



AGRI TRADE HOLDINGS LIMITED

AGRI TRADE HOLDING LIMITED

ACN 081 797 033

2014 NOTICE OF ANNUAL GENERAL MEETING

TIME: 10:45am (AEDT)

DATE: 30th December 2015

PLACE Eakin McCaffery Cox
Level 28, BT Tower
1 Market Street
SYDNEY NSW 2000

This is an important document. If you are in any doubt as to how to act, you should consult your financial or legal adviser as soon as possible.

TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at

TIME: 10:45am (AEDT)

DATE: Tuesday 30 December 2015

PLACE Eakin McCaffery Cox
Level 28, BT Tower
1 Market Street
SYDNEY NSW 2000

YOUR VOTE IS IMPORTANT

The business of the Annual General Meeting affects your shareholding and your vote is important.

VOTING IN PERSON

To vote in person, attend the Annual General Meeting on the date and at the place set out above.

VOTING BY PROXY

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form:

- post to Eakin McCaffery Cox, Level 28 1 Market Street, Sydney NSW 2000 [Attn Michael Stafford];
- send by facsimile to (02) 9261 5918 (within Australia) or +61 2 9261 5918 (outside Australia,)

so that it is received not later than 11.00am (AEDT) on 24 December 2015.

Proxy Forms received later than this time will be invalid.

VOTING ELIGIBILITY

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 5.00pm (AEDT) on 24 December 2015.

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the 2014 Annual General Meeting of Agri-Trade Holdings Ltd will be held at 10.45am (AEDT) on 30 December 2015 at the offices of Eakin McCaffery Cox of Level 28 BT Tower, 1 Market Street, Sydney NSW 2000.

Terms and abbreviations used in this Notice of Meeting and Explanatory Memorandum are defined in the Glossary.

AGENDA

ORDINARY BUSINESS

Adoption of 2014 Annual Financial Report

To table and consider the Annual Report of the Company and its controlled entities for the year ended 30 June 2014 which includes the Financial Report, the Directors' and Auditor's Reports.

A. NON-BINDING RESOLUTION

1. Adoption of 2014 Remuneration Report

To consider and, if thought fit, to pass, with or without amendment, the following non-binding resolution:

"That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2014."

Voting Exclusion: In accordance with Section 250R of the Corporations Act, a vote on Resolution 1 must not be cast by, or on behalf of, a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such member. However, a vote may be cast by such person if that person is acting as proxy. The proxy form specifies how the proxy is to vote and the vote is not cast on behalf of a person who is otherwise excluded from voting on this Resolution as described above or the person is the Chair voting an undirected proxy which expressly authorises the Chair to vote the proxy on a resolution connected with the remuneration of a member of the Key Management Personnel.

B. ORDINARY RESOLUTIONS

2. Re-election of Mr Michael Ivkovic as a Director

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

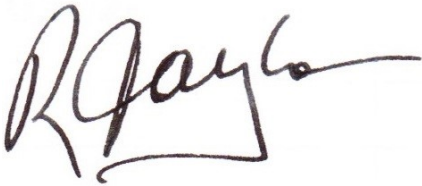
"That, subject to passing of Resolutions 2 to 5 in accordance with clause 13.4 of the

Company's Constitution, Listing Rule 14.4 and for all other purposes, Mr Michael Ivkovic, who retires by rotation in accordance with the Company's Constitution, offers himself for re-election and is hereby re-elected as a director of the Company."

General Business

To consider any other business that may be brought forward in accordance with the Constitution of the Company or the Corporations Act.

By Order of the Board

A handwritten signature in dark ink, appearing to read 'R Taylor', with a long horizontal flourish extending to the right.

Raymond Taylor
Company Secretary
1 December 2015

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the 2014 Annual General Meeting of Agri-Trade Holdings to be held on 30 December 2015 at 10.45am (AEDT).

The purpose of this Explanatory Memorandum 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 Memorandum should be read in conjunction with the accompanying Notice and is a brief explanation of the matters for which Shareholder approval is sought in each Resolution.

ANNUAL FINANCIAL REPORT

The first agenda item is to receive the annual report of the Company for the year ended 30 June 2014.

Section 317 of the Corporations Act requires the directors to lay before the Annual General Meeting the financial report, the directors' report (including the Remuneration Report) and the auditor's report for the last financial year that ended 30 June 2014.

