

## Letter to Shareholders

Dear Shareholders

I am pleased to **enclose** for you the Company's Notice of Annual General Meeting and Explanatory Statement for the Annual General Meeting to be held on **27 November 2019 at 10.00 am** Sydney time.

At the Annual General Meeting, I will present an Investor Update which will include the significant and important achievements of the Company in the last 12 months some of which are:

- establishing an Internet of Things (**IoT**) Lab with iSoftStone Group Co Limited in Beijing; and
- the Company's reseller, entering a joint venture agreement with iSoftStone to establish a company - Beijing iLinkAll Science and Technology Co. Limited (**iLinkAll**) to market and sell the Company's products throughout China; and
- successfully completing the pilot of the Company's VIN product with China Telecom Wuxi; and
- continuing to receive revenue from the sale of VIN product in China
- establishing IOT Labs in Tokyo, Japan and Sydney Australia; and
- eliminating significant debt from the Company's balance sheet; and
- a significant improvement in the Company's share price (**+550%**) and Company profile; and
- successfully launched the new product developed with iSoftStone in the Beijing IoT Lab at the Amazon Web Services (AWS) Summit in Beijing, China.
- commenced commercialisation of the Company's products in Australia with Australian businesses product testing in the Sydney IoT Lab and deploying into their own business networks.

### AGM

The Resolutions that seek your approval that are contained in the Notice of Annual General Meeting are supported by the Directors. The funding provided has been critical in the Company being able to successfully position itself both in terms of opportunities, achievements and financial position from where it was this time last year.

### Election of Directors

Mr Zhang championed the Company's pilot at China Telecom Wuxi and remains a significant senior executive in telecommunications space in China as well as being the Senior President

of China Telecom's Internet of Things. His contribution to the Company's ongoing success in China will be invaluable.

David O'Dowd has been the other local Director in Australia and has chaired the Audit and Compliance Committees. Mr. O'Dowd seeks the approval of the shareholders to be paid his director's fees in shares in lieu of a cash payment.

## Ratification of Prior Issue of Shares

As announced to the market, the Company entered into a \$29 million share subscription agreement with GEM on 31 January 2019 (**GEM Facility**). As part of the GEM Facility the Company was required to issue to GEM 86 million options with an exercise price of 3.7 cents. At that time the average weighted share price of the company was 2.6 cents for the previous 30 days trading.

By the Shareholders approving the issue of the 86 million options to GEM, the Company's ability to raise further capital under ASX Listing Rule 7.1 is increased by 86 million shares.

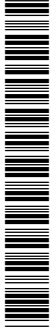
## Issue of Shares to the Company's Funders

The Company has relied on obtaining working capital from time to time prior to the GEM Facility and revenue being received by the Company. Long term shareholders will recall the share price prior to April 2019 traded below 4 cents.



The Company entered into various loan agreements to fund the development of software in Australia, through Systemic, and Beijing China, through iSoftStone. As well as establishing IoT Labs to allow localisation of the software leading to product sales. This Global strategy of setting up IoT labs in each target market will ensure Data Sovereignty and support of regulatory authorities in each jurisdiction.

The approval by Shareholders of the issue of shares to the lenders will allow the Company to refresh its share issuance capacity for further funding under ASX Listing Rule 7.1 which will be required for further drawdowns with GEM or other funders at prices reflective of the current share price.



The Company is now entering a critical and exciting stage of the global commercialisation of its products with its partners and I seek your support for the Resolutions proposed in the Notice of Meeting for the Company's Annual General Meeting.

Kind regards



James Tsiolis  
Executive Chairman  
Netlinkz Limited

# **NETLINKZ LIMITED**

**ACN 141 509 426**

## **NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY STATEMENT**

**Annual General Meeting to be held at  
The Sydney Hilton Hotel,  
Level 1, Rooms 3 & 4  
488 George Street, Sydney NSW 2000  
on Wednesday 27 November 2019  
at 10:00am (Sydney Time).**

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 GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders of NetLinkz Limited will be held at Level 1, Rooms 3 & 4, Sydney Hilton, 488 George Street, Sydney NSW 2000 on 27 November 2019 at 10.00am (Sydney Time).

### ORDINARY BUSINESS

## AGENDA

### 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 2019.

**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 2019 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 Mr Hualin Zhang as a Director

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

*“That, Mr Hualin Zhang, who was appointed as a Director on 28 February 2019 and who is retiring in accordance with the Constitution, and who offers himself for re-election, is re-elected as a Director of the Company.”*

**4. Resolution 3 – Election of Mr David O’Dowd 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 David O’Dowd, who retires in accordance with clause 58.2 of the Constitution and, being eligible, offers himself for election, be elected as a Director”.*

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**5. Resolution 4 – Ratification of prior issue of Securities under Listing Rule 7.1**

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

*“That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, the issue by the Company of 40,000,000 shares to GEM Global Yield Fund LLC SCS on the terms described in the Explanatory Memorandum be ratified.”*

**Voting exclusion statement**

The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- GEM Global Yield Fund LLC SCS; or
- an associate of GEM Global Yield Fund LLC SCS or a person who participated in the issue or an associate of that person.

