

**Notice of Annual General Meeting**

Notice is given that the Annual General Meeting of Shareholders of Ensogo Limited (E88) will be held as follows:

Date: **Wednesday 25 May 2016**

Time: **2:00 pm (AEST)**

Venue: **Computershare Investor Services Pty Limited  
Level 4, 60 Carrington Street  
Sydney NSW 2000**

**Business**

***Financial statements and reports***

To receive and consider the Company's annual financial report, including the directors' report and audit report for the year ended 31 December 2015.

**1. Adoption of Remuneration report**

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

*"That the Company adopt the remuneration report for the year ended 31 December 2015 in accordance with Section 250R(2) of the Corporations Act."*

**Notes:**

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 this Resolution 1 by or on behalf of a member of the Company's key management personnel (KMP) whose remuneration details are disclosed in the Remuneration Report, or by or on behalf of a closely related party of a member of the KMP, in any capacity unless the vote 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.

The Chairman will vote all undirected proxies in favour of this resolution.

**2. Election of Ms Frederique Covington as a Director**

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

*"That Ms Frederique Covington, who was recently appointed a Director, retires in accordance with the Constitution and, being eligible, offers herself for election, be elected as a Director."*

**3. Re-election of Mr Erman Akinci as a Director**

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

*"That Erman Akinci, who retires by rotation in accordance with the Company's constitution and, being eligible for re-election, be re-elected as a Director."*

**4. Approval to issue ordinary shares to Mr Erman Akinci in accordance with Listing Rule 10.11**

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

*"That for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve and authorise the Company to issue to Mr Erman Akinci or his nominee fully paid ordinary shares in accordance with the terms summarised in the explanatory notes to resolution 4 in the notice of meeting."*

**Voting Exclusion Statement:** The Company will disregard any votes cast on this Resolution 4 by Mr Erman Akinci and any of his Associates, unless the vote is cast:

- (a) by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) 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.

The Chairman will vote all undirected proxies in favour of this resolution.

**5. Approval to issue ordinary shares to Mr Thomas Baum in accordance with Listing Rule 10.11**

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

*"That for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve and authorise the Company to issue to Mr Thomas Baum or his nominee fully paid ordinary shares in accordance with the terms summarised in the explanatory notes to resolution 5 in the notice of meeting."*

**Voting Exclusion Statement:** The Company will disregard any votes cast on this Resolution 5 by Mr Thomas Baum and any of his Associates, unless the vote is cast:

- (a) by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) 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.

The Chairman will vote all undirected proxies in favour of this resolution.

**6. Approval to issue ordinary shares to Mr Lucas Elliott in accordance with Listing Rule 10.11**

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

*"That for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve and authorise the Company to issue to Mr Lucas Elliott or his nominee fully paid ordinary shares in accordance with the terms summarised in the explanatory notes to resolution 6 in the notice of meeting."*

**Voting Exclusion Statement:** The Company will disregard any votes cast on this Resolution 6 by Mr Lucas Elliott and any of his Associates, unless the vote is cast:

- (a) by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) 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.

The Chairman will vote all undirected proxies in favour of this resolution.

**7. Approval to issue ordinary shares to Mr Nicholas Geddes in accordance with Listing Rule 10.11**

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

*"That for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve and authorise the Company to issue to Mr Nicholas Geddes or his nominee fully paid ordinary shares in accordance with the terms summarised in the explanatory notes to resolution 7 in the notice of meeting."*

**Voting Exclusion Statement:** The Company will disregard any votes cast on this Resolution 7 by Mr Nicholas Geddes and any of his Associates, unless the vote is cast:

- (a) by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) 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.

The Chairman will vote all undirected proxies in favour of this resolution.