In accordance with sections 250S and 250SA of the Corporations Act, Shareholders present at the Annual General Meeting will be provided with a reasonable opportunity to:

- (a) ask questions or make comment to the Directors present on the management of the Company and Remuneration Report; and
- (b) ask questions or make comment to the Auditor about the conduct of the audit and the preparation and content of the Auditor's Report.

But no formal resolution to adopt the annual report will be put to the Shareholders at the Annual General Meeting.

Shareholders who are unable to attend the Annual General Meeting are able to submit written questions to the Chairman about:

- (a) The preparation and the content of the 2014 Auditor's Report;
- (b) The conduct of the 2014 audit;
- (c) Accounting policies adopted by the Company in relation to the preparation of the 2014 financial statements; and
- (d) The independence of the Auditor in relation to the conduct of the 2014 audit

The questions will need to be submitted no later than five (5) business days (no later than 24 December 2015) before the Annual General Meeting to the Company Secretary at the Company's Registered Office.

GENERAL INFORMATION

A. Background

Agri-Trade Holdings Limited ("**Company**") is an Australian public company, listed on the Official List of the ASX.

The Company was incorporated on 2 March 1998, and was admitted to the Official List on 3 December 2003. The Company's immediately previous business involved property investment in China but was originally in the managing of retirement villages.

The Company's Shares have been suspended from trading on the ASX since March 2009 owing to concerns about the Company's financial position at that time ("**Suspension**"). Since then, the Company has sought to find a suitable business to use to remove the Suspension.

Where a company listed on the ASX, such as the Company, proposes a significant change in the nature or scale of its activities, approval by its shareholders must be obtained for such new activity in accordance with Listing Rule 11.1.2. Under the Listing Rules, the company must also engage the ASX about such change.

The Company has in recent times been in dialogue with the ASX about the removal of the Suspension and re-admission to the Official List. The ASX has advised the Company that it will need to identify and acquire a suitable asset or business and, in doing so, it would be prepared to readmit the Company to the Official List if the Company meets and complies with Chapters 1 and 2 of the Listing Rules.

As announced to the market on 26 November 2015, the Company has signed two Share Sale Agreements: one with over 90% of shareholders of Identity Verification Services Ltd, a company registered in Hong Kong ("**IVS**") and the other with more than 90% of shareholders of My Verified ID Holdings Pty Ltd (ACN 602 660 999) ("**MVH**").

The IVS shareholders ("**IVS Vendors**") and the MVH shareholders ("**MVH Vendors**") are the same persons and hold shares in these entities in the same proportions.

IVS provides identity verification services and has operations in Hong Kong, India, France and Australia and intends to extend its locations so as to match growth in demand for its services.

MVH owns the Patent in respect of computer implemented frameworks and methodologies for enabling identification verification in an online environment," (US Patent No: 9,083,704 B2) dated 14 July 2015. The Patent is being exploited in order to provide the services at the website www.indentityverification.com Identity Verification Services Limited (incorporated in Hong Kong) owns the IVS software and platform.

Under the IVS Share Sale Agreement, the Company has agreed to acquire all the shares in IVS in consideration for \$10 Million Australian Dollars ("**IVS Purchase Price**"). The IVS Purchase Price is payable as follows:

- (a) the Company agrees to issue 10,000,000 Shares to each IVS Vendor in their Respective

Proportions at a deemed issue price of \$0.50 per Share at Completion of the Share Sale Agreement, representing half of the Purchase Price ("**IVS Initial Shares**") and

- (b) the balance of the Purchase Price shall, at the Company's election, be paid in more Shares or cash equal to \$5 Million ("**IVS Balance Shares**"), once IVS completes agreements that in aggregate deliver 500,000 Verifications which have a cost per Verification ranging from \$1.00 each to \$2.50 each, dependent upon what is being verified ("**Target**"), by 30 December 2016.

The terms of the MVH Share Sale Agreement are substantially the same as the terms of the IVS Share Sale Agreement. The Shareholders of IVS and MVH are substantially the same.

Under the MVH Share Sale Agreement, the Company has also agreed to acquire all the shares in MVH in consideration for \$10 Million ("**MVH Purchase Price**"). The MVH Purchase Price is payable as follows:

- (a) the Company agree to issue 10,000,000 Shares to each MVH Vendor in their Respective Proportions at a deemed issue price of \$0.50 per Share at completion of the Share Sale Agreement, representing half of the MVH Purchase Price ("**MVH Initial Shares**") and
- (b) the balance of the MVH Purchase Price shall, at the Company's election, be paid in more Shares ("**MVH Balance Shares**") or cash equal to \$5 Million, upon the Target being met by 30th September 2016.

