



NOTICE OF GENERAL MEETING

of Ensogo Limited
to be held at 09:00 am AEST
on Friday 29 May 2015
at Computershare Investor Services Pty Limited
Level 4, 60 Carrington Street
Sydney NSW 2000

Registered Office:
C/- Australian Company Secretaries Pty Ltd
GPO Box 4231
Suite 806, Level 8
70 Pitt Street
SYDNEY NSW 2000
Australia

Telephone +61 2 9239 0277

Notice is hereby given that the General Meeting ("the Meeting") of Ensogo Limited ("the Company") will be held at 09:00 am AEST on Friday 29 May 2015 at Computershare Investor Services Pty Limited, Level 4, 60 Carrington Street, Sydney NSW 2000.

SPECIAL BUSINESS

Resolution 1 Prospective Approval to issue fully paid ordinary shares pursuant to ASX Listing Rule 7.1 - Issue of fully paid ordinary shares to sophisticated and professional investors

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

"That approval be given under and for the purposes of ASX Listing Rule 7.1 and all other purposes and that the Company and the Directors of the Company are hereby authorised to undertake the issue of 106,000,000 fully paid ordinary shares in the capital of the Company at \$0.185 each to sophisticated and professional investors, in Australia and overseas who are clients of Bell Potter Securities Limited, the lead manager of the placement, details of which are set out in the explanatory notes to resolution 1 in the notice of meeting."

Resolution 2 Ratification of issue of fully paid ordinary shares pursuant to ASX Listing Rule 7.4 - Issue of fully paid ordinary shares to sophisticated and professional investors

To consider and, if thought fit, pass the following ordinary resolution:

"That, in accordance with ASX Listing Rule 7.4, the Company ratifies and approves for the purposes of ASX Listing Rule 7.1, the issue of 83,000,000 fully paid ordinary shares in the capital of the Company, details of which are set out in the explanatory notes to resolution 2 in the notice of meeting."

Resolution 3 Approval to issue fully paid ordinary shares pursuant to ASX Listing Rule 10.11 - Issue of fully paid ordinary shares to E & A Belina Investments Limited

To consider and, if thought fit, pass the following ordinary resolution:

"That approval be given under and for the purposes of ASX Listing Rule 10.11 and all other purposes and that the Company and the Directors of the Company are hereby authorised to undertake the issue of 16,669,422 fully paid ordinary shares in the capital of the Company, details of which are set out in the explanatory notes to resolution 3 in the notice of meeting."

BY ORDER OF THE BOARD



N J V Geddes
Company Secretary

28 April 2015

VOTING EXCLUSIONS

In accordance with the Corporations Act 2001 and the Australian Securities Exchange Listing Rule, the Company makes the following statement:

The Company will disregard any votes cast on:

Resolution 1:

By:

- a) A number of sophisticated and professional investors in Australia and overseas, who are clients of Bell Potter Securities Limited, the lead manager of the placement, participating in the placement; and
- b) Any of its associates (within the meaning of the Corporations Act 2001)

Resolution 2:

By:

- a) A number of sophisticated and professional investor in Australia and overseas who are clients of Bell Potter Securities Limited, the lead manager of the placement, who have participated in the placement; and
- b) Any of its associates (within the meaning of the Corporations Act 2001)

Resolution 3:

By:

- a) E & A Belina Investments Limited; and
- b) Any of its associates (within the meaning of the Corporations Act 2001)

However, the Company need not disregard a 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 NOTES

These Explanatory Notes have been prepared for the shareholders of Ensogo Limited to provide information about the items of business to be considered at the General Meeting of shareholders to be held on 29 May 2015.

The resolutions to be passed at the meeting are ordinary resolutions. An ordinary resolution requires a simple majority of votes cast by shareholders entitled to vote on the resolution in order for it to be carried.

If appropriate and, if time permits, the Chairman will discuss significant issues raised by shareholders prior to the Meeting and will invite questions and comments from shareholders on these key issues and any other appropriate and relevant matters that shareholders would like to raise at the Meeting.

If you have a general issue or question that you would like discussed at the Meeting, please write to the Company Secretary, Nick Geddes, at ngeddes@austocosec.com.au.

How will the Chairman vote as proxy if the Shareholder has not directed the Chairman to vote?

The Chairman intends to vote in favour of all the Resolutions. If a Shareholder appoints the Chairman of the Annual General Meeting as proxy and does not direct the Chairman how to vote on a Resolution then, if that Shareholder is entitled to vote on that Resolution, the Chairman will vote in favour of that Resolution.