However, the Company need not disregard any vote if

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
  - it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.
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**6. Resolution 5 – Ratification of prior issue of Securities under Listing Rule 7.1**

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

*“That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, the issue by the Company of 83,800,000 Options to GEM Global Yield Fund LLC SCS on the terms described in the Explanatory Memorandum be ratified.”*

**Voting exclusion statement**

The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- GEM Global Yield Fund LLC SCS; or
- an associate of GEM Global Yield Fund LLC SCS or a person who participated in the issue or an associate of that person.

However, the Company need not disregard any vote if

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
  - it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.
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**7. Resolution 6 – Approval of the issue of Securities to GEM Global Yield Fund LLC SCS**

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

*“That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval be given for the issue to GEM Global Yield Fund LLC SCS of 2,200,000 Options on the terms described in the Explanatory Memorandum.”*

**Voting exclusion statement**

The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- GEM Global Yield Fund LLC SCS; or
- an associate of GEM Global Yield Fund LLC SCS otherwise, a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity or an associate of that person).

However, the Company need not disregard any vote if

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

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**8. Resolution 7 – Approval of the Issue of Securities to Cojim Investments Pty Ltd <MGSF Super Fund>**

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 7.1 and for all other purposes, approval be given for the issue to **Cojim Investments Pty Ltd <MGSF Super Fund>** of 45,454,545 Shares on the terms described in the Explanatory Memorandum.”*

**Voting exclusion statement**

The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- Cojim Investments Pty Ltd; or
- an associate of Cojim Investments Pty Ltd otherwise, a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity or an associate of that person).

However, the Company need not disregard any vote if

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

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**9. Resolution 8 – Approval of the Issue of Securities to OCSF Pty Ltd <The Trustee for OCSF Super Fund>**

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 7.1 and for all other purposes, approval be given for the issue to **OCSF Pty Ltd <The Trustee for OCSF Super Fund>** of 45,454,545 Shares on the terms described in the Explanatory Memorandum.”*

**Voting exclusion statement**

The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- OCSF Pty Ltd; or
- an associate of OCSF Pty Ltd otherwise, a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity or an associate of that person).

However, the Company need not disregard any vote if

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or

- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

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**10. Resolution 9 – Approval of the Issue of Shares to Reef Investments Pty Ltd ACN 009 201 389 for the payment of interest on a Loan Facility**

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

*“That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval be given to issue 15,951,843 Shares to Reef Investments Pty Ltd or its nominee in the payment of interest due on the Loan Facility and on the terms described in the Explanatory Memorandum.”*

**Voting exclusion statement**

The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- Reef Investments Pty Ltd or
- an associate of Reef Investments Pty Ltd otherwise, a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity or an associate of that person).

However, the Company need not disregard any vote if

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

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**11. Resolution 10 – Approval to adopt NetLinkz Limited Incentive Share Plan**

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 7.2 (Exception 9(b)) and for all other purposes, approval is given for the Company to adopt an employee incentive scheme titled Incentive Share Plan and for the issue of securities under that Plan, on the terms and conditions set out in the Explanatory Statement.”*

**Voting exclusion statement**

The Company will disregard any votes cast in favour of the Resolution by or on behalf of any Director except one who is ineligible to participate in any employee incentive scheme in relation to the Company, or any associates of those Directors.

However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.



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**12. Resolution 11 – Issue of Shares to Mr David O’Dowd in lieu of cash payment for past unpaid director fees**

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 10.14 and for all other purposes, approval be given for the issue to Mr David O’Dowd of 3,121,426 Shares on the terms described in the Explanatory Memorandum.”*

**Voting exclusion statement**

The Company will disregard any votes cast on this Resolution by any Director who is eligible to participate in the employee incentive scheme in respect of which approval is sought and, if ASX has expressed an opinion under rule 10.14.3 that approval is required for participation in an employee incentive scheme by anyone else, that person, and any associates of those Directors.

However, the Company need not disregard any vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

**Voting Prohibition Statement:**

A person appointed as a proxy must not vote, on the basis of that appointment, on this Resolution if:

- (a) the proxy is either:
  - (i) a member of the Key Management Personnel; or
  - (ii) a Closely Related Party of such a member; and
- (b) the appointment does not specify the way the proxy is to vote on this Resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair; and
  - (b) the appointment expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with remuneration of a member of the Key Management Personnel.
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**13. Resolution 12 – Approval of the issue of Shares to Akuna Finance Pty Limited**

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 7.1 and for all other purposes, approval be given for the issue to Akuna Finance Pty Ltd - ACN 087 177 008 of 65,857,528 Shares on the terms described in the Explanatory Memorandum.”*

**Voting exclusion statement**

The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- Akuna Finance Pty Ltd; or
- an associate of Akuna Finance Pty Ltd otherwise, a person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of ordinary securities in the entity or an associate of that person).

However, the Company need not disregard any vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

## 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 General Meeting or handed in at the 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 25 November 2019 at 10.00am (Sydney Time). Accordingly, transactions registered after that time will be disregarded in determining Shareholder's entitlement to attend and vote at the General Meeting.

### Enquiries

Shareholders may contact the Company on (02) 9299 9580 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)

**NETLINKZ LIMITED**  
**ACN 141 509 426**

**Online:**

At [www.investorvote.com.au](http://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 2975  
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](http://www.intermediaryonline.com) to submit your  
voting intentions.