#### **8. Approval to issue ordinary shares to Mr Patrick Grove in accordance with Listing Rule 10.11**

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

*“That for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve and authorise the Company to issue to Mr Patrick Grove or his nominee fully paid ordinary shares in accordance with the terms summarised in the explanatory notes to resolution 8 in the notice of meeting.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast on this Resolution 8 by Mr Patrick Grove and any of his Associates, unless the vote is cast:

- (a) by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) 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.

The Chairman will vote all undirected proxies in favour of this resolution.

#### **9. Approval to issue ordinary shares to Mr Weiguo Gu in accordance with Listing Rule 10.11**

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

*“That for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve and authorise the Company to issue to Mr Weiguo Gu or his nominee fully paid ordinary shares in accordance with the terms summarised in the explanatory notes to resolution 9 in the notice of meeting.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast on this Resolution 9 by Mr Weiguo Gu and any of his Associates, unless the vote is cast:

- (a) by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) 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.

The Chairman will vote all undirected proxies in favour of this resolution.

#### **10. Approval to issue ordinary shares to Mr Samuel Weiss in accordance with Listing Rule 10.11**

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

*“That for the purposes of Listing Rule 10.11 and for all other purposes, Shareholders approve and authorise the Company to issue to Mr Samuel Weiss or his nominee fully paid ordinary shares in accordance with the terms summarised in the explanatory notes to resolution 10 in the notice of meeting.”*

**Voting Exclusion Statement:** The Company will disregard any votes cast on this Resolution 10 by Mr Samuel Weiss and any of his Associates, unless the vote is cast:

- (a) by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) 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.

The Chairman will vote all undirected proxies in favour of this resolution.

## 11. Ratification of issue of ordinary shares pursuant to ASX Listing Rule 7.4 – Issue of shares to senior employees

To consider and if thought fit, pass the following resolution as an 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 485,242 fully paid ordinary shares in the capital of the Company, details of which are set out in the explanatory notes to resolution 11 in the notice of meeting.”

**Voting Exclusion Statement:** The Company will disregard any votes cast on this Resolution 11 by Rafael De Marco E Melo, Dudek Martin, Hitchens Timothy James, Quentin Bouche, Maciej Jerzy Pas, Jan Hansen, Koch Arne Kristian, John Peterson, Ben Winston Cadman, Bobby Zhejun Bao, Jutharat Piboonthamasak, Wook Kwon and any of their Associates, unless the vote is cast:

- (a) by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) 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.

The Chairman will vote all undirected proxies in favour of this resolution.

## 12. Approval of 10% Placement Facility

To consider and if thought fit, pass the following resolution as a **special resolution**:

*“That for the purposes of Listing Rule 7.1A, the Directors are authorised to issue up to 10% of the Company's share capital calculated in accordance with Listing Rule 7.1A and otherwise on the terms and conditions set out in the Explanatory Memorandum attached.”*

Without limitation, Listing Rule 7.1 A is relevant to this resolution.

**Voting Exclusion Statement:** The Company will disregard any votes cast on this Resolution 12 by any person who may participate in the proposed issue of equity securities under this Resolution 12 and any person who might obtain a benefit, except a benefit solely in the capacity as a Shareholder if Resolution 12 is passed and any of their Associates, unless the vote is cast:

- (a) by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) 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.

The Chairman will vote all undirected proxies in favour of this resolution.

**Note:** *In accordance with Listing Rule 14.11.1 and the relevant note under that rule concerning Listing Rule 7.1A.2, as at the date of this notice of Meeting it is not known who may participate in the proposed issue (if any). On that basis, no Shareholders are currently excluded.*

## Other business

To consider any other business that may lawfully be brought forward in accordance with the constitution of the Company or the law.

### Other information

An Explanatory Memorandum accompanies and forms part of this notice of Annual General Meeting.

All Shareholders should read the Explanatory Memorandum carefully and in its entirety. Shareholders who are in doubt regarding any part of the business of the Meeting should consult their financial or legal adviser for assistance.

## Voting by proxy

Any Shareholder entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote instead of that Shareholder.