The issue price for the IVS and MVH Balance Shares, if so issued shall be equal to the VWAP of the Shares over 10 trading days immediately prior to their issue of the IVS and MVH Balance Shares. If issuing MVH Balance Shares the Company will hold a meeting of shareholders to approve the share issue.

The acquisition of IVS and MVH on the terms of the respective IVS and MVH Share Sale Agreements ("**Acquisitions**") is subject to:

- (i) a number of approvals by Shareholders, contained in the attached Notice;
- (ii) Re-quotation of the Company's Shares within the Official List of the ASX; and
- (iii) IVS and MVH Share Sale Agreements completing at the same time.

The Acquisitions represent a significant change in the present scale and business activities of the commercial undertakings of the Company and requires Shareholder approval in respect of such change in accordance with the ASX Listing Rules.

The Company has been in dialogue with the ASX about the Company's readmission to the Official List of the ASX. The ASX previously advised the Company that it will need to identify and acquire a suitable asset or business and, in doing so, it would be prepared to readmit the Company to the Official List if the Company meets and complies with Chapters 1 and 2 of the Listing Rules.

The Company regards the Acquisitions as being suitable for this purpose.

The Board believes the Company's proposed new direction provides investors with:

- A platform for investing in the exciting internet technology space with a business that delivers its services on a subscription fee basis via the internet “cloud computing”;
- A chance to participate in the expansion of a specialist identification business; and
- A liquid investment for Shareholders by reinstatement to trading on the ASX.

Soon after issue of this Notice, the Company intends to issue a Prospectus with a view to raising funds to support the New Activities and to facilitate the Re-quotation.

The Acquisitions are to be decided on by the Shareholders at the 2015 Annual General meeting of shareholders to be held immediately after the 2014 Annual General meeting.

The Company's Shares have been suspended from trading for in excess of 3 years and the Company faces automatic removal from the Official List if the suspension is not lifted by the Deadline. However, a company facing removal from the Official List may apply for an extension of this Deadline where:

- Having announced the transaction to market;
- Having signed definitive legal agreements for the transaction (including for any financing required in respect of the transaction);
- If the transaction requires a prospectus or product disclosure statement to be lodged with ASIC, having lodged that document with ASIC; and
- If the transaction requires security holder approval, having obtained that approval.

As stated in its announcement to the market on 4 November 2015, the Company intends to make an application to the ASX for extension of the Deadline. The Company believes it can meet the above criteria assuming Shareholder approval is given for the resolutions giving effect to the Acquisitions as set out in the 2015 Notice of AGM.

SPECIFIC INFORMATION ON EACH RESOLUTION

RESOLUTION 1 - ADOPTION OF REMUNERATION REPORT

In accordance with Section 250R(2) of the Corporations Act at a listed company's Annual General Meeting, the Board is required to present the Company's Remuneration Report so that it can be put to a vote before the shareholders for adoption.

Section 300A of the Corporations Act specifies certain information that needs to be included in the Remuneration Report of the Company's annual report. The Remuneration Report is set out within the Directors' Report of the Company's annual report for the year ended 30 June 2014. The Directors' Report also contains biographical details of the Directors, including their qualification and experience.

The Remuneration Report:

- sets out the remuneration arrangements for each Director and for each of the KMP of the Company; and
- explains the Board's policies in relation to the objectives and structure of remuneration.

The Chairman will allow a reasonable opportunity for discussion of the remuneration report at the Annual General Meeting.

The Remuneration Report is for consideration and adoption by way of a non-binding resolution. The vote on this Resolution is advisory only and does not bind the Directors of the Company to the outcome passed.

A failure of Shareholders to pass Resolution 1 will not require the Directors to alter any of the arrangements in the Remuneration Report and the Board will take into account the outcomes of the votes when considering the future remuneration arrangements of the Company.

If Shareholders choose to appoint a proxy they are encouraged to specify how the proxy is to vote on Resolution 1.

If Shareholders appoint the Chairman as their proxy, and they do not direct how the Chairman is to vote on Resolution 1 on the proxy form they are taken to expressly authorise and acknowledge that the Chairman will exercise their proxy, in line with his stated intention, even if he has an interest in the outcome of the resolution.