**By Order of the Board of Directors**



Robert Lees  
Company Secretary

Dated this 18 October 2019

## 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.

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### Item 1 - Annual Financial Report

The 2019 Annual Report, Directors' reports and auditor's reports for the Company for the year ended 30 June 2019 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 c/o CoySec Services Pty Ltd, Level 3, Suite 302, 17 Castlereagh Street Sydney NSW 2000 or by email: rlees@netlinkz.com.

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### 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 2020 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 2020 annual general meeting. All of the Directors who are in office when the Company's 2020 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.

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### **Item 3 – Election of Mr Hualin Zhang (Resolution 2)**

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. Mr Zhang was appointed as a Director on 28 February 2019. Being eligible, he now offers himself 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.

Mr. Zhang has over 30 years' experience in the telecom and telecommunications industry in China and was previously appointed Senior President of China Telecom Co. Wuxi. His various senior roles throughout his career in China has provided him significant opportunities of introducing new technologies into the China market.

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

**The Directors (other than Mr Zhang) recommend that Shareholders vote in favour of Resolution 2 to elect Mr Hualin Zhang as a Director.**

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### **Item 4 – Election of Mr David O'Dowd (Resolution 3)**

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 O'Dowd, 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. O'Dowd has been a practising barrister for 26 years. He has advised public company boards on governance and compliance issues during his years at the bar. He has served the Company as Chairman of the Audit and Compliance Committees as well as the Remuneration Committee of the Company since his appointment as a non-executive director.

Mr O'Dowd is not a director of any other Australian public companies.

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

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### **Item 5 – Ratification of prior issue of Securities to GEM Global Yield Fund LLC SCS (Resolution 4)**

Under Resolution 4, the Company now seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the prior issue of 40,000,000 Shares at an issue price of \$0.0809 per Share in relation to 27,000,000 Shares issued on 4 June 2019 and in relation to 13,000,000 Shares at an issue price of \$0.099 issued on 28 June 2019 to GEM Global Yield Fund LLC SCS ('Prior Issue').

ASX Listing Rule 7.1 prohibits a company from issuing shares or options representing more than 15% of its issued capital in any 12-month period without shareholder approval. ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. Under ASX Listing Rule 7.4 where a company at a general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

By ratifying the prior Issue, the securities issued under the Prior Issue will not diminish the 15% annual placement capacity of the Company. This will provide the Company with flexibility to issue further equity securities within the next 12 months up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior shareholder approval. The company is in compliance with its ASX Listing Rule 7.1 requirements.

#### Information required under ASX Listing Rule 7.4

In accordance with ASX Listing Rule 7.5, the following information is provided in relation to the ratification of the prior Issue of Shares:

- (a) 40,000,000 Shares were issued pursuant to ASX Listing Rule 7.1 on the following basis:
    - (i) 27,000,000 Shares issued on 4 June 2019; and
    - (ii) 13,000,000 Shares issued on 28 June 2019;
  - (b) the issue price was \$0.0809 per Share for the 27,000,000 shares and \$0.099 per Share for the 13,000,000 shares issued;
  - (c) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
  - (d) the Shares were issued to GEM Global Yield Fund LLC SCS, which is not a related party; and
  - (e) the funds raised from this issue were used to advance development of the Company's VIN technology and for general working capital.
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#### Item 6 – Ratification of prior issue of Securities under Listing Rule 7.1 (Resolution 5)

Under Resolution 5, the Company now seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the prior issue of 83,800,000 Options exercisable at \$0.037 and expiring 31 January 2022 to GEM Global Yield Fund LLC SCS. Terms of the Options are summarised in Schedule 1 of the Option Certificate.

On 31 January 2019, Netlinkz Limited announced to the market that it had signed a Three Year Capital Commitment Agreement with GEM Global Yield Fund LLC SCS ('**GEM**'), a New York based private alternative investment group, which has agreed to provide the Company with up to AUD \$29 million through a Share Issuance Funding Facility until 31 January 2022.

Subject to its terms, the Facility can be used entirely at the Company's discretion. The Company may use the Facility to draw down funds in tranches in exchange for issuing new shares to GEM over the next 3 years.

As part of the transaction Netlinkz Limited agreed to issue 86m three-year call options with an exercise price of 3.7 cents. Netlinkz Limited issued 83.8m options on 31 January 2019 with the balance of 2.2m options to be issued subject to shareholder approval under Resolution 6. GEM currently hold 50,800,000 January 31, 2022 Options.

ASX Listing Rule 7.1 prohibits a company from issuing shares or options representing more than 15% of its issued capital in any 12-month period without shareholder approval. ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. Under ASX Listing Rule 7.4 where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

By ratifying the prior Issue, the securities issued under the Prior Issue will not diminish the 15% annual placement capacity of the Company. This will provide the Company with flexibility to issue further equity securities within the next 12 months up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior shareholder approval. The company is in compliance with its ASX Listing Rule 7.1 requirements

#### Information required under ASX Listing Rule 7.4

In accordance with ASX Listing Rule 7.5, the following information is provided in relation to the ratification of the prior Issue of securities:

- (a) 83,800,000 Options were issued pursuant to ASX Listing Rule 7.1 on 31 January 2019;
- (b) the Options were issue for nil consideration in satisfaction of part of the facility fee.
- (c) the Options are exercisable on the payment of \$0.037 on or before 31 January 2022. If exercised the Shares issued are all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- (d) the Options were issued to GEM Global Yield Fund LLC SCS, it is not a related party; and
- (e) no funds were raised from this issue as the options were issued in part consideration of a funding facility.