The proxy does not need to be a Shareholder of the Company.

A Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half of the Shareholder's votes.

Proxies must be:

- (a) lodged at the Company's share registry, Computershare Investor Services Pty Limited; or
- (b) faxed to the fax number specified below

**not later than 2:00 pm (AEST) on Monday 23 May 2016.**

Address (hand deliveries): Computershare Investor Services Pty Limited  
Level 4, 60 Carrington Street,  
Sydney NSW 2000

Address (postal deliveries): C/-Computershare Investor Services Pty Limited, GPO Box 242, Melbourne VIC 3001, Australia

Fax number for lodgement: (within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

The proxy form has been enclosed. Please read all instructions carefully before completing the proxy form.

**Custodian Voting**

who are subscribers of Intermediary Online, please submit your votes electronically via [www.intermediaryonline.com](http://www.intermediaryonline.com)

**Entitlement to vote**

In accordance with Section 1074E(2)(g)(i) of the Corporations Act and Regulation 7.11.37 of the Corporations Regulations, the Company has determined that for the purposes of the meeting all shares will be taken to be held by the persons who held them as registered Shareholders at 7.00 pm (AEST) on Monday 23 May 2016. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

**Voting Intentions**

Subject to any voting restrictions and exclusions, the Chairman intends to vote in favour of all resolutions on the agenda.

In respect of undirected proxies, subject to any voting restrictions and exclusions, the Chairman intends to vote in favour of all resolutions on the agenda.

By order of the Board

A handwritten signature in black ink, appearing to read 'Mark Licciardo', with a long, sweeping horizontal stroke extending to the right.

**Mark Licciardo**  
**Company Secretary**

This Explanatory Memorandum sets out further information regarding the proposed resolutions to be considered by Shareholders of Ensogo Limited (E88) at the 2016 Annual General Meeting to be held commencing at 2:00 pm (AEST) on Wednesday 25 May 2016 at Computershare Investor Services Pty Limited, Level 4, 60 Carrington Street, Sydney NSW 2000.

The Directors recommend that Shareholders read this Explanatory Memorandum before determining whether or not to support the resolutions.

### **Financial statements and reports**

Under Section 317 of the Corporations Act, Ensogo is required to lay its annual financial report, directors' report and remuneration report before its Shareholders at its Annual General Meeting. The annual financial report is submitted for Shareholders' consideration and discussion at the Annual General Meeting as required. Meeting attendees are invited to direct questions to the Chairman in respect of any aspect of the report they wish to discuss.

Representatives of E88's auditor, PricewaterhouseCoopers, will be present for discussion purposes on matters of relevance to the audit.

### **Resolution 1 – Adoption of Remuneration report**

**Board recommendation and undirected proxies.** The Board recommends that shareholders vote in **FAVOUR** of resolution 1. The Chairman of the meeting intends to vote undirected proxies in **FAVOUR** of resolution 1.

Resolution 1 provides Shareholders the opportunity to vote on E88's remuneration report. The remuneration report is contained in the directors' report. Under Section 250R(2) of the Corporations Act, E88 must put the adoption of its remuneration report to a vote at its Annual General Meeting.

This vote is advisory only and does not bind the Directors or E88.

The Board will consider the outcome of the vote and comments made by Shareholders on the remuneration report at this meeting when reviewing E88's remuneration policies. If 25% or more of the votes that are cast are voted against the adoption of the remuneration report at two consecutive annual general meetings shareholders will be required to vote at the second of those annual general meetings on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of E88's directors other than the managing director must be offered up for election.

Key management personnel (including Directors) and their closely related parties must not cast a vote on the remuneration report, unless as holders of directed proxies for Shareholders eligible to vote on Resolution 1.

E88 encourages all shareholders to cast their votes on this resolution. The Chairman will vote all undirected proxies in favour of this resolution. If you wish to vote "against" or "abstain" you should mark the relevant box in the attached proxy form.

