolidation applies equally to all shareholders, individual shareholdings will be reduced in the same ratio as the total number of Company shares (subject to rounding). Accordingly, assuming no other market movements or impacts occur, the Share Consolidation will have no material effect on the percentage interest of each shareholder, the aggregate value of each shareholder's holding or the Company's market capitalization (other than minor changes as a result of rounding).

For example, using a ratio of 1-for-40 once again, a holding of 10,000 shares at a share price of A\$0.17 (aggregate value of A\$1,700) prior to the Share Consolidation should equate to a holding of 250 shares and a share price of A\$6.80 after the Share Consolidation (aggregate value of A\$1,700).

1.4 Rounding

Where the consolidation of a shareholder's holding results in an entitlement to a fraction of a share, the fraction will be rounded up to the next whole number of shares.

1.5 Holding Statements

From the effective date of the Share Consolidation, all existing holding statements will cease to have any effect, except as evidence of entitlement to a certain number of securities on a post-consolidation basis. New holding statements will be issued to security holders who should check their holdings after the Share Consolidation.

1.6 Tax implications of Share Consolidation

The Share Consolidation should not result in a capital gains tax (CGT) event for Australian tax residents. The cost base of the shares held after the Share Consolidation will be the sum of the cost bases of the original shares pre-consolidation. The acquisition date of shares held after the Share Consolidation will be the same as the date on which the original shares were acquired.

These statements do not consider the tax implications in respect of shares or securities held on revenue account, as trading stock, by non-resident shareholders. Shareholders should consider their own circumstances and seek their own professional advice in relation to their tax position. Neither the Company nor any of its officers or employees assumes any liability or responsibility for advising shareholders or securities holders about the tax consequences of the proposed Share Consolidation.

1.7 Indicative timetable

The proposed Share Consolidation, if approved by shareholders, will take effect, at the discretion of the Directors, as soon as possible in order to meet the NASDAQ share price listing requirement. The Directors anticipate that this will commence on 18 April 2017. An indicative timetable (subject to change) is as follows:

Event	Indicative Date
Following shareholder approval and subject to meeting the NASDAQ Share Price Listing Requirement, the Company announces commencement of Share Consolidation	18 April 2017
Last day for trading in pre-consolidated securities	19 April 2017
Trading in the consolidated securities on a deferred settlement basis commences	20 April 2017
Last day to register transfers on a pre-consolidation basis	24 April 2017
Registration of securities on a post consolidation basis	25 April 2017
Dispatch of new holding statements	1 May 2017

1.8 Recommendation

The Directors unanimously recommend that shareholders vote in favor of Resolution 1.

Enquiries

Shareholders are encouraged to contact the Company Secretary at compsec@imtechltd.com if they have any queries in respect to the matters set out in these documents.

TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The Extraordinary General Meeting of the Company to which this Notice of Meeting relates will be held at 2.00pm ACST on Thursday, 2 March 2017 at:

Level 7
420 King William Street
Adelaide, South Australia, 5000, Australia

YOUR VOTE IS IMPORTANT

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

VOTING IN PERSON

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

VOTING BY PROXY

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

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

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

New sections 250BB and 250BC of the Corporations Act came into effect on 1 August 2011 and apply to voting by proxy on or after that date. Shareholders and their proxies should be aware of these changes to the Corporations Act, as they will apply to this Extraordinary General Meeting. Broadly, the changes mean that:

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

Further details on these changes are set out below.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does:**

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Transfer of non-chair proxy to chair on certain circumstances

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
 - the proxy is not recorded as attending the meeting;
 - the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

All Correspondence to:

✉ **By Mail** Integrated Media Technology Limited
Level 7, 420 King William Street
Adelaide SA 5000 Australia

📠 **By Fax:** +61 8 8312 0248

☎ **By Phone:** (within Australia) 08 7324 6018
(outside Australia) +61 8 7324 6018

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 2:00PM (ACST) on 28 February 2017**

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 ENTER SHAREHOLDER DETAILS

Enter your shareholder details as they appear on the share register. Shareholder details **must be** the Shareholder name and address as they appear on the Company's share register.

STEP 2 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 security holder 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 3 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 secretary.

STEP 4 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 5 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 **2:00pm (ACST) on 28 February 2017**. 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:

- 📠 **By Fax** + 61 8 8312 0248
- ✉ **By Mail** Integrated Media Technology Limited
Level 7, 420 King William Street
Adelaide SA 5000 Australia
- 👤 **In Person** Level 7, 420 King William Street
Adelaide SA 5000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

Integrated Media Technology Limited

ACN 132 653 948

PROXY FORM

STEP 1 ENTER SHAREHOLDER DETAILS

Please enter your shareholder details below :

I/We
(please print Shareholder name as it appears on the company share register)

of
(please print Shareholder address as it appears on the company share register)

Being a shareholder of **Integrated Media Technology Limited** provide the following instructions.

STEP 2 APPOINT A PROXY

I/We being a member/s of **Integrated Media Technology 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 shareholder) 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 Extraordinary General Meeting of the Company to be held at **Level 7, 420 King William Street, Adelaide, SA, 5000 on Thursday, 2 March 2017 at 2.00pm (ACST)** 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.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolution 1). 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 3 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*
Resolution 1	"Approval for Share Consolidation between the Range of 1 for 20 to 1 for 40 to meet the NASDAQ share price listing requirement"	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 4 SIGNATURE OF SHAREHOLDERS

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 / / 2017