#### Item 7 - Approval of the issue of Securities to GEM Global Yield Fund LLC SCS (Resolution 6)

Under Resolution 6, seeks Shareholder approval for the issue of up to 2,200,000 Options exercisable at \$0.037 and expiring 31 January 2022 to GEM Global Yield Fund LLC SCS. Terms of the Options are summarised in Schedule 1.

The company engaged the services of GEM Global Yield Fund LLC SCS to provide a funding facility.

By ratifying the prior Issue, the securities issued under the Prior Issue will not diminish the 15% annual placement capacity of the Company. This will provide the Company with flexibility to issue further equity securities within the next 12 months up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior shareholder approval.

#### Information required under ASX Listing Rule 7.1

The effect of Shareholder approval will be that the Shares issued will not be counted in calculating the number of securities which the Company can issue in the next 12 months under the 15% limit imposed by ASX Listing Rule 7.1.

In accordance with ASX Listing Rule 7.3, the following information is provided in relation to the issue of the Shares to Reef Investments Pty Ltd:

<b>Maximum number of securities to be issued or the formula for calculating the number of securities to be issued:</b>	2,200,000 Options
<b>The date by which the entity will issue the securities:</b>	The Options will be issued no later than 3 months after the date of the General Meeting or such later date as permitted by the ASX.
<b>Price at which the securities will be issued:</b>	The issue price will be \$ Nil per Option.
<b>Names of the persons to whom the entity will issue the securities or the basis upon which those persons will be identified or selected</b>	The Options are to be issued to GEM Global Yield Fund LLC SCS. It is not a related party of the Company
<b>Terms of the securities:</b>	the Options are exercisable on the payment of \$0.037 on or before 31 January 2022 If exercised the Shares issued are all fully paid ordinary shares in the capital of

	the Company issued on the same terms and conditions as the Company's existing Shares;
<b>Use (or intended use) of the funds raised:</b>	No funds raised will be raised by the issue of these Options.

**Item 8 - Issue of Securities to Cojim Investments Pty Ltd <MGSF Super Fund> (Resolution 7)**

The Company entered a loan agreement with Coleil Pty Ltd (a private finance provider) on 7 May 2019 (when the share price of Netlinkz Limited was \$0.082 cents). The agreement provided that Coleil Pty Ltd would lend the Company the sum of \$2.5 million or other amount as agreed between the Company and Coleil Pty Ltd, and that Coleil Pty Ltd or its nominee would be able to convert the debt owed by the Company at \$0.055¢ per Share. The Agreement was varied to permit Coleil Pty Ltd to lend a further \$2.5 million and to nominate which entity was to obtain the Shares on conversion of that debt.

Coleil Pty Ltd nominated Cojim Investments Pty Ltd <MGSF Super Fund> to be the recipient of the conversion of the initial loan of \$2.5 million into Shares in the Company.

**Information required under ASX Listing Rules 7.4**

In accordance with ASX Listing Rule 7.5, the following information is provided in relation to the issue of the Shares to Cojim Investments Pty Ltd <MGSF Super Fund>:

<b>The number of securities issued:</b>	45,454,545 Shares were issued.
<b>The date securities were issued:</b>	The Shares were issued on 6 September 2019.
<b>Price at which the securities were issued:</b>	The issue price was \$0.055 per Share.
<b>Names of the persons to whom the entity will issue the securities or the basis upon which those persons will be identified or selected</b>	The shares were issued to Cojim Investments Pty Ltd <MGSF Super Fund>. It is not a related party of the Company
<b>Terms of the securities:</b>	Fully paid ordinary Shares of the Company ranking equally with all other ordinary Shares of the Company.
<b>Use (or intended use) of the funds raised:</b>	Working capital.

**Item 9 – Issue of Securities to OCSF Pty Ltd <The Trustee for OCSF Super Fund> (Resolution 8)**

The second tranche of funds of \$2.5 million from Coleil Pty Ltd was provided to the Company on 12 June 2019.

Coleil Pty Ltd nominated OCSF Pty Ltd <The Trustee for OCSF Super Fund> to be the recipient of the conversion of that loan into Shares in the Company.

**Information required under ASX Listing Rules 7.4**

In accordance with ASX Listing Rule 7.5, the following information is provided in relation to the issue of the Shares to OCSF Pty Ltd <The Trustee for OCSF Super Fund>:

<b>The number of securities issued:</b>	45,454,545 Shares were issued.
<b>The date securities were issued:</b>	The Shares were issued on 6 September 2019



<b>Price at which the securities were issued:</b>	The issue price was \$0.055 per Share.
<b>Names of the persons to whom the entity issued the securities or the basis upon which those persons were determined</b>	The shares were issued to OCSF Pty Ltd <The Trustee for OCSF Super Fund>. It is not a related party of the Company
<b>Terms of the securities:</b>	Fully paid ordinary Shares of the Company ranking equally with all other ordinary Shares of the Company.
<b>Use (or intended use) of the funds raised:</b>	Working capital.

## **Item 10 - Approval of the Issue of Shares to Reef Investments Pty Ltd ACN 009 201 389 for repayment of interest on a Loan Facility (Resolution 9)**

### **Background**

On 7 March 2018, Reef Investments Pty Ltd (**Reef**) acquired a loan with a face value of USD\$500,000 plus outstanding establishment fees and accrued interest.

