

29 September 2020

Dear Shareholder

On behalf of the Directors of IMHEXS Limited (**IMEXHS**), I am pleased to invite you to attend an Extraordinary General Meeting (**Meeting**) of IMEXHS.

The EGM is being held to address several important matters which require the support and approval of shareholders.

**Resolution 1 – Capital consolidation.** Due to the history of the Company, we have a very high number of shares on issue and believe a share consolidation will make the shares more attractive to a broader range of institutional and professional investors. The proposed share consolidation will rationalise the share capital of the Company by reducing the number of shares issued and outstanding on the basis of 1 share for every 50 shares held.

**Resolution 2 – Approval of Long-Term Incentive Plan.** IMEXHS does not currently have a Long Term Incentive Plan (LTIP) in place and the purpose of the proposed Long Term Incentive Plan is to align management's interests with shareholders and provide a competitive incentive scheme for retaining highly sought after talent.

**Resolutions 3 and 4 – Removal of Auditor and Appointment of Auditor.** The removal and appointment of a new auditor largely reflects the shifting of the function to Sydney and follows a competitive tender process.

**Resolution 5 – Approval of issue of shares to an entity controlled By Dr Douglas Lingard.** The issue of shares to an entity controlled by Dr Douglas Lingard, a Non-Executive Director of the company. IMEXHS repaid a loan of \$1 million to Dr Lingard in August 2020 and at the time, Dr Lingard agreed to a placement of 16,666,667 shares at an issue price of \$0.03 per share (then traded price). While the two events are not legally dependant one upon the other, they will have the effect of improving our balance sheet, removing a current liability, increasing cash and reducing interest costs. They also represent a strong statement of support from Dr Lingard.

The Meeting will be held on Friday, 30 October 2020 commencing at 11.00am (AEDT). Due to the current and changing circumstances in relation to COVID-19, and with the safety of our shareholders and staff in mind, the Meeting will be held both physically at 122 O'Riordan Street, Mascot NSW 2020 and virtually (online). Due to social distancing restrictions, Shareholders are strongly encouraged to attend the meeting online.

To attend and participate at the Meeting online, you will need to log in to an online platform provided by our share registry, Automic: [investor.automic.com.au](http://investor.automic.com.au).

We will not be sending you a hard copy of the Notice of Meeting or Proxy Form by post ahead of this Meeting. This approach is consistent with the temporary modifications to the Corporations Act announced by the Commonwealth Treasurer in response to the COVID-19 pandemic. Instead, you are able to view and download a copy of the Notice of Meeting from our website <https://imexhs.com/investors-centre/> or via the ASX announcements platform.

Also available on our website, will be all the information you need to attend the Meeting. It will include our virtual Meeting online guide on how to use the online facility, answers to frequently asked questions and access to the Notice of Meeting. Our website also provides instructions on how to vote and ask a question online ahead of the Meeting.

All resolutions considered at the Meeting will be decided on by poll. I encourage you to read the Notice of Meeting (including the Explanatory Memorandum) and consider directing your proxy how to vote in each resolution by marking either the “for” box, the “against” box or the “abstain” box on the Proxy Form or registering to vote online.

I strongly encourage you to lodge your Proxy Form no later than 11.00am (AEDT) on Wednesday, 28 October 2020 preferably by doing so online or vote online at the Meeting.

Subject to the abstentions noted in the Explanatory Memorandum, the Directors of IMEXHS unanimously recommend that shareholders vote in favour of all resolutions.

Thank you for your continued support of IMEXHS.

Yours faithfully

A handwritten signature in black ink, appearing to read "D. Flynn".

**Doug Flynn**  
Chairman

# IMEXHS LIMITED

## ACN 096 687 839

### Notice of General Meeting

A General Meeting of Shareholders of IMEXHS Limited ACN 096 687 839 ("IME" or "Company") will be held at:

TIME: 11.00 am (AEDT)

DATE: 30 October 2020

PLACE: 122 O'Riordan Street, Mascot NSW 2020

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

***This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.***

Due to current circumstances relating to COVID-19 and associated government imposed restrictions and recommendations, the Meeting is being held by way of a hybrid meeting which will be held from a physical location at 122 O'Riordan Street, Mascot, New South Wales and will also be held electronically using an online meeting platform powered by Automic (further instructions are enclosed in this notice). Shareholders are urged to attend and vote at the meeting electronically using the online meeting platform or vote by lodging the proxy form attached to this Notice.



**IMEXHS LIMITED**  
**ACN 096 687 839**

### **NOTICE OF GENERAL MEETING**

Notice is hereby given that a General Meeting of shareholders of the Company will be held at 122 O'Riordan Street, Mascot NSW 2020 on 30 October 2020 at 11.00am (AEDT) ("Meeting").