### **Resolution 2 - Election of Ms Frederique Covington as a Director**

**Board recommendation and undirected proxies.** The Board recommends that shareholders vote in **FAVOUR** of resolution 2. The Chairman of the meeting intends to vote undirected proxies in **FAVOUR** of resolution 2.

Ms Covington was appointed as an addition to the Board in March 2016. Under Clause 8 of E88's constitution Ms Covington will retire and seeks election.

Resolution 2 provides for the election of Frederique Covington as Director of E88 in accordance E88's constitution.

Ms Covington joined Twitter in January 2014 as the Marketing Director for the International markets covering APAC, India, Middle East, Africa and Canada. Previously, Ms Covington was a Senior Director at Microsoft where she was the Central Marketing Organization Lead for Asia-Pacific. In this role, she developed the regional marketing strategies for all of the company's offerings across commercial and consumer audiences. In her role, she headed up the Asia-Pacific community of CMOs in the region providing region-wide marketing talent management, marketing campaigns, governance, marketing excellence, and marketing planning, execution and measurement supporting Microsoft devices and services. Prior to this role, she held a position as the Director of Marketing Communications within Microsoft's Consumer & Online (C&O) business where she developed marketing communications strategy and programs to build perception and market share for Microsoft Consumer and Online properties.

Prior to joining Microsoft, Ms Covington was with the Ogilvy Group, where she held numerous leadership positions, most recently running its operations in Asia as Managing Partner of Bates141. Leading a 30-strong strategic planning community, she successfully strengthened the agency's credentials and thought leadership profile across the region. As a core member of the management team, she oversaw all of the agency's key clients such as Sony, Dell, Samsung, Virgin Mobile, HSBC, Heineken and Avon.

The Directors (excluding Frederique Covington) unanimously recommend that Shareholders vote in favour of Resolution 2.

### **Resolution 3 - Re-election of Mr Erman Akinci as a Director**

**Board recommendation and undirected proxies.** The Board recommends that shareholders vote in **FAVOUR** of resolution 3. The Chairman of the meeting intends to vote undirected proxies in **FAVOUR** of resolution 3.

Under Clause 8 of E88's constitution and Listing Rule 14.5 Mr Akinci will retire and seeks re-election. Mr Akinci was last elected in 2014.

Resolution 3 provides for the re-election of Erman Akinci as Director of E88 in accordance E88's constitution.

Mr Akinci joined the Board as a non-executive Director in November 2013. Mr Akinci specialises in the sourcing and development of new business opportunities in the online space in Asia. Mr Akinci is a founder of Dealmates and the Director of Business Development for Catcha Group, where he is responsible for deal origination and integration. Mr Akinci has a Bachelor of Science in Electrical Engineering from Pennsylvania State University, USA.

The Directors (excluding Erman Akinci) unanimously recommend that Shareholders vote in favour of Resolution 3.

### **Resolution 4 - 10 – Approval to issue ordinary shares to Directors in accordance with Listing Rule 10.11**

**Board recommendation and undirected proxies.** The Board recommends that shareholders vote in **FAVOUR** of resolutions 4 to 10. The Chairman of the meeting intends to vote undirected proxies in **FAVOUR** of the resolutions.

Messrs Akinci, Baum, Elliott, Geddes, Grove, Gu and Weiss (together the Related Parties) all executed Letters of Appointment pursuant to which each of the Related Parties agreed to provide services to the Company as Non-Executive Directors.

In consideration of the appointments, the Company agreed to pay each of the Related Parties (or an entity nominated by them), the following remuneration for the period 1 January 2015 – 31 December 2015:

- (a) Mr Akinci:  
as a non-executive Director the annual rate of \$70,000 in shares
- (b) Mr Baum:  
as non-executive Director the annual rate of \$70,000 in shares.



