

# NOTICE OF SPECIAL MEETING

Accompanied by an explanatory statement  
& proxy form

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Meeting of Cancellation Shareholders to be held  
at the offices of Nova Legal, Level 2, 50 Kings  
Park Road, West Perth, Western Australia on  
Tuesday, 28 November 2017, commencing at  
8.30am WST.

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## UltraCharge Limited

ACN 140 316 463

*This notice of meeting, explanatory  
statement and proxy form should be read  
in their entirety.*

*If you are in doubt as to how you should  
vote, you should seek advice from your  
accountant, solicitor or other professional  
advisor prior to voting.*

*If you wish to discuss this notice of  
meeting or the accompanying documents,  
please do not hesitate to contact the  
Company Secretary at  
[peter.webse@pcscorporate.com.au](mailto:peter.webse@pcscorporate.com.au)*

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## Key dates

An indicative timetable of key proposed dates is set out below. These dates are indicative only and the dates are subject to change.

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<b>26 November</b> <b>2017</b>	last day for receipt of <i>proxy forms</i> *
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<b>28 November</b> <b>2017</b>	<i>special meeting</i>
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\* *proxy forms* received after 8.30am WST will be disregarded.

# Notice of Special Meeting

Notice is hereby given that a meeting of the *cancellation shareholders* will be held at the offices of Nova Legal, Level 2, 50 Kings Park Road, West Perth, Western Australia on Tuesday, 28 November 2017, commencing at 8.30am WST (*special meeting*).

The *explanatory statement*, which accompanies and forms part of this *notice*, describes the matter to be considered.

Terms used in this *notice*, unless the context otherwise requires, have the meanings given to them in the *glossary* set out in the *explanatory statement*.

## Agenda

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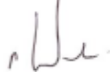
### *resolution* Selective reduction of capital

- 1 To consider and, if thought fit, pass with or without amendment the following resolution as a **special resolution**:

*“That, for the purposes of section 256C of the Corporations Act and for all other purposes, approval is given for the company to selectively reduce its capital by cancelling 28,603,987 shares for nil consideration and on the terms and conditions set out in the explanatory statement.”*

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By order of the board of directors



**Peter Webse**  
Company Secretary

25 October 2017

# Proxy appointment, voting and meeting instructions

## Lodgement of a proxy form

The *proxy form* (and any power of attorney or other authority, if any, under which it is signed) or a copy which appears on its face to be an authentic copy of the *proxy form* (and the power of attorney or other authority) must be lodged with the *company* no later than **8.30am WST** on **26 November 2017** being not later than 48 hours before the commencement of the *special meeting*. Any *proxy form* received after that time will not be valid. *Proxy forms* may be lodged:

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***by hand*** Level 6, 105 St Georges Terrace, Perth, Western Australia

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***by mail*** Company Secretary  
UltraCharge Limited  
Level 6, 105 St Georges Terrace  
Perth WA 6000

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***by email*** [peter.webse@pcscorporate.com.au](mailto:peter.webse@pcscorporate.com.au)

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## Appointment of a proxy

A *cancellation shareholder* entitled to attend and vote at the *special meeting* is entitled to appoint a proxy. The proxy may, but need not be, a *shareholder*.

If you wish to appoint the *chairman* as your proxy, mark the box on the *proxy form*. If the person you wish to appoint as your proxy is someone other than the *chairman* of the *special meeting* please write the name of that person. If you leave this section blank, or your named proxy does not attend the *special meeting*, the *chairman* will be your proxy.

You are entitled to appoint up to two persons as proxies to attend the *special meeting* and vote on a poll. If you wish to appoint a second proxy, an additional *proxy form* may be obtained by telephoning the *company* on +61 (0) 8 6377 8043 or you may photocopy the *proxy form*.

To appoint a second proxy you must on each *proxy form* state (in the appropriate 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.

## **Corporate *shareholders***

Corporate *shareholders* should comply with the execution requirements set out on the *proxy form* or otherwise with the provisions of section 127 of the *Corporations Act*. Section 127 of the *Corporations Act* provides that a company may execute a document without using its common seal if the document is signed by:

- two directors of the company;
- a director and a company secretary of the company; or
- for a proprietary company that has a sole director who is also the sole company secretary – that director.

## **Votes on resolutions**

You may direct your proxy how to vote on a *resolution* by placing a mark in one of the boxes opposite the *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 the *resolution* 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 *resolution*, your proxy may vote as he or she chooses. If you mark more than one box on a *resolution* your vote on the *resolution* will be invalid.