At that time, Reef agreed to convert the debt, establishment fees and interest on the loan outstanding into Shares, on the same basis as other debt was to be converted to shares, the latter debt conversion being subject to shareholder approval. The conversion of the Reef debt to equity was to occur immediately after the meeting approving the other debt conversion had been held.

As a general meeting of NetLinkz held on 6 June 2018, shareholder approval was received for the conversion of the other debt with a conversion price of \$0.014 per Share. For various reasons related to the original provider for the Reef debt, the Reef debt conversion did not occur at that time.

As at 30 November 2018, the principal, establishment fees and interest outstanding were AUD\$930,000. This sum was settled by the issue of 66,428,571 Shares which was approved by Shareholders at the General Meeting held on 18 April 2019 (Resolution 3). The shares were issued on 17 June 2019 to Reef. Interest accrued over the period unpaid by this settlement was agreed to be settled on the same terms by the issue 15,591,843 Shares to Reef.

### **ASX Listing Rule 7.1**

The effect of Shareholder approval will be that the Shares issued will not be counted in calculating the number of securities which the Company can issue in the next 12 months under the 15% limit imposed by ASX Listing Rule 7.1.

### **Information required under ASX Listing Rules**

In accordance with ASX Listing Rule 7.3, the following information is provided in relation to the issue of the Shares to Reef Investments Pty Ltd:

<b>Maximum number of securities to be issued or the formula for calculating the number of securities to be issued:</b>	15,951,843 fully paid ordinary shares
<b>The date by which the entity will issue the securities:</b>	The Shares will be issued no later than 3 months after the date of the General Meeting or such later date as permitted by the ASX.
<b>Price at which the securities will be issued:</b>	The deemed issue price will be \$0.014 per share.
<b>Names of the persons to whom the entity will issue the securities or the basis upon</b>	The shares are to be issued to Reef Investments Pty Limited. It is not a related party of the Company

<b>which those persons will be identified or selected</b>	
<b>Terms of the securities:</b>	Fully paid ordinary Shares of the Company ranking equally with all other ordinary Shares of the Company.
<b>Use (or intended use) of the funds raised:</b>	No funds raised will be raised by the issue of these shares.

#### **Item 11 - Approval of NetLinkz Limited Employee Incentive Plan (Resolution 10)**

Resolution 10 seeks Shareholders approval for the adoption of the employee incentive scheme titled Incentive Share Plan (**Plan**) in accordance with ASX Listing Rule 7.2 (Exception 9(b)).

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period. ASX Listing Rule 7.2 (Exception 9(b)) sets out an exception to ASX Listing Rule 7.1 which provides that issues under an employee incentive scheme are exempt for a period of 3 years from the date on which shareholders approve the issue of securities under the scheme as an exception to ASX Listing Rule 7.1.

If Resolution 10 is passed, the Company will be able to issue Shares under the Plan to eligible participants over a period of 3 years without impacting on the Company's ability to issue up to 15% of its total ordinary securities without Shareholder approval in any 12-month period.

Shareholders should note that no Shares have previously been issued under the Plan.

The objective of the Plan is to attract, motivate and retain key employees, directors and consultants and it is considered by the Company that the adoption of the Plan and the future issue of Shares under the Plan will provide selected directors, consultants and employees with the opportunity to participate in the future growth of the Company.

A feature of the Plan is the issue of Shares pursuant to the Plan may be undertaken by way of provision of a non-recourse, interest free loan to be used for the purposes of subscribing for the Shares based on a price that will be not less than the volume weighted average price at which Shares were traded on the ASX over the 10 trading days up to and including the date of acceptance of the offer.

Any future issues of Shares under the Plan to a related party or a person whose relationship with the company or the related party is, in ASX's opinion, such that approval should be obtained will require additional Shareholder approval under ASX Listing Rule 10.14 at the relevant time.

A summary of the key terms and conditions of the Plan is set out in Schedule 2. In addition, a copy of the Plan is available for review by Shareholders at the registered office of the Company until the date of the Meeting. A copy of the Plan can also be sent to Shareholders upon request to the Company Secretary (+61 2 9299 9580 or [rlees@netlinkz.com](mailto:rlees@netlinkz.com)). Shareholders are invited to contact the Company if they have any queries or concerns.

#### **Item 12 – Resolution 11 – Issue of Shares to Mr David O'Dowd in lieu of cash payment for director fees**

##### **Background**

The Board approved on 21 February 2018, subject to obtaining Shareholder approval and the adoption of the Plan (refer Resolution 10), to issue Shares in lieu of director fees owed to David O'Dowd (or his nominee) to assist the Company with its cash flow. The Company has agreed to issue to the related party - David O'Dowd 3,121,426 Shares each at an average deemed issue price of \$0.0412 in satisfaction of unpaid director fees of \$128,750 owing to him for the period 1 April 2018 to 15 July 2019 pursuant to the Plan and on the terms and conditions set out below.