- (c) Mr Elliott:  
as a non-executive Director the annual rate of \$70,000 in shares.
- (d) Mr Geddes:  
as a non-executive Director and Committee Chair the annual rate of \$80,000 in shares.
- (e) Mr Grove:  
as a non-executive Chairman the annual rate of \$90,000 in shares. Subsequent to Mr Grove relinquishing the Chairmanship with effect from 29 June 2015 his remuneration will decrease to the non-executive Director annual rate of \$70,000 in shares.
- (f) Mr Gu:  
as a non-executive Director the annual rate of \$70,000 in shares.
- (g) Mr Weiss:  
as a non-executive Director the annual rate of \$80,000 in shares. Subsequent to Mr Weiss accepting the Chairmanship with effect from 29 June 2015 his remuneration will increase to the non-executive Chairman annual rate of \$90,000 in shares.

As the Related Parties are Directors of the Company, ASX Listing Rule 10.11 requires that shareholder approval for the proposed issue of the shares be obtained.

**Issue of shares to Mr Erman Akinci**

The Board, Mr Akinci aside, recommends that Members approve the grant of a total of 22,469 fully paid ordinary shares in the capital of the Company to Erman Akinci.

**Issue of shares to Mr Thomas Baum**

The Board, Mr Baum aside, recommends that Members approve the grant of a total of 22,469 fully paid ordinary shares in the capital of the Company to Thomas Baum.

**Issue of shares to Mr Lucas Elliott**

The Board, Mr Elliott aside, recommends that Members approve the grant of a total of 22,469 fully paid ordinary shares in the capital of the Company to Lucas Elliott.

**Issue of shares to Mr Nicholas Geddes**

The Board, Mr Geddes aside, recommends that Members approve the grant of a total of 23,920 fully paid ordinary shares in the capital of the Company to Nicholas Geddes.

**Issue of shares to Mr Patrick Grove**

The Board, Mr Grove aside, recommends that Members approve the grant of a total of 25,617 fully paid ordinary shares in the capital of the Company to Patrick Grove.

**Issue of shares to Mr Weiguo Gu**

The Board, Mr Gu aside, recommends that Members approve the grant of a total of 18,960 fully paid ordinary shares in the capital of the Company to Weiguo Gu.

**Issue of shares to Mr Samuel Weiss**

The Board, Mr Weiss aside, recommends that Members approve the grant of a total of 27,315 fully paid ordinary shares in the capital of the Company to Samuel Weiss.

The proposed grants are in respect of fully paid ordinary shares at a valuation of \$3.1154 per share that are to be issued as the Directors' remuneration, subject to shareholder approval and priced in line with agreements with Directors being the Volume Weighted Average Price for the period 1 January 2015 to 31 December 2015.

Remunerating Directors in this manner reduces the cash cost to the Company and aligns the reward to Directors with those of shareholders. The fully paid ordinary shares will be issued *pari passu* to existing securities and not subject to a trading lock. The shares will be issued within one month from the date of the Meeting.

## **Resolution 11 - Ratification of issue of ordinary shares pursuant to ASX Listing Rule 7.4 – Issue of shares to senior employees**

**Board recommendation and undirected proxies.** The Board recommends that shareholders vote in **FAVOUR** of resolution 11. The Chairman of the meeting intends to vote undirected proxies in **FAVOUR** of resolution 11.

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 those issues is now sought.

In order to restore the Company's capacity to issue shares, it is proposed that the Members ratify the issue of 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 22 March 2016 the Company issued 485,242 fully paid ordinary shares each in the capital of the Company to senior employees as detailed below as part of their 2015 Short Term Incentive.

