



BEYOND INTERNATIONAL LIMITED

ABN 65 003 174 409

**Registered Office:
109 Reserve Road, Artarmon NSW 2064**

NOTICE OF ANNUAL GENERAL MEETING TO SHAREHOLDERS

DATE OF MEETING

30 November 2015

TIME OF MEETING

10.00am

PLACE OF MEETING

BDO – Lvl 11, 1 Margaret St, Sydney 2000

A Proxy Form is enclosed

This Notice of Annual General Meeting, Explanatory Memorandum and Proxy Form should be read in their entirety. If you are in doubt as to how you should vote, you should seek advice from your professional advisers.

If you are unable to attend the Annual General Meeting please complete and return the enclosed Proxy Form in accordance with the directions.

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders of Beyond International Limited ABN 65 003 174 409 (Company) will be held at BDO – Lvl 11, 1 Margaret St, Sydney on Monday 30 November 2015 at 10.00 am for the purpose of transacting the following business referred to in this Notice of Annual General Meeting.

BUSINESS OF MEETING

1. Resolution 1 - Financial Reports

To receive and consider the financial report of the Company for the year ended 30 June 2015 together with the Directors' Report and the Auditor's Report as set out in the Annual Report.

2. Resolution 2 – Remuneration Report

To adopt the Remuneration Report for the year ended 30 June 2015.

Notes: Members should be aware that the vote on this resolution is advisory only and does not bind the Directors of the Company.

The Directors will consider the outcome of the vote on the Remuneration report when reviewing the Company's remuneration policies.

3. Resolution 3 – Directors

To re-elect a Director. Mr Ian Robertson retires in accordance with the Constitution, and being eligible offers himself for re-election.

OTHER BUSINESS

To deal with any other business which may be brought forward in accordance with the Constitution and the Corporations Act.

By order of the Board

Paul Wylie
Company Secretary
Dated: 23 October 2015

How to vote

Shareholders can vote by either:

- attending the Meeting and voting in person or by attorney or, in the case of corporate Shareholders, by appointing a corporate representative to attend and vote; or
- appointing a proxy to attend and vote on their behalf using the Proxy Form accompanying this Notice of Meeting and by submitting their proxy appointment and voting instructions in person, by post, or by facsimile.

Voting in person (or by attorney)

Shareholders, or their attorneys, who plan to attend the Meeting are asked to arrive at the venue 15 minutes prior to the time designated for the Meeting, if possible, so that their holding may be checked against the Company's share register and their attendance recorded. To be effective a certified copy of the Power of Attorney, or the power itself, must be received by Computershare in the same manner, and by the same time as outlined for proxy forms below.

Voting by a Corporation

A Shareholder that is a corporation may appoint an individual to act as its representative and vote in person at the Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act.

The representative should bring to the Meeting evidence of his or her appointment, including any authority under which it is signed.

Voting by proxy

- A Shareholder entitled to attend and vote is entitled to appoint not more than two proxies. Each proxy will have the right to vote on a poll and also to speak at the Meeting.
- The appointment of the proxy may specify the proportion or the number of votes that the proxy may exercise. Where more than one proxy is appointed and the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, the votes will be divided equally among the proxies (i.e. where there are two proxies, each proxy may exercise half of the votes).
- A proxy need not be a Shareholder.
- The proxy can be either an individual or a body corporate.
- Should any resolution, other than those specified in this Notice, be proposed at the Meeting, a proxy may vote on that resolution as they think fit.

- If a proxy is instructed to abstain from voting on an item of business, they are directed not to vote on the Shareholder's behalf on the poll and the Shares that are the subject of the proxy appointment will not be counted in calculating the required majority.

Undirected Proxies

- The Chairman will chair the AGM and intends to vote all available undirected proxies in favour of all of the resolutions.

If you wish to appoint the Chairman as your proxy in relation to Resolution 2 with a direction to vote against, or to abstain from voting on Resolution 2, you should specify this by completing the "Against" or "Abstain" box on the proxy appointment.

If you appoint any other Director of Beyond International Limited or any other of its key management personal (identified in the remuneration report) or their closely related parties and do not direct them how to vote, he or she will not vote on resolution 2.

- To be effective, proxies must be lodged by 10.00 a.m. (Sydney time) on Saturday, 28 November 2015. Proxies lodged after this time will be invalid.

- Proxies may be lodged using any of the following methods:

- by returning a completed Proxy Form in person or by post using the pre-addressed envelope provided with this Notice to:

Beyond International Limited
109 Reserve Road, Artarmon NSW 2064

- by faxing a completed Proxy Form to: 61 2 9437 2181

The Proxy Form must be signed by the Shareholder or the Shareholder's attorney. Proxies given by corporations must be executed in accordance with the Corporations Act. Where the appointment of a proxy is signed by the appointer's attorney, a certified copy of the Power of Attorney, or the power itself, must be received by Beyond at the above address, or by facsimile, and by 10.00 am (Sydney time) on Saturday, 28 November 2015. If facsimile transmission is used, the Power of Attorney must be certified.

Shareholders who are entitled to vote

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 10.00 am (Sydney time) on Saturday, 28 November 2015.

Form of Proxy

Beyond International Limited
ACN 003 174 409
(Incorporated in New South Wales)
Registered Office
109 Reserve Road
ARTARMON NSW 2064
Tel: 61 (0) 2 9437 2000
Fax: 61 (0) 2 9437
2181 I / WE

OF

being a member of Beyond International Limited (**Company**), do hereby appoint

OF

or failing him/her the Chairman of the Meeting as my proxy to attend and vote for me at the Annual General Meeting of the Company to be held at 10:00am on Monday, 30 November 2015 at the offices of BDO Chartered Accountants and Business Advisors, Level 11, 1 Margaret Street, Sydney NSW 2000 and any adjournment of that meeting.

- ☐ I/We acknowledge that the Chairman of the Meeting may exercise my proxy even if he/she has an interest in the outcome of that Item and that votes cast by him/her, other than as proxy holder, would be disregarded because of that interest.

Should you wish to direct your proxy how to vote please (x) the appropriate box to indicate whether you are voting "for", "against" or "abstain" in relation to each item, otherwise your proxy may vote as he or she thinks fit.

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.

Ordinary Business		For	Against	Abstain
1	To receive and consider the Directors' Report for the financial year ended 30 June 2015 the Accounts and Consolidated Accounts for that year and the Director's Statement and Auditors' Report thereon.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	To adopt the Remuneration Report for the year ended 30 June 2015.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	To re-elect Mr Ian Robertson as a director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signature of Member
(Corporation to execute under seal)