

**VONEX LIMITED  
(ACN 063 074 635)**

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**NOTICE OF GENERAL MEETING  
and  
EXPLANATORY MEMORANDUM TO SHAREHOLDERS**

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**4 September 2020**

**10.00am WST**

**Level 8, 99 St Georges Tce, Perth WA 6000**

Please read this Notice and Explanatory Memorandum carefully.

If you are unable to attend the Meeting, please complete and return the enclosed Proxy Form in accordance with the specified instructions.

**VONEX LIMITED**  
**(ACN 063 074 635)**

**NOTICE IS HEREBY GIVEN** that the General Meeting of Shareholders of Vonex Limited (ACN 063 074 635) (“**Company**”) will be held at **Level 8, 99 St Georges Tce, Perth WA 6000 on Friday, 4 September 2020 at 10.00 am WST.**

An Explanatory Memorandum accompanies this Notice of Meeting to provide Shareholders with information to enable them to make an informed decision regarding the resolution set out in this Notice of Meeting. The Explanatory Memorandum is to be read in conjunction with this Notice of Meeting.

**AGENDA**

**RESOLUTION TO BE VOTED ON BY ALL SHAREHOLDERS**

**Resolution 1 – Ratification of Prior Issue – LR7.1**

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 7.4 and for all other purposes, the Shareholders ratify the prior issue of 4,496,082 Shares on the terms and conditions set out in the Explanatory Memorandum.”*

**Voting Exclusion:**

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

- (a) a person who participated in the issue or a person who is a counterparty to the agreement being approved; or
- (b) an associate of a person or those persons who participated in the issue or is a counterparty to the agreement being approved.

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

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

## **Resolution 2 – Ratification of Prior Issue – LR7.1A**

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 7.4 and for all other purposes, the Shareholders ratify the prior issue of 10,240,761 Shares on the terms and conditions set out in the Explanatory Memorandum.”*

### **Voting Exclusion:**

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

- (a) a person who participated in the issue or a person who is a counterparty to the agreement being approved; or
- (b) an associate of a person or those persons who participated in the issue or is a counterparty to the agreement being approved.

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

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

## **DETERMINATION OF VOTING ENTITLEMENT**

For the purpose of determining a person’s entitlement to vote at the meeting, a person will be recognised as a Shareholder and holder of Shares if that person is registered as a holder of those Shares at 5.00pm. WST on 2 September 2020.

## **PROXIES**

A Shareholder entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of the Shareholder.

Where the Shareholder is entitled to cast two or more votes, the Shareholder may appoint two proxies and may specify the proportion or number of Shareholder’s votes each proxy may exercise, each proxy may exercise half of the votes. A proxy need not be a Shareholder.

To be effective, the instrument of appointment of a proxy (and power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority) must be received by the Company not less than 48 hours prior to commencement of the Meeting:

- by mail to the Company at PO Box 5638, St Georges Tce, Perth, WA 6831
- personally, to the Company at Level 8, 99 St Georges Tce, Perth WA 6000
- by facsimile to +61 (08) 9486 4799
- by email to [dan@vonex.com.au](mailto:dan@vonex.com.au)

If you choose to appoint a proxy, you are encouraged to direct your proxy how to vote on each Resolution by marking either “For” or “Against” or “Abstain” on the form of proxy for that item of business.

Subject to voting restrictions set out in the Voting Exclusion Statement, the Chairperson will vote undirected proxies on, and in favour of all Resolutions.

**BY ORDER OF THE BOARD**

**Daniel Smith**  
*Company Secretary*

**VONEX LIMITED  
(ACN 063 074 635)**

**EXPLANATORY MEMORANDUM**

This Explanatory Memorandum has been prepared for the information of Shareholders and is intended to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in the accompanying Notice of General Meeting of Shareholders of Vonex Limited ("**Vonex**" or "**the Company**") ("**Notice of Meeting**") to be held at Level 8, 99 St Georges Tce, Perth WA 6000 on Friday, 4 September 2020 at 10.00am WST.

The Directors recommend that Shareholders read this Explanatory Memorandum in full before making any decision whether or not to pass the Resolution in the accompanying Notice of Meeting.

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**1. Resolutions 1 & 2 – Ratification of Prior Issue of Shares**

**1.1 Background**

The Company announced on 25 June 2020 that it had received firm commitments for a capital raising of \$1,400,000 by way of the placement of 14,736,843 fully paid ordinary shares in the capital of the Company (**Shares**) at an issue price of 9.5 cents per Share to a strong mix of sophisticated and institutional investors across Australia and New Zealand (**Placement**). The Placement, which was completed on 1 July 2020, consisted of 4,496,082 shares issued pursuant to the Company's ASX Listing Rule 7.1 Capacity and 10,240,761 pursuant to the Company's Listing Rule 7.1A Capacity.