<b>Name</b>	<b>Issue price</b>	<b>Shares Issued</b>
Rafael De Marco E Melo	\$2.00	100,000
Dudek Martin	\$2.00	50,000
Hitchens Timothy James	\$2.00	100,147
Quentin Bouche	\$2.00	45,676
Maciej Jerzy Pas	\$2.00	53,054
Jan Hansen	\$2.00	40,000
Koch Arne Kristian	\$2.00	26,500
John Peterson	\$2.00	15,000
Ben Winston Cadman	\$2.00	35,606
Bobby Zhejun Bao	\$2.00	4,050
Jutharat Piboonthamasak	\$2.00	7,450
Wook Kwon	\$2.00	7,759
<b>Total</b>		<b>485,242</b>

Remunerating senior management in this manner reduces the cash cost to the Company and aligns the reward to management with those to shareholders. The fully paid ordinary shares were issued pari passu to existing securities and are subject to a trading lock until 1 January 2017.

The Directors unanimously recommend that Shareholders vote in favour of Resolution 11.

## **Resolution 12 – Approval of 10% Placement Facility**

**Board recommendation and undirected proxies.** The Board recommends that shareholders vote in **FAVOUR** of resolution 12. The Chairman of the meeting intends to vote undirected proxies in **FAVOUR** of resolution 12.

Listing Rule 7.1A provides that an eligible entity may seek shareholder approval by special resolution at its annual general meeting to issue equity securities equivalent to an additional 10% of the number of ordinary securities on issue over a period of 12 months after the annual general meeting (10% Placement Capacity). This is in addition to the existing 15% placement capacity permitted by Listing Rule 7.1.

If Shareholders approve Resolution 12, the number of equity securities the Company may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (as set out below).

An eligible entity is one that, as at the date of the relevant Annual General Meeting:

is not included in the S&P/ASX 300 Index; and

has a maximum market capitalisation (excluding restricted securities and securities quoted on a deferred settlement basis) of \$300,000,000.

The Company is an eligible entity as it is not included in the S&P/ASX 300 Index and has a current market capitalisation of less than \$300,000,000.

Any equity securities issued must be in the same class as an existing class of quoted equity securities. The Company currently has one classes of quoted equity securities on issue, being Shares (ASX Code: E88).

The number of equity securities that the Company may issue under the approval sought by Resolution 12 will be calculated in accordance with the following formula as set out in Listing Rule 7.1A:

**(A x D) – E**

Where:

**A** = the number of fully paid Shares on issue 12 months before the date of issue or agreement to issue:

plus the number of Shares issued in the 12 months under an exception in Listing Rule 7.2;

plus the number of partly paid Shares that became fully paid in the 12 months;

plus the number of fully paid Shares issued in the 12 months under Listing Rules 7.1 and 7.4; and

less the number of fully paid Shares cancelled in the 12 months.

**D** = 10%.

**E** = the number of equity securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are not issued with the approval of the Shareholders under Listing Rule 7.1 or 7.4.

Technical information required by Listing Rule 7.1A

While the Company does not have any immediate plans to issue shares, purposes for which shares may be issued pursuant to Resolution 12 may include the raising of capital to facilitate further investment opportunities.

Pursuant to and in accordance with Listing Rule 7.3A, the information below is provided in relation to Resolution 12:

**Minimum Price:** Under the Listing Rules, the minimum price at which the equity securities may be issued is 75% of the volume weighted average price of equity securities in that class, calculated over the 15 trading days on which trades in that class were recorded immediately before:

the date on which the price at which the equity securities are to be issued is agreed; or

if the equity securities are not issued within 5 trading days of the date in paragraph (i) above, the date on which the equity securities are issued.

**Risk of voting dilution:** Shareholders should be aware there is a risk of economic and voting dilution that may result from an issue of equity securities under the 10% Placement Capacity, including the risk that:

- the market price for equity securities in that class may be significantly lower on the issue date than on the date of the Meeting where approval is being sought; and
- the equity securities may be issued at a price that is at a discount to the market price for those equity securities on the date of issue.

Any issue of equity securities under the 10% Placement Capacity will dilute the interests of Shareholders who do not receive any equity securities under the issue, unless the only equity securities issued under the 10% Placement Capacity are options and these options are not exercised.

