

NETLINKZ LIMITED

ACN 141 509 426

NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY STATEMENT

**Annual General Meeting to be held at
Level 40, 161 Castlereagh Street, Sydney NSW 2000
on 29 November 2018 at 2.30pm (AEDT).**

This Notice of Annual General Meeting and Explanatory Statement should be read in its entirety.
If Shareholders are in doubt as to how to vote, they should seek advice from their accountant, solicitor or other professional adviser without delay.

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders of NetLinkz Limited will be held at Level 40, 161 Castlereagh Street, Sydney NSW 2000 on 29 November 2018 at 2.30pm (AEDT).

ORDINARY BUSINESS

1. Financial Statements and Reports

To receive and consider the annual financial reports, together with the directors' and auditor's reports, for the financial year ending 30 June 2018.

Note: There is no requirement for shareholders to approve these reports.

2. Resolution 1 – Approval of Remuneration Report

To consider and, if thought fit, pass the following **advisory only resolution**:

“That, for the purpose of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report for the year ended 30 June 2018 be adopted.”

Note: The vote on this resolution is advisory only and does not bind the directors or the Company. The directors will consider the outcome of the vote and comments made by shareholders on the remuneration report at the meeting when reviewing the Company's remuneration policies.

Voting exclusion

The Company will disregard any votes cast on this Resolution:

- (a) by or on behalf of a member of Key Management Personnel as disclosed in the Remuneration Report;
 - (b) by or on behalf of a Closely Related Party of a member of Key Management Personnel; and
 - (c) as a proxy by a member of Key Management Personnel or a Closely Related Party,
- unless the vote is cast as proxy for a person entitled to vote in accordance with a direction on the Proxy Form or by the Chairman pursuant to an express authorisation to exercise the proxy.

3. Resolution 2 – Election of Ms Xiaowen Shi as a Director

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

“That, Ms Xiaowen Shi, who was appointed as a Director on 3 July 2018 and who is retiring in accordance with the Constitution, and who offers herself for re-election, is re-elected as a Director of the Company.”

4. Resolution 3 – Election of Mr James Nicholas Tsiolis as a Director

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

“That, in accordance with the Constitution and for all other purposes, Mr James Nicholas Tsiolis, who retires in accordance with clause 58.2 of the Constitution and, being eligible, offers himself for election, be elected as a Director”.

Explanatory Statement

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

Shareholders are specifically referred to the Glossary in the Explanatory Statement which contains definitions of capitalised terms used in this Notice of Annual General Meeting and the Explanatory Statement.

Proxies

Please note that:

- (a) a Shareholder entitled to attend and vote at the Annual 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 Annual General Meeting or handed in at the Annual General Meeting when registering as a corporate representative.

Voting Entitlements

In accordance with Regulations 7.11.37 and 7.11.38 of the *Corporations Regulations 2001* (Cth), the Board has determined that a person's entitlement to vote at the Annual General Meeting will be the entitlement of that person set out in the register of Shareholders as at 27 November 2018 at 4:00pm (AEDT). Accordingly, transactions registered after that time will be disregarded in determining Shareholder's entitlement to attend and vote at the Annual General Meeting.

Enquiries

Shareholders may contact the Company on (02) 9285 1300 if they have any queries in respect of the matters set out in these documents.

Proxy return (Please refer to the following proxy return instructions on the enclosed proxy form)

Online:

At www.investorvote.com.au

By Mobile:

Scan the QR Code on your Proxy form and follow the prompts

By Mail to:

Computershare Investor Services Pty Ltd
GPO Box 242
Melbourne Victoria 3001
Australia

By Facsimile Transmission to:

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

Custodian Voting

For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions.

By Order of the Board of Directors



Greg MacMillan
Company Secretary
Dated this 25 October 2018

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 Annual General Meeting.

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 Resolutions in the accompanying Notice of Annual General Meeting.

This Explanatory Statement should be read in conjunction with the Notice of Annual General Meeting. Capitalised terms in this Explanatory Statement are defined in the Glossary.

Item 1 - Annual Financial Report

The 2018 Annual Report, Directors' reports and auditor' reports for the Company for the year ended 30 June 2018 will be laid before the Annual General Meeting.

There is no requirement for Shareholders to approve these reports. However, the Chairman will allow a reasonable opportunity for Shareholders to ask questions or make comments about these reports and the management of the Company. Shareholders will also be given an opportunity to ask the auditor questions about the:

- conduct of the audit;
- preparation and content of the auditor's report;
- accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- independence of the auditor in relation to the conduct of the audit.

In addition to taking questions at the Meeting, written questions to the Chairman about the management of the Company, or to the Company's auditor about the content of the auditor's reports of the conduct of the audit may be submitted no later than 5 Business Days before the Annual General Meeting date to the Company Secretary at Level 40, 161 Castlereagh St, SYDNEY, NSW, AUSTRALIA, 2000.

Item 2 - Approval of Remuneration Report (Resolution 1)

Section 249L(2) of the Corporations Act requires a company to inform Shareholders that a resolution on the Remuneration Report will be put at the Annual General Meeting. Section 250R(2) of the Corporations Act requires a resolution that the Remuneration Report adopted be put to the vote. Resolution 1 seeks this approval.

In accordance with Section 250R(3) of the Corporations Act, Shareholders should note that Resolution 1 is an "advisory only" Resolution which does not bind the Directors or the Company.