**1.2 Resolution 1 – ASX listing rule 7.1**

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 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that 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 this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

**1.3 Resolution 2 – ASX listing rule 7.1A**

ASX Listing Rule 7.1A provides that an "Eligible Entity" may seek Shareholder approval at its annual general meeting to allow it to issue Equity Securities up to 10% of its issued capital over a period up to

12 months after the annual general meeting. This extra 10% capacity is in addition of the Company's 15% capacity under ASX Listing Rule 7.1. The Company confirms that it is an "Eligible Entity" and that it obtained approval from Shareholders at its last annual general meeting for this placement capacity in accordance with the ASX Listing Rules.

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that 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 this issue, the Company will retain the flexibility to issue equity securities in the future up to the 10% annual placement capacity as set out in ASX Listing Rule 7.1A, without the requirement to obtain prior Shareholder approval.

#### **1.4 Technical information required by ASX Listing Rule 7.4**

In compliance with the information requirements of ASX Listing Rule 7.5, Shareholders are advised of the following in relation to the Ratification:

- (a) 14,736,843 Shares were issued on the following basis:
  - (i) 4,496,082 shares issued pursuant to ASX Listing Rule 7.1; and
  - (ii) 10,240,761 shares issued pursuant to ASX Listing Rule 7.1A;
- (b) the issue price of the Shares issued pursuant to the Placement was \$0.095 per Share;
- (c) the Shares are ordinary fully paid shares in the capital of the Company and rank equally in all respects with the existing Shares on issue;
- (d) the Shares were issued to certain sophisticated and institutional investors introduced by the Company's broker, Pac Partners Securities Pty Ltd, none of whom are related parties of the Company;
- (e) the Shares were issued on 1 July 2020; and
- (f) the Company intends to use funds raised pursuant to the Placement as follows:
  - (i) balance sheet support to fund growth by acquisition initiatives;
  - (ii) expanded marketing activities and cross-selling opportunities; and
  - (iii) for general working capital purposes.

If resolution 1 is passed, the Issue will be excluded in calculating Vonex's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities it can issue without shareholder approval over the 12-month period following the Issue Date.

If resolution 1 is not passed, the Issue will be included in calculating Vonex's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without shareholder approval over the 12-month period following the Issue Date.

If resolution 2 is passed, the Issue will be excluded in calculating Vonex's 15% limit in Listing Rule 7.1, effectively increasing the number of equity securities it can issue without shareholder approval over the 12-month period following the Issue Date.

If resolution 2 is not passed, the Issue will be included in calculating Vonex's 15% limit in Listing Rule 7.1, effectively decreasing the number of equity securities it can issue without shareholder approval over the 12-month period following the Issue Date

***The Directors unanimously recommend Shareholders vote in favour of Resolutions 1 and 2.***

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## GLOSSARY

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**\$** means Australian dollars.

**ASIC** means the Australian Securities and Investments Commission.

**ASX** means ASX Limited.

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

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

**Business Day** means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

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

**Company** means Vonex Ltd (ACN 063 074 635).

**Constitution** means the Company's constitution.

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

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

**Equity Securities** includes a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX decides to classify as an Equity Security.

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

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

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

**Ordinary Securities** has the meaning set out in the ASX Listing Rules.

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

**Resolutions** means the resolutions set out in this Notice, or any one of them, as the context requires.

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

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

**WST** means Australia Western Standard Time as observed in Perth, Western Australia





always on

Vonex Limited  
ABN 39 063 074 635

## 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 (WST) Wednesday, 2 September 2020.**

# 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**

### By Mail:

Vonex Limited  
PO Box 5638  
St Georges Tce, Perth  
Western Australia 6831

### By Fax:

08 9486 4799 within Australia or  
+61 8 9486 4799 outside Australia

### By Email:

[dan@vonex.com.au](mailto:dan@vonex.com.au)



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

**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.

# Proxy Form

Please mark  to indicate your directions

## Step 1 Appoint a Proxy to Vote on Your Behalf

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I/We being a member/s of Vonex 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 General Meeting of Vonex Limited to be held at Level 8, 99 St Georges Tce, Perth, Western Australia on Friday, 4 September 2020 at 10:00am (WST) and at any adjournment or postponement of that meeting.

## 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
1 Ratification of Prior Issue – LR7.1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Ratification of Prior Issue – LR7.1A	<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 <input type="text"/>	Securityholder 2 <input type="text"/>	Securityholder 3 <input type="text"/>	/ / <input type="text"/>
Sole Director & Sole Company Secretary	Director	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