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

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 7.00 pm (AEDT) on 28 October 2020.

Terms and abbreviations used in this Notice (including the Explanatory Memorandum) are defined in the Glossary.

### **BUSINESS OF THE MEETING**

#### **AGENDA**

##### **1. RESOLUTION 1 – CONSOLIDATION OF CAPITAL**

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

*"That pursuant to section 254H of the Corporations Act and for all other purposes, the issued capital of the Company be consolidated on the basis that every 50 Shares to be consolidated into 1 Share with effect from 2 November 2020, and, where the Consolidation results in a fraction of a Share being held, the Company be authorised to round that fraction up or down (as the case may be) to the nearest whole Share."*

##### **2. RESOLUTION 2 – APPROVAL OF LONG TERM INCENTIVE PLAN**

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

*"That, pursuant to and in accordance with Listing Rule 7.2 (Exception 13), Part 2J of the Corporations Act 2001 (Cth) and for all other purposes, Shareholders approve the IMEXHS Limited Long Term Incentive Plan ("the Plan"), and the grant of Incentive Securities and the issue of underlying securities under the Plan, on the terms and conditions in the Explanatory Statement."*

#### **Voting Exclusion**

In accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- (a) a person who is eligible to participate in the Plan; or
- (b) an associate of that person or those persons.

However, this does not apply to a vote cast in favour of a resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with the directions given to the proxy or attorney to vote on this Resolution in that way; or
- (b) the Chairman of the Meeting as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chairman to vote on the Resolution as the Chairman decides; or
- (c) a Shareholder acting solely in a nominee, trustee, custodian or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) the beneficiary provides written confirmation to the Shareholder that the beneficiary is not excluded from voting, and is not an associated of a person excluded from voting on this Resolution; and
  - (ii) the Shareholder votes on the resolution in accordance with the directions given by the beneficiary to the Shareholder to vote in that way.

In accordance with section 250BD of the Corporations Act, a vote on this Resolution must not be cast by a person appointed as a proxy, where that person is either a member of the Key Management Personnel or a Closely Related Party of such member.

However, a vote may be cast by such person if the vote is not cast on behalf of a person who is otherwise excluded from voting, and

- (a) the person is appointed as a proxy and the appointment specifies how the proxy is to vote; or
- (b) the person appointed as proxy is the Chairperson and the appointment does not specify how the Chairperson is to vote but expressly authorises the Chairperson to exercise the proxy even if the Resolution is connected with the remuneration of a member of the Key Management Personnel.

### **3. RESOLUTION 3 –REMOVAL OF AUDITOR**

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

*“That, BDO (Audit) WA Pty Ltd, the current auditor of the Company, be removed as auditor of the Company with effect from the date of the Meeting.”*

### **4. RESOLUTION 4 –APPOINTMENT OF AUDITOR**

To propose and, if thought fit, to pass with or without amendment the following resolution as a **special resolution**:

*“That subject to Resolution 3 being passed, Nexia Sydney Audit Pty Ltd, being qualified to act as auditor of the Company and having consented to act as auditor of the Company, be appointed as auditor of the Company with effect from the date of the Meeting.”*

## 5. RESOLUTION 5 – APPROVAL OF ISSUE OF SHARES TO AN ENTITY CONTROLLED BY DR DOUGLAS LINGARD

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

*"That, for the purposes of ASX Listing Rule 10.11 and all other purposes, the Shareholders approve the issue to Domatorisaro Pty Limited, an entity controlled by Dr Douglas Lingard, or its nominee, 16,666,667 fully paid ordinary Shares in the capital of the Company at \$0.03 each, and otherwise on the terms and conditions set out in the Explanatory Statement."*

### Voting Exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of:

- (a) Dr Douglas Lingard;
- (b) Domatorisaro Pty Limited;
- (c) an associate of those persons in (a) or (b).

However, this does not apply to a vote cast in favour of a resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with the directions given to the proxy or attorney to vote on this Resolution in that way; or
- (b) the Chairman of the Meeting as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chairman to vote on the Resolution as the Chairman decides; or
- (c) a Shareholder acting solely in a nominee, trustee, custodian or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) the beneficiary provides written confirmation to the Shareholder that the beneficiary is not excluded from voting, and is not an associated of a person excluded from voting on this Resolution; and
  - (ii) the Shareholder votes on the resolution in accordance with the directions given by the beneficiary to the Shareholder to vote in that way.