If Resolution 12 is approved by Shareholders and the Company issues the maximum number of equity securities available under the 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown in the table below, assuming that any options issued under the 10% Placement Capacity are exercised.

The table below shows the potential dilution of existing Shareholders calculated in accordance with the formula outlined in Listing Rule 7.1A.2, on the basis of the current market price of the Shares and the current number of Shares on issue as at the date of this notice of Meeting.

The table also shows the voting dilution impact where the number of Shares on issue (variable A in the formula) changes and the economic dilution where there are changes in the issue price of Shares issued under the 10% Placement Capacity.<sup>1</sup>

Variable "A" in Listing Rule 7.1A.2		Dilution		
		\$ 0.82 50% decrease in Issue Price	\$1.70 Issue Price	\$ 3.40 100% increase in Issue Price
<b>Current Variable A</b> 38,052,220	<b>10% Voting dilution</b>	3,805,222	3,805,222	3,805,222
	<b>Funds raised</b>	\$3,120,282	\$6,468,877	\$12,937,755
<b>50% increase in current Variable A</b> 57,078,330	<b>10% Voting dilution</b>	5,707,833	5,707,833	5,707,833
	<b>Funds raised</b>	\$4,680,423	\$9,703,316	\$19,406,632
<b>100% increase in current Variable A</b> 76,104,440	<b>10% Voting dilution</b>	7,610,444	7,610,444	7,610,444
	<b>Funds raised</b>	\$6,240,564	\$12,937,755	\$25,875,510

<sup>1</sup> The table has been prepared on the following assumptions:

- The Company issues the maximum number of shares available under Listing Rule 7.1A;
- The table shows only the effect of shares issues under Listing Rule 7.1A and does not factor in the Company's ability to issue up to 15% of its issued capital under Listing Rule 7.1;
- The issue price is \$1.70, being the closing price of the shares on ASX on 30 March 2016.

The table shows:

- two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of shares the Company has on issue. The number of shares on issue may increase as a result of issues of shares that do not require approval (for example, a pro rata entitlements issue) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- two examples of where the issue price of shares has decreased by 50% and increased by 100% as against the current market price.

If Shareholder approval is granted for Resolution 12, then that approval will expire on the earlier of:

- (i) 25 May 2017, being 12 months from the date of the Meeting; or
- (ii) the date Shareholder approval is granted to a transaction under Listing Rule 11.1.2 (proposed change to nature and scale of activities) or Listing Rule 11.2 (change involving main undertaking).

The approval under Listing Rule 7.1A will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 or 11.2.

**Purpose of Issue under 10% Placement Capacity:** The Company may issue equity securities under the 10% Placement Capacity for the following purposes:

- (i) as cash consideration in which case the Company intends to use funds raised for investment purposes in line with the Company's investment policy outlined in the Prospectus; or
- (ii) as non-cash consideration for investments, in such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3.

**Allocation under the 10% Placement Capacity:** The allottees of the equity securities to be issued under the 10% Placement Capacity have not yet been determined. However, the allottees of equity securities could consist of current Shareholders or new investors (or both), none of whom will be related parties of the Company.

The Company will determine the allottees at the time of the issue under the 10% Placement Capacity, having regard to the following factors:

- (i) the purpose of the issue;
- (ii) alternative methods for raising funds available to the Company at that time, including, but not limited to, an entitlement issue or other offer where existing Shareholders may participate;
- (iii) the effect of the issue of the equity securities on the control of the Company;
- (iv) the circumstances of the Company, including, but not limited to, the financial position and solvency of the Company;
- (v) prevailing market conditions; and
- (vi) advice from corporate, financial and broking advisers (if applicable).

**Previous Approval under Listing Rule 7.1A:** The Company has not sought shareholder approval under Listing Rule 7.1A.

### Questions and Comments by Shareholders at the Meeting

In accordance with the Corporations Act, a reasonable opportunity will be given to Shareholders - as a whole - to ask questions or make comments on the management of the Company at the Annual General Meeting.