Following consideration of the Remuneration Report, the Chairman, in accordance with Section 250SA of the Corporations Act, must give Shareholders a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

If at least 25% of the votes on Resolution 1 are voted against adoption of the Remuneration Reports at the Annual General Meeting, and then again at the Company's 2019 annual general meeting, the Company will be required to put to Shareholders a resolution proposing the calling of an extraordinary general meeting to consider the appointment of the Directors (**Spill Resolution**).

If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the extraordinary general meeting (**Spill Meeting**) within 90 days of the Company's 2019 annual general meeting. All of the Directors who are in office when the Company's 2019 Directors' Report is approved, other than the Managing Director of the Company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting. Following the Spill Meeting those persons whose election or re-election is approved will be the directors of the Company.

Item 3 – Election of Ms Xiaowen Shi (Resolution 2)

Resolution 2 is an ordinary resolution.

The Company's Constitution provides that any director appointed by casual vacancy holds office until the next annual general meeting and is eligible for re-election. Ms Shi was appointed as a Director on 3 July 2018. Being eligible, she now offers herself for re-election.

Resolution 2 is an ordinary resolution, requiring it to be passed by a simple majority of votes cast by the Shareholders entitled to vote.

Ms Shi has extensive experience in conducting advisory services with respect to investing and establishing contracts in China. Ms Shi is a Chartered Accountant with specialist experience in providing international taxation advice, including advising Chinese State Owned Enterprises

Ms Shi worked for the Corporate International Tax Division of EY for eight years advising clients in China and Australia, before commencing her own consultancy business focused on China. She is also a specialist in off-shore investments and joint ventures in Asia.

The Directors (other than Ms Shi) recommend that Shareholders vote in favour of Resolution 3 to elect Ms Xiaowen Shi as a Director.

Item 4 – Election of Mr James Nicholas Tsiolis (Resolution 3)

Resolution 3 is an ordinary resolution.

In accordance with the Company's Constitution, it is necessary for one-third of the directors, excluding any director appointed since the last Annual General Meeting, to retire by rotation each year.

Mr Tsiolis, in accordance with the Company's constitution, retires by rotation and, being eligible, offers himself for election.

Resolution 3 is an ordinary resolution, requiring it to be passed by a simple majority of votes cast by the Shareholders entitled to vote.

Mr Tsiolis has over 25 years of experience in funds management and capital markets. He is a founder and current CEO of Strategic Capital Management Limited (SCM), an investment management and advisory firm. Mr Tsiolis was the investment adviser to several large superannuation funds, including Military Superannuation (\$3.9 billion), as well as the funds manager of SCM's retail products (\$1 billion).

Mr Tsiolis has been a member of several investment and corporate advisory committees including Macquarie Global Infrastructure Funds, Rosemont Partners, Direct Investment Fund, Deutsche Private Equity, Military Superannuation, Citic China Mezzanine Investment Fund and Energy Investors Group. Mr Tsiolis has overseen a number of investments from start up to IPO in the technology sector. Prior to SCM, Mr Tsiolis served as the Head of Research at ipac Securities. He was also a Senior Investment Analyst of ASSIRT Investment & Technology and a quantitative analyst of James Capel Australia Ltd. Mr Tsiolis is a Governor of the Archaeological Institute in Athens and former deputy chairman of North Asian Strategic Holdings Limited.

Mr Tsiolis is not a director of any other Australian public companies.

The Directors (other than Mr Tsiolis) recommend that Shareholders vote in favour of Resolution 3 to elect Mr Tsiolis as a Director.

Glossary

In this Notice and Explanatory Statement, the following terms have the following meaning unless the context otherwise requires:

Annual General Meeting	the annual general meeting convened by this Notice of Annual General Meeting.
Annual Report	the annual report of the Company for the financial year ended 30 June 2018.
Associate	a party so described by section 10 – 17 of the Corporations Act.
ASX	ASX Limited ACN 098 624 691 or the securities market operated by it, as the context requires.
Board	Board of Directors.
Chairman	Mr James Tsiolis.
Closely Related Party	a closely related party of a member of Key Management Personnel as defined in Section 9 of the Corporations Act, being: <ul style="list-style-type: none">(a) a spouse or child of the member;(b) a child of that member's spouse;(c) a dependant of that member or of that member's spouse;(d) anyone else who is one of that member's family and may be expected to influence that member, or be influenced by that member, in that member's dealings with the Company;(e) a company that is controlled by that member; or(f) any other person prescribed by the regulations.
Constitution	Constitution of the Company.
Company	NetLinkz Limited (ACN 141 509 426)
Corporations Act	Corporations Act 2001 (Cth).
Director	a director of the Company.
Equity Securities	Shares
Explanatory Statement	this explanatory statement forming part of the Notice of Annual General Meeting.
Key Management Personnel	the key management personnel of the Company as defined in Section 9 of the Corporations Act and Australian Accounting Standards Board accounting standard 124, being those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise).
Listing Rules	the listing rules of ASX.
Meeting or	
Annual General Meeting	the annual general meeting convened by this Notice.
Notice or Notice of	
Annual General Meeting	the Notice of Annual General Meeting including this Explanatory Statement.
Option	the options to acquire a Share on the general terms and conditions set out in Annexure 1C.
Remuneration Report	the section of the Annual Report entitled "Remuneration Report".
Resolution	a resolution set out in this Notice.
Share	a fully paid ordinary share in the capital of the Company.
Shareholder	a registered holder of at least one Share.
Trading Day	as defined in the Listing Rules.
VWAP	volume weighted average market price as defined in the Listing Rules.