Dated: 28 September 2020

By order of the Board



Peter Webse

Company Secretary

# Explanatory Statement to Shareholders

## Introduction

This Explanatory Statement has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at 122 O'Riordan Street, Mascot NSW 2020, on 30 October 2020 at 11.00 am (AEDT).

This Explanatory Statement should be read in conjunction with, and forms part of, the accompanying Notice. The purpose of this Explanatory Statement is to provide information to Shareholders in deciding whether or not to pass the Resolution set out in the Notice.

A Proxy Form is located at the end of the Explanatory Statement.

## Attending the meeting electronically via Automic's online meeting platform

Due to the current circumstances relating to COVID-19 and associated government imposed restrictions and recommendations, the Meeting will be held by way of a hybrid meeting which means it is being held from the above physical location and also being held electronically using the Automic's online meeting platform (**Webcast**).

Given the Australian Federal Government's recommendations and restrictions on international travel, public gatherings and social distancing which the Board expects will significantly limit or prohibit the number of Shareholders that can attend the Meeting in person, the Board is of the view that it is appropriate in the circumstances to hold the physical meeting at the Company's registered office and electronically.

To ensure all Shareholders are still able to attend the Meeting and are given a reasonable opportunity to participate in the Meeting, the Meeting is also being held electronically using the Webcast which gives shareholders access to join and participate in the meeting virtually, submit questions to the Chairman in real time and directly vote at the meeting using the Webcast.

## Online voting procedures during the Meeting

Shareholders who wish to participate in the Meeting online may do so from their computer or mobile device, by following the below instructions:

Shareholders will then need to:

1. Open their internet browser and go to [investor.automic.com.au](http://investor.automic.com.au)
2. Login with their username and password or click “**register**” if they haven’t already created an account. **Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting**
3. After logging in, a banner will be displayed at the top once the meeting is open for registration, Shareholders should click on “**View**” when this appears
4. Click on “**Register**” and follow the steps

5. Click on the URL to join the webcast where Shareholders can view and listen to the virtual meeting
6. Once the Chair of the Meeting has declared the poll open for voting, Shareholders may click on "Refresh" to be taken to the voting screen
7. Shareholders select their voting direction and click "confirm" to submit their vote. **Note that Shareholders cannot amend their vote after it has been submitted**

## Action to be taken by Shareholders and voting requirements

Shareholders should read the Notice including this Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

Direct voting using the Webcast.

Shareholders are invited and encouraged to participate in the meeting and vote electronically using the Webcast. The Webcast will provide Shareholders with the ability to view and participate in the proceedings of the meeting virtually, and to cast their votes during the meeting.

If Shareholders are unable to attend the Meeting using the Webcast they are encouraged to alternatively return the Proxy Form to the Company in accordance with the instructions thereon. Returning the Proxy Form will not preclude a Shareholder from attending and voting at the Meeting utilising the Webcast should they elect to do so.

## Proxies

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. Please note that:

- (a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company; and
- (c) a member of the Company 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. Where the proportion or number is not specified, each proxy may exercise half of the votes.

Proxy Forms must be received by the Company no later than 11.00am (Sydney time) on 28 October 2020, being at least 48 hours before the Meeting.

The Proxy Form provides further details on appointing proxies and lodging Proxy Forms including electronically via the Registry's website.

## Voting requirements

Recommendation 6.4 of the ASX Corporation Governance Council's Corporate Governance Principles and Recommendations (4th edition) and ASX guidance provide that a listed entity should ensure that all substantive resolutions at a meeting of security holders are decided by a poll rather than by a show of hands. In accordance with these recommendations, the Chair has determined in accordance with clause 5.10 of the Constitution that all resolutions put to Shareholders at the Meeting will be decided by poll rather than by a show of hands.

In accordance with the Company's Constitution and the ASX Listing Rules, each Resolution put to Shareholders at the meeting must be passed by way of an ordinary resolution which requires the Resolution be approved by a majority of votes cast by Shareholders entitled to vote on the Resolution, other than Resolution 4 which must be passed by way of a special resolution in accordance with section 327D(4) of the Corporations Act such that the Resolution must be approved by 75% of the votes cast by Shareholders entitled to vote on the Resolution.

## Resolution 1 – Consolidation of Capital

### 1.1 General

This Resolution seeks Shareholder approval to consolidate the total number of existing Securities on issue on a 50 for 1 basis (**Consolidation Ratio**) (**Consolidation**).

The purpose of the Consolidation is to implement a more appropriate capital structure for the Company going forward.

The Directors intend to implement the Consolidation in accordance with the indicative timetable set out below.