## **Corporate representatives**

A company may elect to appoint an individual to act as its representative in accordance with section 250D of the *Corporations Act*, in which case the *company* will require a certificate of appointment of the corporate representative executed in accordance with the *Corporations Act*. The certificate of appointment must be lodged with the *company* before the *special meeting* or at the registration desk on the day of the *special meeting*.

# Explanatory statement

This *explanatory statement* has been prepared for the information of the *cancellation shareholders* in relation to the business to be conducted at the *special meeting*.

The purpose of this *statement* is to provide the *cancellation 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 meeting*.

This *explanatory statement* should be read in conjunction with the *notice of meeting*. Italicised terms in this *explanatory statement* are defined in the *glossary*.

## 1. SELECTIVE REDUCTION OF CAPITAL

### 1.1. Background

- 1.1.1. On 2 December 2016, the *company* issued 28,019,936 *shares* to Professor Chen Xiaodong (***Prof Chen***) and 14,009,968 *shares* to Ntuitive Pte Ltd (a commercial arm of Singapore's Nanyang Technological University (***NTU***)) (***Ntuitive***) in their capacity as vendors of *UltraCharge Israel*. The *shares* had been issued to *Prof Chen* and *Ntuitive* pursuant to agreements with *UltraCharge Israel* in respect of research and development of the *company's* intellectual property assets.
- 1.1.2. On 30 August 2017, the *company* announced that the research agreement with *NTU* had come to an end, following a review of its development scope and capabilities.
- 1.1.3. In light of the termination of the research relationship between the *company* and *NTU*, *Prof Chen* and *Ntuitive* (the ***cancellation shareholders***) have agreed to the cancellation of a significant proportion of the *shares* they received as consideration for their shares in *UltraCharge Israel*.
- 1.1.4. The *company* proposes to cancel 28,603,987 *shares* (***cancellation shares***), comprising approximately 4.5% of the ordinary capital of the *company* (***selective reduction of capital***).

### 1.2. Reasons for resolution

- 1.2.1. The cancellation of the *cancellation shares* is a selective reduction of capital for the purposes of the *Corporations Act*.
- 1.2.2. Section 256C of the *Corporations Act* has the effect that *shareholders* must approve the *selective reduction of capital* by cancellation of the *cancellation shares* by passing special resolutions at:

- (a) the *annual general meeting*; and
- (b) the *special meeting*.

- 1.2.3. *Resolution 1* will be passed by the *cancellation shareholders* as a special resolution if 75% of the votes cast by *cancellation shareholders* present and eligible to vote (whether in person, by proxy, by attorney or, in the case of a corporate *shareholder*, by a corporate representative) are in favour of it.
- 1.2.4. If *cancellation shareholders* approve *resolution 1*, and subject to *shareholders* also passing a special resolution at the *annual general meeting*, the *company* will reduce its issued capital by 28,603,987 *shares*, or 4.5% of the issued capital of the *company*.

### 1.3. Financial effect of the selective reduction of capital on the Company

The cancellation of the *cancellation shares* for nil consideration will have no effect on the *company's* financial position.

### 1.4. Impact on control

- 1.4.1. The *cancellation shares* represent approximately 4.5% of the issued capital of the *company*. Other things being equal, the *selective reduction of capital* would have the effect of:
  - (a) decreasing the issued capital of the *company* by approximately 4.5%; and
  - (b) increasing each *shareholder's* voting power in the *company* by approximately 4.7%.

Accordingly, there will no material impact on control of the *company*.

### 1.5. Advantages of the selective reduction of capital

- 1.5.1. From the *company's* perspective, the *selective reduction of capital* will have the effect of reducing the issued capital of the *company* by 4.5% whilst theoretically leaving its market capitalisation unchanged; accordingly, the value of each share increases by a corresponding amount. *Shareholders* not participating in the *selective reduction of capital* will therefore benefit from an anticipated increase in the value of their shareholdings.
- 1.5.2. The *selective reduction of capital* provides no advantages to the *cancellation shareholders*.

### 1.6. Disadvantages of the selective reduction of capital

- 1.6.1. For the *company* and those *shareholders* not participating in the *selective reduction of capital*, there are no disadvantages to the proposal.

- 1.6.2. For the *cancellation shareholders*, the disadvantage of the *selective reduction of capital* is that they will have a proportion of their holdings in the *company* cancelled for nil consideration.

## 1.7. What if the selective reduction of capital does not proceed?

If the *selective reduction of capital* does not proceed, the issued capital of the *company* and the holdings of *cancellation shareholders* will not change.

## 1.8. Directors' recommendation

The *directors* unanimously support the *selective reduction of capital* and recommend that *shareholders* vote in favour of *resolution 1*.