The Chairman of the Meeting intends to vote undirected proxies that are able to be voted, in favour of the adoption of the Remuneration Report.

RESOLUTIONS 2 RE-ELECTION OF MR MICHAEL IVKOVIC AS A DIRECTOR

In accordance with ASX Listing Rule 14.5; a public listed company must hold an election of directors each year, which is usually done at the Annual General Meeting.

Under Listing Rule 14.4:

- (a) no director of a public listed company may hold office past the third Annual General Meeting following their appointment without re-election; and
- (b) a director appointed to fill a casual vacancy or as an addition to the board must not hold office (without re-election) past the next annual general meeting of the company

Clause 13.4 of the Constitution requires that at any Director appointed by the Board to either fill a casual vacancy or as an addition to the Board, holds office only until the next following AGM and is then eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

On 18 December 2014, the Board appointed Michael Ivkovic as a Director as additional members of the Board.

Michael has extensive experience in the structured finance, funds management and investment banking industry in Australia and Asia. Michael was formerly the Chairman of Brick Securities Limited, and Executive Chairman of NZI Securities Limited and NZI Investment Services Limited.

Michael established The Australian Private Capital Advisory Services Group in 1988 and retired from that position in 1998 following a management buyout. Since that time Michael has served as a Director of Paramount Securities Limited and the publicly listed Harrington Limited, AFT Limited, Meridien Resources Limited (Stonewall Resources Limited) and Capital Mining Limited.

Michael is a Director of Global Payment Solutions Limited, Reckon Health Care Holdings Ltd and Hightower Enterprises Pty Limited.

Michael holds a Bachelor of Commerce degree from the University of New South Wales.

Directors' Recommendation (with Michael Ivkovic, and his Associates, if any, abstaining)

The Directors recommend Shareholders vote in favour of Resolution 2.

GLOSSARY

AEDT means Australian Eastern Daylight Savings Time as observed in Sydney, New South Wales.

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

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited or the Australian Securities Exchange, as the context requires.

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

Board means the board of Directors, as constituted from time to time.

Closely Related Party of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity ;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporations Regulations 2001 (Cth)*.

Company means Agri-Trade Holdings Limited (ACN 081 797 033).

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Director means a director of the Company from time to time.

Dollar or \$ means the lawful currency of Australia.

Explanatory Memorandum means the Explanatory Memorandum accompanying the Notice of Meeting.

Key Management Personnel is defined by AASB 124 Related Party disclosures as all Directors and those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company.

Notice of Meeting or Notice of Annual General Meeting means this notice of annual general meeting including the Explanatory Memorandum.

Official List means the Official List of the ASX.

Remuneration Report means the remuneration report set out in the Director's report in section of the Company's annual financial report for the year ended 30 June 2014.

Re-quotation means where the Company has received conditional approval from the ASX to be re-admitted to the Official List .

Resolutions means the resolutions set out in the Notice of Meeting 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

PROXY FORM
AGRI-TRADE HOLDINGS LTD
ACN 081 797 033

Member Details

MEETING PROXY FORM

Name:.....

Address:.....

Contact Telephone No:.....

Number of Shares held:.....

HIN #.

Appointment of Proxy

I/We being a Member/s of Agri-Trade Holdings Limited and entitled to attend and vote hereby appoint

☐

Chairman of the Meeting **OR**

Insert Name of Appointed Proxy Below

Or failing the person named, or if no person is named, the Chairman of the Meeting, as my/our proxy to attend and act generally at the General Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of Agri-Trade Holdings Limited to be held at Level 28, 1 Market Street, Sydney 2000 on 30 December 2015 at 10.45am (AEDT) and at any adjournment of that Meeting.

If no directions are given, the Chair will vote in favour of all the Resolutions in which the Chair is entitled to vote undirected proxies.

		Abstain	For	Against
Ordinary Resolutions				
Resolution 1	Adoption of 2014 Remuneration Report		<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Mr Michael Ivkovic as a Director		<input type="checkbox"/>	<input type="checkbox"/>

If two proxies are being appointed, the proportion of voting rights this proxy represents is

_____ %

PLEASE SIGN HERE
Individual or Member 1

Member 2

Member 3

Sole Director and Sole Company Secretary

AGRI-TRADE HOLDINGS LIMITED
ACN 081 797 033

INSTRUCTIONS FOR COMPLETING 'APPOINTMENT OF PROXY' FORM

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders of the Company at 5.00pm (AEDT) on 24 December 2015

1. Appointing a Proxy: A member entitled to attend and vote at the Annual General Meeting is entitled to appoint not more than two proxies to attend and vote on a poll on their behalf. The appointment of a second proxy must be done on a separate copy of the Proxy Form. Where more than one proxy is appointed, such proxy must be allocated a proportion of the member's voting rights. If a member appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes. A duly appointed proxy need not be a member of the Company.