### 1.2 Effect of Resolution 1 on capital structure

If Resolution 1 is passed, the number of existing Shares on issue will be reduced from 1,208,990,526 to 24,179,811 (subject to rounding), assuming Resolution 5 is approved by Shareholders.

### 1.3 Effect of Resolution 1 to Shareholders

As at the date of the Notice, the Company has 1,192,323,859 Shares on issue. If Resolution 5 is approved by Shareholders, a further 16,666,667 Shares will be issued to Domatorisaro Pty Ltd prior to the record date for the Consolidation.

The Consolidation proposed by this Resolution will have the effect of reducing the number of shares on issue to approximately 24,179,811 Shares (subject to rounding) , which includes Domatorisaro Pty Ltd's issue of Shares if Resolution 5 is approved. Individual holdings will be reduced in accordance with the Consolidation Ratio.

As the Consolidation applies equally to all Shareholders of the Company (subject only to the rounding of fractions), it will have no material effect on the percentage interest of each Shareholder in the Company. Further, the aggregate value of each Shareholder's proportional interest in the Company will not materially change solely as a result of the Consolidation as the only anticipated changes, which will be a result of rounding, will be immaterial.

Theoretically, the market price of each share following the Consolidation should increase by 50 times its current value. Practically, the actual effect on the market price of each share will be dependent upon on a number of factors which will not be within the control of the Company. Therefore, this may result in the market price of each share following Consolidation being higher or lower than the theoretical post-Consolidation price.

### 1.4 Effect of Resolution 1 on Optionholders and Performance Rights holder

As of the date of this Notice, the Company has 309,500,000 Options on issue. In accordance with Listing Rule 7.22, and the terms of issue of the Options currently on issue, the Consolidation will involve a corresponding adjustment to Options, having the effect that the number of Options will reduce in proportion to the ordinary share capital and the exercise price will increase in inverse proportion to the Consolidation Ratio. The impact of the Consolidation on the terms of the Options on issue is set out in the table below.

Pre-Consolidation number of Options	Pre-Consolidation exercise price	Post-Consolidation number of Options	Post-Consolidation exercise price
<b>35,000,000</b>	\$0.025	700,000	\$1.25
<b>12,500,000</b>	\$0.0375	250,000	\$1.875
<b>50,000,000</b>	\$0.05	1,000,000	\$2.50
<b>30,000,000</b>	\$0.05	600,000	\$2.50
<b>40,000,000</b>	\$0.054	800,000	\$2.70
<b>1,500,000</b>	\$0.065	30,000	\$3.25
<b>5,000,000</b>	\$0.054	100,000	\$2.70
<b>1,500,000</b>	\$0.10	30,000	\$5.00
<b>50,000,000</b>	\$0.0375	1,000,000	\$1.875
<b>50,000,000</b>	\$0.0375	1,000,000	\$1.875
<b>4,000,000</b>	\$0.07	80,000	\$3.50
<b>2,000,000</b>	\$0.053	40,000	\$2.65
<b>8,000,000</b>	\$0.055	160,000	\$2.75
<b>8,000,000</b>	\$0.07	160,000	\$3.50
<b>12,000,000</b>	\$0.03	240,000	\$1.50
<b>309,500,000</b>		<b>6,190,000</b>	

As of the record date for the consolidation, the Company will also have 7,000,000 Performance Rights on issue. The Consolidation will involve a corresponding adjustment to these Performance Rights, having the effect that the number of Performance Rights will be reduced to 140,000 Performance Rights.

## 1.5 Legal Requirements

Section 254H of the Corporations Act provides that a company may, by resolution passed in a general meeting, convert all or any of its shares into a larger or smaller number.

As noted above, the Listing Rules also require that the terms of Options provide for them to be consolidated in the same ratio as the ordinary capital and the exercise price of the Options be amended in inverse proportion to that ratio.

## 1.6 Fractional Entitlements

Not all Securityholders of the Company will hold a number of Shares, Options or Performance Rights (as the case may be) that can be evenly divided by the Consolidation Ratio. Where a fractional entitlement occurs, the Company will round that fraction up or down (as the case may be) to the nearest whole Security.

## 1.7 Taxation

It is not considered that any taxation implications will exist for Securityholders that will arise directly from the Consolidation. However, Securityholders of the Company are advised to seek their own tax advice on the effect of the Consolidation and the Company does not accept any responsibility for the individual or collective taxation implications arising from the Consolidation.

## 1.8 Holding Statements

From the date of the Consolidation, all holding statements for Securities will cease to have any effect, except as evidence of entitlement to a certain number of Securities on a post-Consolidation basis. After the Consolidation becomes effective, the Company will arrange for new holding statements for Securities to be issued to Securityholders. It is the responsibility of each and every affected Securityholder to check the number of Securities held prior to disposal or exercise (as the case may be).