**Calculation of shares to be issued based on quarterly VWAP of Netlinkz shares (except for July 2019 which is for 15 days).**

Period Start date	Ending date	VWAP	Directors fee due	Shares to be issued
01/04/2018	30/06/2018	\$0.0358	\$22,500	628,454
01/07/2018	30/09/2018	\$0.0353	\$22,500	636,953
01/10/2018	31/12/2018	\$0.0306	\$22,500	735,913
01/01/2019	31/03/2019	\$0.0327	\$26,250	802,535
01/04/2019	30/06/2019	\$0.1012	\$30,000	296,410
01/07/2019	15/07/2019	\$0.2363	\$5,000	21,161
		<b>Total</b>	<b>\$128,750</b>	<b>3,121,426</b>

To the extent Shareholders do not approve the issue of the Shares, the Director will be entitled to be paid his fees in cash.

#### **Chapter 2E of the Corporations Act and ASX Listing Rule 10.14**

Chapter 2E of the Corporations Act requires that for a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- obtain the approval of the public company's members in the manner set out in sections 217 to 227 of the Corporations Act; and
- give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within an exception set out in sections 210 to 216 of the Corporations Act.

The issue of the Related Party Shares constitutes giving a financial benefit and David O'Dowd is a related party of the Company by virtue of being Director.

The Directors considers that Shareholder approval pursuant to Chapter 2E of the Corporations Act is not required in respect of the issue of Related Party Shares to David O'Dowd because the agreement to grant Related Party Shares in satisfaction of Director fees is considered reasonable remuneration in the circumstances and was negotiated on an arm's length basis.

#### **ASX Listing Rules**

ASX Listing Rule 10.14 requires the approval of Shareholders to issue securities under an employee incentive scheme to a related party of the Company (e.g. a Director or Director controlled entity). Accordingly, Shareholder approval is sought for the issue of 3,121,426 Shares to Mr O'Dowd under ASX Listing Rule 10.14 for the issue of Shares to a Director.

Approval pursuant to ASX listing Rule 7.1 is not required for the issue of the Related party Shares as approval is being obtained under ASX Listing Rule 10.14. Therefore, the issue of Shares to Mr O'Dowd will not be included in the 15% calculation for the purposes of ASX Listing Rule 7.1.

#### **Technical Information required by ASX Listing Rule 10.15**

In accordance with the requirements of ASX Listing Rule 10.14, the following information is provided:

- the Shares will be issued to Mr David O'Dowd or his nominee;
- the maximum number of Shares to be issued is 3,121,426 fully paid ordinary Shares;

- the deemed issue price of the Shares is \$0.0412 per Share
- the Shares will be issued within one month of the date of the meeting at which this resolution is passed;
- the Shares issued will rank equally in all respects with other existing fully paid ordinary shares in the capital of the Company;
- as the Shares are being issued in lieu of director fees that have accrued, there are no proceeds from the issue of the Shares;
- no Related Party Shares have previously been issued under the Plan, nor has the Plan previously been adopted by Shareholders;
- all Directors are entitled to participate in the Plan;
- there is no loan in relation to the issue; and

the relevant voting exclusion statement is set out in Resolution 11 of the Notice of Meeting.

### **Directors' Recommendation**

The Board recommends Shareholders vote in favour of these Resolutions.

The Chairman of the meeting intends to vote undirected proxies in favour of this Resolution

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### **Item 13 – Resolution 12 – Approval of the Issue of Shares to Akuna Finance Pty Ltd for repayment of Loan**

#### **Background**

The Company entered into a loan agreement with Akuna Finance Pty Limited on 1 November 2018 to provide working capital for the Company. The loan was the only source of working capital for the Company until the Company was able to drawdown under the GEM Facility in May 2019. It was a term of the loan agreement that Akuna Finance could elect after 6 months to convert the debt under the loan agreement into shares in the Company at \$0.025 per share (the share price as at 1 November 2018 was \$0.031 per share).

The debt owing to Akuna Finance as at 30 June 2019 was \$1,646,438.22. Akuna Finance elected on 1 July 2019 to convert the debt owing under the loan agreement in accordance with the terms of the loan agreement.

#### **ASX Listing Rule 7.1**

The effect of Shareholder approval will be that the Shares issued will not be counted in calculating the number of securities which the Company can issue in the next 12 months under the 15% limit imposed by ASX Listing Rule 7.1.

#### **Information required under ASX Listing Rules**

In accordance with ASX Listing Rules 7.3, the following information is provided in relation to the issue of the Shares to Akuna Finance:

<b>Maximum number of securities to be issued or the formula for calculating the number of securities to be issued:</b>	65,857,528 fully paid ordinary Shares in the Company as at 30 June 2019
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**NETLINKZ LIMITED**  
**ACN 141 509 426**

<b>The date by which the entity will issue the securities:</b>	The Shares will be issued no later than 3 months after the date of the General Meeting or such later date as permitted by the ASX.
<b>Price at which the securities will be issued:</b>	The deemed issued price is \$0.025 per share.
<b>Names of the persons to whom the entity will issue the securities or the basis upon which those persons will be identified or selected</b>	The shares are to be issued to Akuna Finance Pty Limited. It is not a related party of the Company.
<b>Terms of the securities:</b>	Fully paid ordinary shares of the Company ranking equally with all other ordinary shares of the Company.
<b>Use (or intended use) of the funds raised:</b>	No funds raised will be raised by the issue of these shares.

