



## ASX RELEASE

# ADDENDUM TO THE NOTICE OF SPECIAL GENERAL MEETING

An addendum has been made to the Notice of Special General Meeting, which is to be held on 10am 26 August 2014 at Suite 606, 37 Bligh St Sydney 2000.

The information provided in the Notice of Meeting was insufficient for the purposes of the listing rules and the purpose of this Addendum is to satisfy these requirements.

The amended information is shown in the table below:

	Page	Amendments
Resolution 3	8	<p><i>"Subject to the passing of the resolution in Item 1, that, for the purpose of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue on or about 31 August 2014, or in any event, no less than 3 months after the date of the meeting, of ordinary shares in the Company at an issue price of VWAP less 20% for the 15 trading days prior to 24 March 2014 to Sol Holdings Corporation (Sol Holdings) or its nominee on the terms and conditions as set out in the accompanying Explanatory Statement."</i></p> <p><b>Voting Exclusion:</b>            "The Company will, in accordance with the Listing Rules of ASX, disregard any votes cast on Item 3 by Sol Holding, King Fame and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed and any of their associates. 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"</p> <p><b>EXPLANATORY STATEMENT RESOLUTION 3</b>            The Company received an amount of \$200,000 on 5 April 2014. The funds are been used for general working capital, including the first stages of developing the SuperSorghum business for the Company. The shares will be issued on or about 31 August, or in any event, no less than 3 months after the date of the meeting.</p>
Resolution 4	10	<p><i>"Subject to the passing of the resolution in Item 1, that, for the purpose of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve a placement of \$300,000 and the allotment and issue of ordinary shares in the Company on or about 31 August 2014, or at any event, no less than 3 months after the date of the meeting, at an issue price of VWAP less 20% for the 15 trading days prior to the date of this notice to Marvel Seeds Pte Limited on the terms and conditions as summarised in the accompanying Explanatory Statement."</i></p>



	11	<p><b>Voting Exclusion:</b>  “The Company will, in accordance with the Listing Rules of ASX, disregard any votes cast on Item 3 by Marvel Seeds Pte Ltd, King Fame and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed and any of their associates. 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.”</p> <p><b>EXPLANATORY STATEMENT RESOLUTION 4</b>  The shares will be issued at \$0.0008, which equates to 375,000,000 ordinary shares. Such shares will rank equally with all other ordinary shares of the Company currently on issue. The shares will be issued on or about 31 August 2014, or in any event no less than 3 months after the date of the meeting. After the conversion of the AYIG Convertible Notes to shares on September 2014 and the issue of the shares in resolution 3 above, the proportion of shares after such issue held by Marvel Seeds pursuant to this resolution will be 10.5% and if all PAFtec shares are converted then the portion held by Marvel Seeds will be 11.7%.</p>
Resolution 5	12	<p><i>“Subject to the passing of the resolution in Item 1 that, for the purpose of item 7, s.611 of the Corporations Act, approval is given for the Company to enter a converting note on or about 31 August 2014 in favour of Ocean Pacific Management Pte Limited (“OPM”) in a total sum of \$2.5 million on the terms and conditions set out in the Explanatory Statement.”</i></p> <p><b>Voting Exclusion:</b>  “The Company will disregard any votes cast on Item 5 by OPM and any of its associates. 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.”</p>
Resolution 6	15	<p><i>“Subject to the passing of the resolutions in Item 3, 4 and 5 that, for the purpose of ASX Listing Rule 7.1 that the company issue unlisted free options to King Fame on or around 31 August 2014, or in any event, no later than 3 months after the date of the meeting, on the terms and conditions set out in the Explanatory Statement.”</i></p> <p><b>Voting Exclusion:</b>  “The Company will, in accordance with the Listing Rules of ASX, disregard any votes cast on Item 3 by King Fame and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed and any of their associates. 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.”</p>



		<p><b>EXPLANATORY STATEMENT RESOLUTION 6</b></p> <p>Subject to passing resolutions 3, 4 and 5, the Company seeks approval to issue on 31 August 2014, <i>or in any event, no later than 3 months after the date of the meeting of</i> 375,000,000 unlisted and unquoted free options, to King Fame in a sum of \$300,000 at an exercise price of 0.0008 per share and at an exercise date on or before 31 December 2014. The further terms of such options are as follows:</p> <ol style="list-style-type: none"> <li>1. Such rights are subject to Listing Rules including the rules applicable to a reorganisation of capital (Listing Rule 6.16);</li> <li>2. The optionholder shall be entitled to exercise any full number of options on or before the exercise date ; and</li> <li>3. Such options do not entitle the optionholder to participate in any new issue without exercising the option (Listing Rule 6.19).</li> </ol>
Resolution 7	17	<p><b>Voting Exclusion:</b></p> <p>"The Company will disregard any votes cast on Item 7 by Sol Holdings and any of its associates. 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."</p>

Yours faithfully

**A1 INVESTMENTS & RESOURCES LTD**



Charlie Nakamura  
Director