## 1.9 Indicative Timetable

If the Resolution 1 is passed, the Consolidation is proposed to take effect in accordance with the indicative timetable set out below.

Date	Action
30 October 2020	EGM
2 November 2020	Effective Date of consolidation
3 November 2020	Last day for trading in pre-consolidated Securities
4 November 2020	Trading in post-consolidation Securities commences on a deferred settlement basis
5 November 2020	Record date for consolidation
6 November 2020	Expected date for register to be updated and holdings statements to be despatched for post-consolidation securities
9 November 2020	Normal settlement trading in post-consolidated Securities commences.

## 1.10 Directors' Recommendation

The Board unanimously recommends that Shareholders vote in favour of the Resolution.

## Resolution 2 – Approval of Long Term Incentive Plan

### 2.1 General

Resolution 2 seeks Shareholder approval for the IMEXHS Limited Long Term Incentive Plan (the **Plan**) which was adopted by the Board on 24 September 2020.

A summary of the Plan, to be adopted pursuant to Resolution 2, is set out in Schedule 1.

The Board has determined to adopt the Plan in order to increase the range of potential incentives available for eligible Directors, employees and contractors.

The Plan is intended to assist the Company to attract and retain key staff, whether employees or contractors, directors and officers. The Board believes that grants made to eligible participants under the Plan will provide a powerful tool to underpin the Company's employment and engagement strategy, and that the Plan will:

- (a) enable the Company to incentivise and retain existing key management personnel and other eligible employees and contractors needed to achieve the Company's business objectives;
- (b) enable the Company to recruit, incentivise and retain additional key management personnel, and other eligible employees and contractors, needed to achieve the Company's business objectives;
- (c) link the reward of key staff with the achievement of strategic goals and the long-term performance of the Company;
- (d) align the financial interest of participants of the Plan with those of Shareholders; and
- (e) provide incentives to participants under the Plan to focus on superior performance that creates Shareholder value.

Resolution 2 is an ordinary resolution.

The Chair intends to exercise all available proxies in favour of Resolution 2.

### 2.2 ASX Listing Rules

ASX Listing Rule 7.1 provides that a listed company must not, without prior approval of its shareholders, issue or agree to issue equity securities if the number of equity securities issued or agreed to be issued, when aggregated with the number of equity securities issued by the company during the 12 months immediately preceding the date of issue or agreement, exceeds 15% of the number of shares on issue at the start of that 12 month period, subject to a number of exceptions under the ASX Listing Rules.

Listing Rule 7.2, exception 13 provides an exception to ASX Listing Rule 7.1 such that an issue of equity securities under an employee incentive scheme is excluded from the calculation of the company's 15% limit in Listing Rule 7.1 if, within three years before the issue date one of the following occurred:

- in the case of a scheme established before the entity was listed, a summary of the terms of the scheme and the maximum number of equity securities proposed to be issued under the scheme were set out in the Prospectus; or

- ordinary shareholders have approved the issue of equity securities under the scheme as an exception to Listing Rule 7.1 in accordance with the Listing Rules

If shareholders approve Resolution 2, any issue of securities under the Plan during the 3 year period after the Meeting will not use up any of Company's 15% capacity on issuing equity securities without Shareholder approval. However, notwithstanding this exception, an issue of equity securities under the Plan to Directors or their associates, will require shareholder approval under Listing Rule 10.14, as such persons are deemed related parties of the Company.

If shareholders do not approve Resolution 2, issues of incentives under the Plan can still proceed, however the issue of securities under the Plan will be included in calculating the Company's 15% capacity in ASX Listing Rule 7.1, effectively decreasing the number of equity securities the Company can issue without shareholder approval over the 12 month period following the issue of the securities.

An approval under this Resolution is only available to the extent that:

- any issue of equity securities under the Plan does not exceed the maximum number of securities proposed to be issued as set out in this Notice under Resolution 2; and
- there is no material change to the terms of the Plan.

### 2.3 Specific Information Required by Listing Rule 7.2

In accordance with the requirements of Listing Rule 7.2, Exception 13(b), the following information is provided:

- (a) a summary of the material terms of the Plan is set out in Schedule 1 and form part of the Notice;
- (b) the maximum number of Incentive Securities proposed to be issued under the Plan following Shareholder approval is 2,400,000 securities (although the Company does not intend to use the full capacity); and
- (c) a voting exclusion statement in respect of Resolution 2 has been included in the Notice.