## Glossary

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

<b>General Meeting</b>	the general meeting convened by this Notice of General Meeting.
<b>Associate</b>	a party so described by section 10 – 17 of the Corporations Act.
<b>ASX</b>	ASX Limited ACN 098 624 691 or the securities market operated by it, as the context requires.
<b>Board</b>	Board of Directors.
<b>Chairman</b>	Mr James Tsiolis.
<b>Constitution</b>	Constitution of the Company.
<b>Company</b>	NetLinkz Limited (ACN 141 509 426).
<b>Corporations Act</b>	Corporations Act 2001 (Cth).
<b>Director</b>	a director of the Company.
<b>Incentive Share Plan</b>	the NetLinkz Limited Incentive Share Plan
<b>Explanatory Statement</b>	this explanatory statement forming part of the Notice of Annual General Meeting.
<b>Listing Rules</b>	the listing rules of ASX.
<b>Meeting or Annual General Meeting</b>	the annual general meeting convened by this Notice.
<b>Notice of Notice of Annual General Meeting</b>	the Notice of Annual General Meeting including this Explanatory Statement
<b>Option</b>	the options to acquire a Share on the general terms and conditions set out in Annexure 1 hereto.
<b>Resolution</b>	a resolution set out in this Notice.
<b>Share</b>	a fully paid ordinary share in the capital of the Company.
<b>Shareholder</b>	a registered holder of at least one Share.
<b>Trading Day</b>	as defined in the Listing Rules.

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**Schedule 1 – Terms and conditions of Options**

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(a) **Entitlement**

Each Option entitles the holder to subscribe for one Share upon exercise of the Option.

(b) **Exercise Price**

Subject to paragraph Schedule 1(j), the amount payable upon exercise of each Option will be \$0.037 (**Exercise Price**).

(c) **Expiry Date**

Each Option will expire at 5:00 pm (AEST) on or before 31 January 2022 (**Expiry Date**). An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.

(d) **Exercise Period**

The Options are exercisable at any time on or prior to the Expiry Date (**Exercise Period**).

(e) **Notice of Exercise**

The Options may be exercised during the Exercise Period by notice in writing to the Company in the manner specified on the Option certificate (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

(f) **Exercise Date**

A Notice of Exercise is only effective on and from the later of the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

(g) **Timing of issue of Shares on exercise**

Within 15 Business Days after the Exercise Date, the Company will:

- (i) issue the number of Shares required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
- (ii) if required, give ASX a notice that complies with section 708A(5) of the Corporations Act, or, if the Company is unable to issue such a notice, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors; and
- (iii) if admitted to the official list of ASX at the time, apply for official quotation on ASX of Shares issued pursuant to the exercise of the Options.

If a notice delivered under Schedule 1(g) and (g)(ii) for any reason is not effective to ensure that an offer for sale of the Shares does not require disclosure to investors, the Company must, no later than 20 Business Days after becoming aware of such notice being ineffective, lodge with ASIC a prospectus prepared in accordance with the Corporations Act and do all such things necessary to satisfy section 708A(11) of the Corporations Act to ensure that an offer for sale of the Shares does not require disclosure to investors.

(h) **Shares issued on exercise**

Shares issued on exercise of the Options rank equally with the then issued shares of the Company.

(i) **Reconstruction of capital**

If at any time the issued capital of the Company is reconstructed, all rights of an Optionholder are to be changed in a manner consistent with the Corporations Act and the ASX Listing Rules at the time of the reconstruction.

(j) **Participation in new issues**

There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.

(k) **Change in exercise price**

An Option does not confer the right to a change in Exercise Price or a change in the number of underlying securities over which the Option can be exercised.

(l) **Transferability**

The Options are transferable subject to any restriction or escrow arrangements imposed by ASX or under applicable Australian securities laws.



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## Schedule 2 - Summary of Incentive Share Plan

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The Key terms of the Incentive Share Plan are as follows:

- (a) **Eligibility:** Participants in the plan may be Directors, full-time and part-time employees of the Company or any of its subsidiaries or a casual employee or contractor (**Eligible Participants**).
- (b) **Administration of Plan:** The Board is responsible for the operation of the Plan and has a broad discretion to determine which Participants will be offered Shares under the Plan.
- (c) **Offer:** The Board may, from time to time, in its absolute discretion, issue a written offer to a Participant to participate in the Plan. The offer:
  - (i) will invite application for the number of Shares specified in the offer;
  - (ii) will specify the issue price for the Shares or the manner in which the Issue Price is to be calculated;
  - (iii) will specify any restriction conditions applying to the Shares;
  - (iv) will specify an acceptance period; and
  - (v) specify any other terms and conditions attaching to the Shares.
- (d) **Issue price:** The issue price of the Plan Shares offered under an Offer shall be determined by the Board in its absolute discretion, which may be a nominal or nil amount.
- (e) **Restriction Conditions:** Shares may be subject to restriction conditions (such as a period of employment) which must be satisfied before the Shares can be sold, transferred, or encumbered (**Restriction Period**).
- (f) **Loan:** The Company may, in its absolute discretion, grant a Loan to a Participant for the purpose of purchasing Shares under an Offer in accordance with the Plan.
- (g) **Power of Attorney:** The Participant irrevocably appoints each of the Company and each director of the Company severally as his or her attorney to do all things necessary to give effect to the sale of the Participant's Shares in accordance with the Plan.
- (h) **Plan limit:** The Company must take reasonable steps to ensure that the number of Shares offered by the Company under the Plan when aggregated with:
  - (i) the number of Shares issued during the previous 3 years under the Plan; and
  - (ii) the number of Shares that would be issued if each outstanding offer for Shares (including options to acquire unissued Shares) under any employee incentive scheme of the Company were to be exercised or accepted,does not exceed 5% of the total number of Shares on issue at the time of an offer (but disregarding any offer of Shares or option to acquire Shares that can be disregarded in accordance with relevant ASIC Class Orders).
- (i) **Quotation on ASX:** The Company will apply for each Plan Share to be admitted to trading on ASX upon issue of the Plan Share. Quotation will be subject to the ASX Listing Rules and any holding lock applying to the Shares.
- (j) **Rights attaching to Shares:** Each Plan Share shall be issued on the same terms and conditions as the Company's issued Shares (other than in respect of transfer restrictions imposed by the Plan) and it will rank equally with all other issued Shares from the issue date except for entitlements which have a record date before the issue date.



