

27 April 2016

**Dear Shareholder**

It gives me great pleasure to invite you to the 2015 Annual General Meeting of GoConnect Limited and its controlled entities.

Annual General Meeting will be held at Level 1, 951 Nepean Highway, Bentleigh, Victoria, Australia, on Tuesday, 31 May 2016 at 4:00pm.

The notice of the meeting is enclosed. If you are unable to attend the meeting, you can exercise your vote by lodging the enclosed proxy form in accordance with the instructions at the back of the form.

I look forward to meeting you at the Annual General Meeting.

Yours faithfully



**Richard Li**  
Executive Chairman  
GoConnect Limited

## **THIS DOCUMENT IS IMPORTANT**

*If you do not understand it or are in any doubt about how to act, you should consult your stockbroker, solicitor, accountant or other professional adviser immediately.*

# **GOCONNECT LIMITED (ACN 089 240 353) NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the Annual General Meeting (“AGM”) of GoConnect Limited (“the Company”) will be held at **Level 1, 951 Nepean Highway, Bentleigh, Victoria** on **Tuesday, 31 May 2016 at 4:00pm**.

### **ORDINARY BUSINESS**

#### **Item 1- Financial report for the Year Ended 30 June 2015**

To receive and consider the financial report of the Company for the year ended 30 June 2015, together with the directors’ report and the auditors report.

#### **Resolution 1 - Adoption of Remuneration Report**

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

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

Please note that the vote on this resolution is advisory only and does not bind the Directors or the Company.

#### ***Voting exclusion statement***

The Company will disregard any votes cast on Resolution 1 by a member of the Key Management Personnel or former member of the Key Management Personnel whose remuneration details are disclosed in the 2015 Remuneration Report or their closely related parties. However, the Company will not disregard a vote if:

- it is cast by the Chairman as proxy appointed in writing, in accordance with a direction on the proxy form to vote as the proxy decides; or
- it is cast by a member of the Key Management Personnel or former member of the Key Management Personnel whose remuneration details are disclosed in the Remuneration Report for the financial year ended 30 June 2015 or their closely related parties as proxy appointed in writing that specifies how the proxy is to vote, and the vote is not cast on behalf of a member of the Key Management Personnel or former member of the Key Management Personnel whose remuneration details are disclosed in the Remuneration Report for the financial year ended 30 June 2015 or their closely related parties.

#### **Resolution 2 - Re-election of Director – Kevin Wong**

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

“that Mr. Kevin Wong, who is retiring in accordance with the Constitution of the Company, be re-elected as a director.”

#### **Required Majority**

Ordinary resolutions will be passed if at least 50% of the votes cast by members entitled to vote attending in person or by proxy at the Annual General Meeting of the Company convened by this Notice of Meeting vote in favour. The Chairman of the meeting intends to vote undirected proxies in favour of resolutions in Resolutions 1 to 2.

#### **Access Annual Report online**

The Annual Report is now available for shareholders to access and download from:

[http://goconnect.com.au/press\\_releases.shtml](http://goconnect.com.au/press_releases.shtml)

**(a) Appointment of Proxy**

If you are unable to attend the AGM, you are requested to complete the Proxy Form enclosed with this notice and return it to the Company as soon as possible to the Company's Registered Office below, so as to arrive no later than 9.00 am on Monday 30 May 2016:

Chairman,  
GoConnect Limited  
Level 1, 951 NEPEAN HIGHWAY  
BENTLEIGH, VICTORIA 3204  
AUSTRALIA  
Telephone: (61 3) 8833 7242  
Facsimile: (61 3) 9415 8373



.....  
Richard Li – Executive Chairman  
By Order of the Board  
27 April 2016

## **Explanatory Memorandum**

This Explanatory Memorandum has been prepared for the Shareholders of GoConnect Limited ACN 089 240 353 (Company) in connection with the business to be conducted at the Annual General Meeting of the Company to be held Tuesday, 31 May 2016 at 4:00pm (“the Meeting”).

The Directors recommend that Shareholders read this Explanatory Memorandum in full before making any decision in relation to the resolutions

### **Item 1 - Financial Statements and Reports**

The Company’s financial statements and the Directors’ report and independent audit report will be laid before the Meeting for consideration in accordance with the *Corporations Act 2001*. There is no requirement for shareholders to approve those reports.

However, the Chairperson will allow a reasonable opportunity for shareholders as a whole at the Meeting to ask questions about or make comments on the management of the Company. The Chairperson will also allow a reasonable opportunity for shareholders as a whole at the Meeting to ask the auditor or the auditor’s representative questions relevant to the conduct of the audit, the preparation and content of the auditor’s report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.

Written questions to the Company’s auditor, about the content of the auditor’s report to be considered at the Meeting and the conduct of the audit of the annual financial report to be considered at the Meeting may be submitted up to five business days before the Meeting to:

Chairman  
GoConnect Limited  
Level 1, 951 NEPEAN HIGHWAY  
BENTLEIGH, VICTORIA 3204  
AUSTRALIA  
Telephone: (61 3) 8833 7242  
Facsimile: (61 3) 9415 8373

### **Resolution 1- Adoption of Remuneration Report**

The Remuneration Report forms part of the statutory Annual Report.