### 2.4 Share buy-back

The Board considers that it may be appropriate from time to time to buy-back Shares received by a participant in accordance with the terms of that incentive, for example where the award of Shares has been forfeited as a result of a vesting condition or performance hurdle not being achieved.

The Corporations Act allows a company to buy-back its own Shares issued under an employee share scheme if the employee share scheme has been approved by the Company's shareholders. Accordingly, the Company is also seeking approval for these purposes. If shareholders do not approve Resolution 2, forfeited shares cannot be bought back without a further shareholder approval.

### 2.5 Financial assistance

Section 260A of the Corporations Act provides that a company may financially assist a person to acquire shares in the company or a holding company of the company only if:

- (a) giving the assistance does not materially prejudice the interests of the company or its shareholders of the company's ability to pay its creditors;
- (b) the assistance is approved by shareholders under section 260B; or
- (c) the assistance is exempted under section 260C.

Section 260C(4) of the Corporations Act provides for certain specific instances of exempted financial assistance, including a special exemption for employee share schemes that have been approved by resolution passed at a general meeting of a company.

Under the Plan, the Board may elect to issue loan funded shares to certain participants. This would involve the Company providing a loan to the participant to fund the subscription price of the shares offered under the Plan.

Whilst the Board does not believe that the provision of financial assistance to participants to enable them to participate in the Plan will materially prejudice the interests of the Company or its Shareholders or the Company's ability to pay its creditors, the Board has recommended that shareholder approval is sought to approve the Plan to ensure that the Plan qualifies for the special exemption under section 260C(4) of the Corporations Act.

## 2.6 Directors' recommendations

The Directors unanimously recommend that Shareholders vote in favour of Resolution 2.

The Chair of the meeting intends to vote undirected proxies in favour of Resolution 2.

## Resolutions 3 and 4 – Removal and Appointment of Auditor

### 3.1 Removal of auditor

Under section 329 of the Corporations Act, an auditor of a company may be removed from office by resolution at a general meeting of which two months' notice of intention to move the resolution has been given. A copy of the notice of intention to remove BDO (Audit) WA Pty Ltd is contained in Schedule 2. A copy of this notice of intention has been provided to BDO (Audit) WA Pty Ltd and ASIC as required by section 329 of the Corporations Act.

It should be noted that under section 329 of the Corporations Act, if a company calls a meeting after notice of intention has been given, the meeting may pass the resolution to remove the auditor even though the meeting is held less than two months after the notice of intention is given.

### 3.2 Appointment of auditor

Under section 327D(2) of the Corporations Act, the Company in a general meeting may appoint an auditor to replace an auditor removed under section 329 of the Corporations Act.

If BDO (Audit) WA Pty Ltd is removed under Resolution 3, the Directors propose that Nexia be appointed as the Company's auditor with effect from the date of the Meeting. A copy of the nomination of Nexia as auditor is included in Schedule 3 of this Notice. Nexia has given written consent to act as the Company's auditor in accordance with 328A(1) of the Corporations Act.

If Resolutions 3 and 4 are passed, the appointment of Nexia as auditor of the Company will take effect from the date of the Meeting.

Resolution 3 is an ordinary resolution and Resolution 4 is a special resolution (requiring 75% of Shareholders present and able to vote on the resolution). Resolution 4 is subject to Resolution 3 being passed.

### 3.3 Directors' recommendations

The Directors unanimously recommend that Shareholders vote in favour of Resolutions 3 and 4.

The Chair of the meeting intends to vote undirected proxies in favour of Resolutions 3 and 4.

## Resolution 5 – Approval to Issue Shares to entity controlled by Director, Dr Douglas Lingard or its nominee

### 4.1 Background

As detailed in the ASX announcement dated 17 August 2020 (**ASX Announcement**), subject to receiving Shareholder approval under the ASX Listing Rules (Chapter 10), the Company has agreed to issue 16,666,667 Shares in the capital of the Company at \$0.03 per Share to Domatorisaro Pty Ltd ACN 002 915 693 (**Domatorisaro**), an entity controlled by Dr Douglas Lingard, or its nominee .

### 4.2 ASX Listing Rule 10.11

ASX Listing Rule 10.11 prevents an entity from issuing securities to a related party unless the issue is approved by shareholders. The agreement to issue Shares to Domatorisaro (or its nominee) is conditional on the Company first obtaining shareholder approval. If Shareholders do not approve the Resolution, the Company will not issue the Shares to Dr Lingard.

### 4.3 Information required in accordance with ASX Listing Rule 10.13

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to the grant of the Shares to Dr Lingard.