ABN 55 141 509 426

NET

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

## Need assistance?



**Phone:**

1300 850 505 (within Australia)  
+61 3 9415 4000 (outside Australia)



**Online:**

[www.investorcentre.com/contact](http://www.investorcentre.com/contact)



## YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00am (Sydney Time)** on **Monday, 25 November 2019**.

# Proxy Form

## How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

### APPOINTMENT OF PROXY

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

## SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

**Joint Holding:** Where the holding is in more than one name, all of the securityholders 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 form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

## ATTENDING THE MEETING

**If you are attending in person, please bring this form with you to assist registration.**

### Corporate Representative

If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Appointment of Corporate Representative" prior to admission. A form may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the help tab, "Printable Forms".

## Lodge your Proxy Form:

**XX**

### Online:

Use your computer or smartphone to appoint your proxy and vote at [www.investorvote.com.au](http://www.investorvote.com.au) or scan your personalised QR code below using your smartphone.

Your secure access information is



**Control Number: 999999**

**SRN/HIN: I9999999999**

**PIN: 99999**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

### By Mail:

Computershare Investor Services Pty Limited  
GPO Box 242  
Melbourne VIC 3001  
Australia

### By Fax:

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



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

☐

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

## Proxy Form

Please mark ☒ to indicate your directions

### Step 1

### Appoint a Proxy to Vote on Your Behalf

XX

I/we being a member/s of Netlinkz Limited hereby appoint

☐

the Chairman  
of the Meeting

OR

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Netlinkz Limited to be held at The Sydney Hilton Hotel, Level 1, Rooms 3 & 4, 488 George Street, Sydney NSW 2000 on 27 November 2019 at 10.00am (Sydney Time) and at any adjournment or postponement of that meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Items 1, 10 and 11 (except where I/we have indicated a different voting intention in step 2) even though Items 1, 10 and 11 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Items 1, 10 and 11 by marking the appropriate box in step 2.

### Step 2

### Items of Business

**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain			For	Against	Abstain
1	Approval of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	8	Approval of the Issue of Securities to OCSF Pty Ltd < The Trustee for OCSF Super Fund>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Election of Mr Hualin Zhang as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	9	Approval of the Issue of Shares to Reef Investments Pty Ltd ACN 009 201 389 for the payment of interest on a Loan Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Election of Mr David O'Dowd as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10	Approval to adopt NetLinkz Limited Incentive Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Ratification of prior issue of Securities under Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11	Issue of Shares to Mr David O'Dowd in lieu of cash payment for past unpaid director fees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	Ratification of prior issue of Securities under Listing Rule 7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12	Approval of the issue of Shares to Akuna Finance Pty Limited	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	Approval of the issue of Securities to GEM Global Yield Fund LLC SCS	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
7	Approval of the Issue of Securities to Cojim Investments Pty Ltd <MGSF Super Fund>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

### Step 3

### Signature of Securityholder(s)

*This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

**Update your communication details** (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

NET

999999A



Computershare





ABN 55 141 509 426

NETRM

MR RETURN SAMPLE  
123 SAMPLE STREET  
SAMPLE SUBURB  
SAMPLETOWN VIC 3030

Dear Securityholder,

We have been trying to contact you in connection with your securityholding in Netlinkz Limited. Unfortunately, our correspondence has been returned to us marked "Unknown at the current address". For security reasons we have flagged this against your securityholding which will exclude you from future mailings, other than notices of meeting.

Please note if you have previously elected to receive a hard copy Annual Report (including the financial report, directors' report and auditor's report) the dispatch of that report to you has been suspended but will be resumed on receipt of instructions from you to do so.

We value you as a securityholder and request that you supply your current address so that we can keep you informed about our Company. Where the correspondence has been returned to us in error we request that you advise us of this so that we may correct our records.

You are requested to include the following;

- > Securityholder Reference Number (SRN);
- > ASX trading code;
- > Name of company in which security is held;
- > Old address; and
- > New address.

Please ensure that the notification is signed by all holders and forwarded to our Share Registry at:

Computershare Investor Services Pty Limited  
GPO Box 2975  
Melbourne Victoria 3001  
Australia

Note: If your holding is sponsored within the CHESS environment you need to advise your sponsoring participant (in most cases this would be your broker) of your change of address so that your records with CHESS are also updated.

Yours sincerely

**Netlinkz Limited**