Resolution 1 - Prospective Approval to issue ordinary shares pursuant to ASX Listing Rule 7.1– Issue of fully paid ordinary shares to sophisticated and professional investors

ASX Listing Rule 7.1 restricts the Company from issuing equity securities, which in any 12 month period amount to more than 15% of the Company's total shares on issue 12 months before the date of the proposed issue.

On 21 April 2015, the Company announced the conditional placement of 189,000,000 fully paid ordinary shares at \$0.185 each as part of its capital raising to select sophisticated and professional investors in Australia and overseas, who are clients of Bell Potter Securities Limited, the lead manager of the placement. A portion of the placement is subject to shareholder approval.

Resolution 1 seeks authorisation pursuant to ASX Listing Rule 7.1 for the Board, without using the Company's annual 15% placement capacity, to issue 106,000,000 fully paid ordinary shares in the capital of the Company at \$0.185 each to participating sophisticated and professional investors.

If approved the 106,000,000 fully paid ordinary shares are expected be issued within 3 days and in any event no later than 3 months from the date of the Meeting. The proposed issue of shares will rank pari passu to existing shares. The funds raised will be used to fund marketing programs associated with customer acquisition and retention; CAPEX requirements related to the ongoing development of the technology platform, including logistics and fulfilment system and for additional working capital as detailed in the ASX announcement of 21 April 2015.

Resolution 2 – Ratification of issue of fully paid ordinary shares pursuant to ASX Listing Rule 7.4 - issue of fully paid ordinary shares to sophisticated and professional investors

ASX Listing Rule 7.1 imposes a cap on the number of securities that a company may issue within the 12 month period. ASX Listing Rule 7.4 provides that an issue of equity securities made without Shareholder approval under Listing Rule 7.1 is treated as having been made with Shareholder approval for the purposes of Listing Rule 7.1 if the holders of ordinary securities subsequently approve it, and the issue did not breach Listing Rule 7.1. The issues of the shares described below did not breach any Listing Rules and shareholder ratification to the issue is now sought.

In order to restore the Company's capacity to issue shares, it is proposed that the Members ratify the issue of fully paid ordinary shares as detailed below. Ratification provides the Company with flexibility in capital management and allows the Company to make further issues for working capital or other purposes as required.

On 21 April 2015, the Company announced the conditional placement of 83,000,000 fully paid ordinary shares in the capital of the Company at \$0.185 each to institutional investors as detailed in the announcement of the Company dated 21 April 2015. Subsequent to shareholder approval at the AGM to refresh the Company's placement capacity under ASX Listing Rule 7.1, the fully paid ordinary shares were allotted and issued by the Company on 28 April 2015. The funds raised will be used to fund marketing programs associated with customer acquisition and retention; CAPEX requirements related to the ongoing development of the technology platform, including logistics and fulfilment system and for additional working capital as detailed in the ASX announcement of 21 April 2015

Resolution 3 –Approval to issue fully paid ordinary shares pursuant to ASX Listing Rule 10.11 - Issue of fully paid ordinary shares to E & A Belina Investments Limited

On 21 April 2015, the Company announced the conditional placement of 189,000,000 fully paid ordinary shares at \$0.185 each as part of its capital raising to select sophisticated and professional investors.

E & A Belina Investments Limited (E&AIL) first invested in the Company in February 2015 thereby becoming a Related Party under the Corporations Act. Pursuant to an agreement that inter alia permitted them, subject to certain conditions, to 'top up' their holding in order to maintain their percentage holding at the level of their investment when they agreed to invest in February 2015, in the event that the Company issued additional shares, E&AIL have given notice that they wish to hold 10% of the Company's shares on issue on

completion of the share issues that will be made subject to shareholder approval to Resolution 1 and of the issue of which Resolution 2 relates.

As E&AIL is a related party of the Company, shareholder approval is also being sought under ASX Listing Rule 10.11 to issue 16,669,422 fully paid ordinary shares at \$0.185 each to E&AIL.

In accordance with ASX Listing Rule 10.13 the Company provides the following information:

Subject to approval by the shareholders, the Company will issue 16,669,422 fully paid ordinary shares to E&AIL at \$0.185 per share.

If approved the 16,669,422 fully paid ordinary shares are expected be issued within 3 days and in any event no later than 1 month from the date of the Meeting.