Name of the person	Domatorisaro, Dr Douglas Lingard
Category in rule 10.11.1 – 10.11.5 the person falls within and why	Dr Lingard is a director of the Company and therefore a related party, falling under Listing Rule 10.11.1. Domatorisaro is an entity controlled by Dr Lingard and therefore also falls within Listing Rule 10.11.1.
Number and class of Securities to be issued:	16,666,667 ordinary shares
Terms of the Securities:	Fully Paid Ordinary Shares ranking equally with all other ordinary shares on issue at the date of allotment.
Date on or by which the Company will issue the Securities:	The Shares are expected to be issued and allotted within 2 business days of the date of the Meeting subject to shareholder approval. This will be prior to the consolidation of share capital occurring.
Price at which the Securities are to be Issued:	\$0.03 per Share for a total consideration of \$500,000.
The purpose of the issue, including the intended use of any funds raised by the issue:	The funds raised from the issue of Shares will be used for the Company's working capital purposes.
Summary of material terms of agreement that Securities are issued under:	<ul style="list-style-type: none"><li>The issue of the Shares is being made under a Placement Agreement between Domatorisaro and the Company dated 17 August 2020 (<b>Agreement</b>).</li></ul>

	<ul style="list-style-type: none"><li>● Under the Agreement, the Company agreed to repay to Domatorisaro \$1million it had borrowed under a Loan Agreement with the Domatorisaro, upon the Domatorisaro or its nominee applying for a placement of 16,666,667 Shares in the Company at \$0.03 per Share (<b>Placement</b>).</li><li>● The Placement is subject to shareholder approval.</li></ul>
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In accordance with Listing Rule 7.2 Exception 14, since approval is being sought under Listing Rule 10.11, approval is not required to be obtained from shareholders under Listing Rule 7.1. As the issue of Shares to Dr Lingard will only be made with Shareholder approval, the issue will not impact on the company's 15% annual placement capacity under ASX Listing Rule 7.1.

#### 4.4 Directors' recommendations

The Board (excluding Dr Lingard) recommends that shareholders vote in favour of Resolution 5.

The Chair of the meeting intends to vote undirected proxies in favour of Resolution 5.

# GLOSSARY

**\$** means Australian dollars.

**AEDT** means Australian Eastern Daylight Time as observed in Sydney, New South Wales.

**ASX** means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

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

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

**Chair** means the chair of the Meeting.

**Company** means IMEXHS Limited ACN 096 687 839.

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

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

**Explanatory Statement** means the explanatory statement accompanying the Notice.

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

**Listing Rules** means the listing rules of ASX as at the date of this Notice.

**Notice or Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

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

**Ordinary Securities** has the meaning given in the ASX Listing Rules.

**Proxy Form** means the proxy form accompanying the Notice.

**Resolution** means the resolution set out in the Notice.

**Section** means a section of the Explanatory Statement.

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

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

**Subsidiary** means a subsidiary of the Company from time to time.

## Schedule 1

### Key Terms of IMEXHS Long Term Incentive Plan Rules

The key terms of the IMEXHS Long Term Incentive Plan Rules (**Plan**) are as follows:

The terms and conditions of the Plan are set out in comprehensive rules. A summary of the rules of the Plan is set out below:

- The Plan is open to Directors, senior management, and any other employees of the Company or its subsidiaries, as determined by the Board. Participation is voluntary.
- Types of Awards under the Plan include:
  - Options;
  - Performance Rights;
  - Share Awards; and
  - Loan Funded Shares.
- The Board may determine the type and number of Awards to be issued under the Plan to each participant and other terms of issue of the Awards, including:
  - what service-based conditions and/or performance hurdles must be met by a participant in order for an Award to vest (if any);
  - the fee payable (if any) to be paid by a participant on the grant of Awards;
  - the exercise price of any option granted to a participant;
  - the period during which a vested option can be exercised; and
  - any forfeiture conditions or disposal restrictions applying to the Awards and any Shares that a participant receives upon exercise of their options or performance rights.
- The Board may, in its discretion, also determine that the Company will issue limited recourse loans to participants to use for the purchase of Shares as part of a Share Award under the Plan.
- When any service-based conditions and/or performance hurdles have been satisfied, participants will receive fully vested Shares or their options/performance rights will become vested and will be exercisable over Shares (as applicable).
- Each vested option and performance right enables the participant to be issued or to be transferred one Share upon exercise, subject to the rules governing the Plan and the terms of any particular offer.
- Participants holding options or performance rights are not permitted to participate in new issues of Securities by the Company but adjustments may be made to the number of Shares over which the options or performance rights are granted and/or the exercise price (if any) to take into account changes in the capital structure of the Company that occur by way of pro rata and bonus issues in accordance with the rules of the Plan and the ASX Listing Rules.
- The Plan limits the number of Awards that the Company may grant without Shareholder approval, such that the sum of all Awards on issue (assuming all options and performance rights were exercised) do not at any time exceed in aggregate 10% of the total issued capital of the Company as at the date of commencement of the Plan.
- The Plan defines the circumstances where a participant may be considered a good leaver. In these circumstances the Board has sole and absolute discretion in determining the manner in which any unvested awards may be dealt with.
- In the event of a change of control event, unless the Board in its sole and absolute discretion deems otherwise, awards granted will vest on a pro rata basis where the Board considers vesting conditions and performance hurdles applicable to those awards to have been satisfied.
- The Board may at any time amend the Plan, or the terms and conditions upon which awards have been issued under the Plan, subject to the requirements of the Constitution, the Listing Rules and requirement to not materially reduce the rights of any participants (as set out in clause 22 of the Plan).
- The Board may delegate management and administration of the Plan, together with any of their powers or discretions under the Plan, to a committee of the Board or to any one or more persons selected by them as the Board thinks fit.