Similarly, a reasonable opportunity will be given to Shareholders - as a whole - to ask questions to the Company's external Auditor, PricewaterhouseCoopers, relevant to:

- (a) the conduct of the audit;
- (b) the preparation and contents of the audit;
- (c) the accounting policies adopted by the Company in relation to the preparation of its financial statements; and
- (d) the independence of the Auditor in relation to the conduct of the audit.

Shareholders may also submit a written question to PricewaterhouseCoopers if the question is relevant to the content of PricewaterhouseCoopers audit report or the conduct of its audit of the Company's financial report for the year ended 31 December 2015.

Relevant written questions to PricewaterhouseCoopers must be no later than 5:00pm (AEST) on 17 May 2016. A list of those questions will be made available to Shareholders attending the meeting. Ernst & Young will either answer questions at the meeting or table written answers to them at the meeting. If written answers are tabled at the meeting, they will be made available to Shareholders as soon as practicable after the meeting.

### Please send written questions for PricewaterhouseCoopers to:

By facsimile - +61 3 9602 4709;

Post to – C/ Mertons Corporate Services Pty Ltd – Level 7, 330 Collins Street, Melbourne VIC 3000

**by no later than 5:00pm (AEST) on 17 May 2016.**

### Glossary

In this Explanatory Memorandum, and the Notice of Meeting:

**Board** means the board of directors of the Company.

**Company** means Ensogo Limited.

**Constitution** means the constitution of the Company.

**Director** means a director of the Company.

**Explanatory Memorandum** means this explanatory memorandum which forms part of the Notice of Meeting.

**Listing Rules** means the listing rules of the ASX Limited.

**Meeting** means the Annual General Meeting of the Company the subject of this Notice of Meeting scheduled to occur on Wednesday 25 May 2016.

**Shareholder** means a holder of a Share.

**Share** means an ordinary share in the capital of the Company.

## Lodge your vote:



### 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](http://www.intermediaryonline.com)

### For all enquiries call:

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

## Proxy Form

XX

For your vote to be effective it must be received by 2:00pm AEST Monday 23 May 2016

### 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

**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](http://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.

**Turn over to complete the form** ➔



View your securityholder information, 24 hours a day, 7 days a week:

**[www.investorcentre.com](http://www.investorcentre.com)**



**Review your securityholding**



**Update your securityholding**

**Your secure access information is:**

**SRN/HIN:**



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





**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.

# 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 Annual General Meeting of Ensogo Limited to be held at Computershare Investor Services Pty Limited, Level 4, 60 Carrington Street, Sydney NSW 2000 on Wednesday, 25 May 2016 at 2:00pm AEST and at any adjournment or postponement of that Meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Items 1, 4, 5, 6, 7, 8, 9 and 10 (except where I/we have indicated a different voting intention below) even though Items 1, 4, 5, 6, 7, 8, 9 and 10 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Items 1, 4, 5, 6, 7, 8, 9 and 10 by marking the appropriate box in step 2 below.

## 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.

		For	Against	Abstain			For	Against	Abstain
1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10	Approval to issue ordinary shares to Mr Samuel Weiss	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Election of Ms Frederique Covington as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11	Ratification of issue of ordinary shares pursuant to ASX Listing Rule 7.4 – Issue of shares to senior employees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Re-election of Mr Erman Akinci as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12	Approval of 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Approval to issue ordinary shares to Mr Erman Akinci	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
5	Approval to issue ordinary shares to Mr Thomas Baum	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
6	Approval to issue ordinary shares to Mr Lucas Elliott	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
7	Approval to issue ordinary shares to Mr Nicholas Geddes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
8	Approval to issue ordinary shares to Mr Patrick Grove	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
9	Approval to issue ordinary shares to Mr Weiguo Gu	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					

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 / /