## 2. GLOSSARY

In this *notice*, unless the context otherwise requires, the following terms bear the following meanings:

<b><i>annual general meeting</i></b>	the annual general meeting of <i>shareholders</i> to be held at around the same time as the <i>special meeting</i> .
<b><i>cancellation shareholders</i></b>	together, <i>Prof Chen</i> and <i>Ntuitive</i> .
<b><i>cancellation shares</i></b>	the <i>shares</i> held by the <i>cancellation shareholders</i> that will be cancelled if <i>resolution 1</i> is approved at the <i>special meeting</i> and a corresponding resolution is approved at the <i>annual general meeting</i> .
<b><i>chairman</i></b>	the chairman of the <i>meeting</i> .
<b><i>company</i></b>	UltraCharge Limited ACN 140 316 463, a public company incorporated and existing in Australia.
<b><i>Corporations Act</i></b>	the <i>Corporations Act 2001</i> (Cth).
<b><i>director</i></b>	a director of the <i>company</i> .
<b><i>explanatory statement</i></b>	this explanatory statement which accompanies and forms part of the <i>notice</i> .
<b><i>glossary</i></b>	this glossary of terms.
<b><i>notice of meeting or notice</i></b>	this Notice of Special Meeting.
<b><i>Ntuitive</i></b>	has the meaning given in <i>section 1.1.1</i> of the <i>notice</i> .
<b><i>Prof Chen</i></b>	has the meaning given in <i>section 1.1.1</i> of the <i>notice</i> .
<b><i>proxy form</i></b>	the proxy form accompanying the <i>notice</i> .
<b><i>resolution</i></b>	a resolution set out in the <i>notice</i> .
<b><i>section</i></b>	a section of the <i>notice</i> .
<b><i>selective reduction of capital</i></b>	has the meaning given in <i>section 1.1.4</i> of the <i>notice</i> .

<b><i>share</i></b>	a fully paid ordinary share in the <i>company</i> .
<b><i>shareholder</i></b>	the holder of a <i>share</i> .
<b><i>special meeting or meeting</i></b>	the meeting of <i>cancellation shareholders</i> convened by the <i>notice</i> , or any meeting adjourned thereof
<b><i>UltraCharge Israel</i></b>	has the meaning given in <i>section 1.1.1</i> of the <i>notice</i> .
<b><i>WST</i></b>	Western Standard Time, being the time in Perth, Western Australia.

# Proxy Form

Ultracharge Limited ACN 140 316 463

**name:**

**address:**

**contact telephone:**

**date:**

I or we, being a *cancellation shareholder* in Ultracharge Limited and entitled to attend and vote hereby appoint the following proxy or proxies to attend and act on my behalf, and to vote in accordance with my following directions at the special meeting of Ultracharge Limited to be held the offices of Nova Legal, Level 2, 50 Kings Park Road, West Perth, Western Australia on Tuesday, 28 November 2017, commencing at 8.30am WST and at any adjournment of that meeting:

**name of proxy:**

% (specify if more than one proxy)

**OR:** ☐ the **chairman of the meeting** (mark with an "X")

IMPORTANT: If the *chairman* of the *meeting* is your proxy, or is appointed your proxy by default and you do not wish to direct him or her how to vote on the *resolution*, you must mark this box with an "X". By marking this box, you acknowledge that the *chairman* of the *meeting* may exercise your proxy on the *resolution*. If you do not mark this box, and you have not directed your proxy how to vote on the *resolution*, the *chairman* of the *meeting* will not cast your votes on the *resolution* on a show of hands or on a poll.

The *chairman* of the *meeting* intends to vote undirected proxies in favour of the resolution.

If you do not name a proxy or your proxy fails to attend the *meeting*, the *chairman* of the *meeting* will be appointed as your proxy to attend and act on your behalf and to act in accordance with the following directions at the *meeting* and any adjournment of it.

**voting directions to  
your proxy:**

*please mark only one of  
the boxes with an "X"  
for the resolution to  
indicate your direction  
if you mark the  
"abstain" box with an  
"X" for the resolution,  
you are directing your  
proxy not to vote on your  
behalf on a show of  
hands or on a poll*

	<b>Business</b>	<b>for</b>	<b>against</b>	<b>abstain</b>
<b>resolution 1</b>	Selective reduction of capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**please sign here:**

*this section must be  
signed in accordance with  
the instructions to enable  
your directions to be  
implemented*

**for individuals:**

**shareholder 1**

**for companies:**

**director**

**AND**

**shareholder 2 (if any)**

**director/secretary**

**OR attorney**

**OR attorney**