## Schedule 2

### Notice of intention to remove auditor

**DE & MA Banks Super Fund**  
**1501/2 Elizabeth Bay Road**  
**Elizabeth Bay**  
**NSW 2011**

31 August 2020

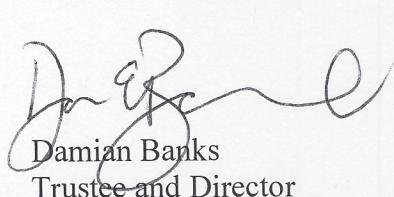
Mr Doug Flynn  
Chairman  
Imexhs Limited  
(by email)

Dear Chairman

In accordance with section 329 of the Corporations Act, The undersigned being the 1) DE & MA Banks Super Fund and 2) Irukandji Investments Pty Ltd, (being holders of more than 5% of the issued shares in the company) hereby give notice of our intention to request the company to remove BDO Audit (WA) Pty Ltd as Auditor.

We seek the appointment of a new Auditor, and request that the company convene a General Meeting to give effect to shareholders being able to vote on this request.

Yours sincerely,



Damian Banks  
Trustee and Director  
Damisuper Pty Ltd <DE & MA Banks Super Fund>



Michelle Banks  
Trustee and Director



Milla Palacio  
Director  
Irukandji Investments Pty Ltd

**Schedule 3****Nomination of Nexia as auditor**

**DE & MA Banks Super Fund**  
1501/2 Elizabeth Bay Road  
Elizabeth Bay  
NSW 2011

31 August 2020

Mr Doug Flynn  
Chairman  
Imexhs Limited  
(by email)

Dear Chairman

In accordance with section 328A of the Corporations Act, The undersigned being the DE & MA Banks Super Fund hereby nominates Nexia Sydney Audit Pty Ltd to become Auditor of the company.

We seek the appointment of a new Auditor, and request that the company convene a General Meeting to give effect to shareholders being able to vote on this request.

Yours sincerely,

  
Damian Banks  
Trustee and Director  
Damisuper Pty Ltd <DE & MA Banks Super Fund>

  
Michelle Banks  
Trustee and Director

# Proxy Voting Form

If you are attending the virtual Meeting  
please retain this Proxy Voting Form  
for online Securityholder registration.

Holder Number:

Your proxy voting instruction must be received by **11.00am (AEDT) on Wednesday, 28 October 2020**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

## SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

### YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

### STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chairman of the Meeting will be appointed as your proxy by default.

### DEFAULT TO THE CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP

### STEP 2 - VOTES ON ITEMS OF BUSINESS

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

### APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

### SIGNING INSTRUCTIONS

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

**Joint holding:** Where the holding is in more than one name, all Shareholders should sign.

**Power of attorney:** If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

**Companies:** To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

**Email Address:** Please provide your email address in the space provided.

**By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.**

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

### Lodging your Proxy Voting Form:

#### Online:

Use your computer or smartphone to appoint a proxy at  
<https://investor.automic.com.au/#/loginsach>

or scan the QR code below using your smartphone

**Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.**



#### BY MAIL:

Automic  
GPO Box 5193  
Sydney NSW 2001

#### IN PERSON:

Automic  
Level 5, 126 Phillip Street  
Sydney NSW 2000

#### BY EMAIL:

[meetings@automicgroup.com.au](mailto:meetings@automicgroup.com.au)

#### BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

**WEBCHAT:** <https://automicgroup.com.au/>

**PHONE:** 1300 288 664 (Within Australia)

+61 2 9698 5414 (Overseas)