E&AIL is a subsidiary of Vipshop Holdings Limited (NYSE: VIPS) (Vipshop), China's leading online discount retailer for brands. On 27 February 2015, the Company announced the placement of 59,464,069 fully paid ordinary shares at \$0.108 each to E&AIL. The Company & Vipshop also announced the execution of a strategic partnership agreement which aims to enhance the development of the Company's e-commerce businesses' in South East Asia through on-going cooperation with Vipshop nominees. As part of the agreement, Mr David Gu, a nominee of Vipshop was appointed to the Board of the Company.

The fully paid ordinary shares will rank pari passu with the existing ordinary shares of the Company and will be issued at a price of \$0.185 per ordinary share.

A voting exclusion statement is included in this Notice of the Meeting.

The funds raised will be used to fund marketing programs associated with customer acquisition and retention; CAPEX requirements related to the ongoing development of the technology platform, including logistics and fulfilment system and for additional working capital as detailed in the ASX announcement of 21 April 2015.

As approval is sought under ASX Listing Rule 10.11, approval is not required under ASX Listing Rule 7.1 and accordingly the issue of 16,669,422 fully paid ordinary shares to E&AIL would not count in the Company's 15% placement capacity.

NOTES

1. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on the member's behalf. If the member is entitled to cast two or more votes at the Meeting, the member may appoint not more than two proxies to attend and vote on the member's behalf.
2. If a member appoints two proxies, each proxy should be appointed to represent a specified proportion or number of the member's votes. In the absence of such a specification, each proxy will be entitled to exercise half the votes.
3. A proxy need not be a member of the Company.
4. To appoint a proxy (or two proxies), a proxy form must be signed by the member or the member's attorney duly authorised in writing. If the member is a corporation, the proxy form must be signed either under the corporation's common seal (if any) or under the hand of its attorney or officer duly authorised.
5. To be effective, a proxy form (and, if it is signed by an attorney, the authority under which it is signed or a certified copy of the authority) must be received by the Company not later than 48 hours prior to the Meeting. Proxy forms and authorities may be sent to the Company by post, personal delivery or fax:

Computershare Investor Services Pty Limited

Street address: Level 4, 60 Carrington Street, Sydney NSW 2000

Mailing address: GPO Box 242, Melbourne VIC 3001

Fax: (within Australia) 1800 783 447

(outside Australia) +61 3 9473 2555

provided that members who forward their proxy forms by fax are required to make available the original executed form of the proxy for production, if called upon so to do at the Meeting.

For custodians – who are subscribers of Intermediary Online, please submit your votes electronically via www.intermediaryonline.com

6. A corporate shareholder entitled to attend and vote at the Meeting may appoint a body corporate representative to attend and vote for the shareholder. Also, as noted previously, a body corporate may be appointed as a proxy.

Ensogo Limited will accept the original appointment, a certified copy of the appointment or a certificate from the company giving notice of the appointment as satisfactory evidence of the appointment.

You can lodge your body corporate representative appointment document before the AGM or present the document at the registration desk at the Meeting.

7. For the purposes of the General Meeting, persons on the register of members as at 7:00 pm AEST, 27 May 2015 will be treated as members. This means that if you are not the registered holder of a relevant share at that time you will not be entitled to vote in respect of that share.

Lodge your vote:



Online:

www.investorvote.com.au



By Mail:

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

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

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

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

Proxy Form



Vote and view the Notice of Meeting online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: I9999999999 PIN: 99999

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



For your vote to be effective it must be received by 9:00 am AEST Wednesday 27 May 2015

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

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,
or turn over to complete the form →**

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.



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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 Ensogo 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 Ensogo Limited to be held at Computershare Investor Services Pty Limited, Level 4, 60 Carrington Street, Sydney NSW 2000 on Friday, 29 May 2015 at 9:00 am AEST 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.

SPECIAL BUSINESS

		For	Against	Abstain
1	Prospective Approval to issue fully paid ordinary shares pursuant to ASX Listing Rule 7.1 - Issue of fully paid ordinary shares to sophisticated and professional investors	☐	☐	☐
2	Ratification of issue of fully paid ordinary shares pursuant to ASX Listing Rule 7.4 - Issue of fully paid ordinary shares to sophisticated and professional investors	☐	☐	☐
3	Approval to issue fully paid ordinary shares pursuant to ASX Listing Rule 10.11 - Issue of fully paid ordinary shares to E & A Belina Investments Limited	☐	☐	☐

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.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact
Name

Contact
Daytime
Telephone

Date / /

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