The *Corporations Act* requires the agenda for the Annual General Meeting to include a resolution for the adoption of the Remuneration Report. The vote on this item is advisory only and is not binding on the Directors or the Company. However the Directors will take the outcome into consideration when reviewing the remuneration practices and policies of the Company.

#### ***Voting exclusion statement***

The Company will disregard any votes cast on Resolution 1 by a member of the Key Management Personnel or former member of the Key Management Personnel whose remuneration details are disclosed in the 2015 Remuneration Report or their closely related parties. However, the Company will not disregard a vote if:

- it is cast by the Chairman as proxy appointed in writing, in accordance with a direction on the proxy form to vote as the proxy decides; or
- it is cast by a member of the Key Management Personnel or former member of the Key Management Personnel whose remuneration details are disclosed in the Remuneration Report for the financial year ended 30 June 2015 or their closely related parties as proxy appointed in writing that specifies how the proxy is to vote, and the vote is not cast on behalf of a member of the Key Management Personnel or former member of the Key Management Personnel whose remuneration details are disclosed in the Remuneration Report for the financial year ended 30 June 2015 or their closely related parties.

**Resolution 2- Re-election of Director – Kevin Wong**

Pursuant to Article 86 of the Company's Constitution, Mr. Kevin Wong will retire at the Annual General Meeting and offers himself for re-election.

Mr. Kevin Wong has been a director of the Company since March 2015. He has more than 20 years' experience in the IT industry. He joined GoConnect in 2000 and was one of the core developers of GoConnect's patented GoTrek IPTV technology and then head of the Operations department. Prior to GoConnect, he worked for the Telstra Research Laboratories and HSBC.

**Enquiries**

All enquiries in relation to the contents of the Explanatory Memorandum should be directed to the Company Secretary Mr. Eric Pong, via phone: **03 8833 7242** or via email: [agm@goconnect.com.au](mailto:agm@goconnect.com.au)

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**PROXY FORM**  
**GOCONNECT LIMITED**  
**(ACN 089 240 353)**

**Annual General Meeting -**

I/We .....  
(in CAPITAL LETTERS)

of .....

being a member of GoConnect Limited appoint:

Name of proxy .....  
(in CAPITAL LETTERS)

or failing him or her the Chairman of the meeting as my/our proxy to vote on my/our behalf at the Annual General Meeting of the Company to be held on **Tuesday, 31 May 2016 at 4:00pm** and at any adjournment of that meeting.

**IMPORTANT NOTE:**

⇒ ☐ *If the Chairman of the Meeting is your nominated proxy, or may be appointed by default, and you have not directed your proxy how to vote on these items below, please place a mark in this box. By marking this box you acknowledge that the Chairman of the Meeting may exercise your proxy even if he has an interest in the outcome of those items and that votes cast by him, other than as proxy holder, would be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chairman of the Meeting will not cast your votes on these items and your votes will not be counted in computing the required majority if a poll is called on these items.*

*The Chairman of the Meeting intends to vote undirected proxies in favour of each of these items.*

**Proxy instructions**

I/We instruct my/our proxy to vote as follows:

Resolution	FOR	AGAINST	ABSTAIN
<b>1</b> “THAT Remuneration Report for the financial year ended 30 June 2015 be adopted.”	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>2</b> “THAT Mr. Kevin Wong who retiring by rotation in accordance with the Constitution of the Company, be re-elected as a director.”	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**SIGNATURE OF MEMBERS**

Member 1(Individual)

Sole Director and Sole Company Secretary

Joint Member 2 (Individual)

Director/Company Secretary (delete one)

Joint Member 3 (Individual)

Director  
Date

/ /

REFER TO THE REVERSE FOR INSTRUCTION ON COMPLETING THIS FORM

**(b) Notes**

1. A member entitled to attend and vote at the meeting is entitled to appoint not more than two proxies.
2. Where more than one proxy is appointed, a separate proxy form should be used for each proxy. Each proxy must be appointed to represent a specified proportion of the member's voting rights or the number of votes given to each proxy, and this must be clearly written on the front of each form.
3. A proxy need not be a member of the Company.
4. A proxy has authority to vote on the member's behalf, as he or she thinks fit, on any motion to adjourn the meeting, or any other procedural motion, unless the member gives a direction to the contrary.
5. The proxy form must be signed by the member or the member's attorney. Proxies given by corporations must be signed either under seal or under the hand of a duly authorized officer or attorney, in accordance with the member's constitution and Corporations Act 2001.
6. To be valid, the form appointing the proxy and the power of attorney or other authority (if any) under which it is signed (or an attested copy of it) must be lodged with the Company's Registered Office at Level 1, 951 Nepean Highway, Bentleigh, Victoria 3204, Australia or by facsimile on (613) 9415 8373, not later than 9.00 am on Monday 30 May 2016