2. Direction to Vote: A member may direct a proxy how to vote by marking one of the boxes opposite each item of business. Where a box is not marked the proxy may vote as they choose. Where more than one box is marked on an item the vote will be invalid on that item.

Unless authorised by ASIC, if a member of Key Management Personnel or their Closely Related Parties is appointed as a proxy, they are not permitted to vote undirected proxies on remuneration matters (arising directly or indirectly in connection with remuneration of Key Management Personnel), related party benefit matters under Chapter 2E of the Corporations Act and any spill resolutions. However, the chair may vote a proxy that does not specify how it is to be voted, provided the member who has lodged the proxy has provided their consent in the proxy form for the chair to exercise the proxy in its discretion (save in relation to the remuneration report where a direction is required).

3. New sections 250BB and 250BC of the Corporations Act:

These sections came into effect on 1 August 2011 and apply to voting by proxy on or after that date. Shareholders and their proxies should be aware of these changes to the Corporations Act, as they will apply to this Annual General Meeting. Broadly, the changes mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details on these changes are set out below.

Proxy vote if appointment specifies way to vote Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular Resolution and, if it does:

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and

- if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the Resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- if the proxy is not the chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

AGRI-TRADE HOLDINGS LIMITED
ACN 081 797 033

INSTRUCTIONS FOR COMPLETING 'APPOINTMENT OF PROXY' FORM

Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular Resolution at a meeting of the Company's Shareholders; and
- the appointed proxy is not the chair of the Meeting; and
- at the Meeting, a poll is duly demanded on the Resolutions; and
- either of the following applies:
 - (i) the proxy is not recorded as attending the Meeting;
 - (ii) the proxy does not vote on the Resolutions, the Chair of the Meeting is taken, before voting on the Resolutions closes, to have been appointed as the proxy for the purposes of voting on the Resolutions at the Meeting.

Signing Instructions :

- **(Individual):** Where the holding is in one name, the member must sign.
- **(Joint Holding):** Where the holding is in more than one name, all of the members should sign.
- **(Power of Attorney):** If you have not already provided 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, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held.

Attending the Meeting: Completion of a Proxy Form will not prevent individual members from attending the Meeting in person, if they wish. Where a member completes and lodges a valid Proxy Form and attends the Meeting in person, then the proxy's authority to speak and vote for that member is suspended while the member is present at the Annual General Meeting.

Return of Proxy Form: To vote by proxy, please complete and sign the enclosed Proxy Form and return by:

- post to Eakin McCaffery Cox Solicitors Level 28 , 1 Market Street, Sydney NSW [Attn: Michael Stafford]; or
- send by facsimile to on (02) 9261 5918 (within Australia) or +61 2 9261 5918 (outside Australia) [Attn: Michael Stafford] so that it is received not later than 11.00am (AEDT) on 24 December 2015 - **Proxy Forms received later than this time will be invalid.**

Lodging your corporate representative form

To be valid, your corporate representative form (and any power of attorney under which it is signed) must be received no later than 11.00am (AEDT) on 24 December 2015 at any one of the above addresses.

AGRI-TRADE HOLDINGS LIMITED
ACN 081 797 033

CORPORATE REPRESENTATIVE FORM

Shareholder Details

This is to certify that by a resolution of the directors of:

_____ ACN _____
(Insert Company Name)

(Insert Address)

The Company has appointed:

(Insert Name of Corporate Representative)

In accordance with the provisions of Section 250D of the Corporations Act to act as the Corporate Representative of the company to exercise all or any of the powers the company may exercise at the Annual General Meeting of shareholders of Agri-Trade Holdings Limited ACN 081 797 033 to be held on 30 December 2015 at 10.45am (AEDT) and at any adjournment or postponement of the Annual General Meeting, or any meeting arising from the Annual General Meeting.

Dated this day of 2015

Executed by (ACN)

in accordance with section 127 of the *Corporations Act 2001*:

Director

Director/Secretary

Name of Authorised Representative

Signed by Authorised Representative