

# ADVANCED SHARE REGISTRY LIMITED

ABN 14 127 175 946

## NOTICE OF ANNUAL GENERAL MEETING

INCLUDING

### EXPLANATORY STATEMENT

and

### PROXY FORM

<b>Date of Meeting:</b>	<b>Tuesday, 8 November 2016</b>
<b>Time of Meeting:</b>	<b>10.00 am WST</b>
<b>Place of Meeting:</b>	<b>Advanced Share Registry Limited 110 Stirling Highway Nedlands WA 6009</b>

Your Annual Report is available online at [www.advancedshare.com.au](http://www.advancedshare.com.au)

#### IMPORTANT NOTICE

THE RESOLUTIONS PROPOSED FOR THIS MEETING ARE OF FUNDAMENTAL IMPORTANCE TO THE FUTURE OF YOUR COMPANY. IT IS RECOMMENDED THAT SHAREHOLDERS READ THIS INFORMATION MEMORANDUM IN FULL, AND IF THERE IS ANY MATTER THAT YOU DO NOT UNDERSTAND, YOU SHOULD CONTACT YOUR FINANCIAL ADVISER, STOCKBROKER OR SOLICITOR FOR ADVICE.

## TIME AND PLACE OF MEETING AND HOW TO VOTE

### VENUE

The Annual General Meeting of the Shareholders of Advanced Share Registry Limited will be held at:

**Advanced Share Registry Limited**  
**110 Stirling Highway**  
**Nedlands, WA, 6009**

**Commencing 10.00 am (WST)**  
**on Tuesday, 8 November 2016**

### HOW TO VOTE

You may vote by attending the Meeting in person, by proxy or authorised representative.

### VOTING IN PERSON

To vote in person, attend the Meeting at the time, date and place set out above. The Meeting will commence at 10.00am (WST).

### 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.

In accordance with section 249L of the Corporations Act, members are advised that:

- each member has a right to appoint a proxy;
- the proxy need not be a member of the Company; and
- a member 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 the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Sections 250BB and 250BC of the Corporations Act 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 provisions of the Corporations Act. Broadly, these sections 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 sections 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).

***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 members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
  - the proxy is not recorded as attending the meeting;
  - the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

Your Proxy Form is enclosed.

**VOTING EXCLUSION**

Where a voting exclusion applies, the Company need not disregard a vote if it is cast by a person as a 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.

**SNAPSHOT DATE**

In accordance with regulations 7.11.37 and 7.11.38 of the Corporations Regulations 2001, the Directors have set a snapshot date to determine the identity of those Shareholders who are entitled to attend and vote at the Meeting. The snapshot date is 5:00pm (WST) on Sunday, 6 November 2016.

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Shareholders of Advanced Share Registry Limited will be held at Advanced Share Registry Limited, **110 Stirling Highway, Nedlands, Western Australia, 6009** on **Tuesday, 8 November 2016** at 10.00 am (WST).

### BUSINESS

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#### ACCOUNTS AND REPORTS

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To receive and consider the financial report of the Company for the financial year ended 30 June 2016 together with the declaration of the Directors, the Remuneration Report and the reports of the Directors and the Company's auditor ("Auditor") thereon.

#### RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as a **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 2016."*

**Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.**

**Voting Prohibition Statement:**

A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person (the "voter") described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (c) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (d) the voter is the Chair and the appointment of the Chair as proxy:
  - (i) does not specify the way the proxy is to vote on this Resolution; and
  - (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

#### RESOLUTION 2 - RE-ELECTION OF MR ALVIN TAN AS A DIRECTOR

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

*"That, for the purpose of clause 11.3 of the Constitution and for all other purposes, Mr Alvin Tan, a Director, retires by rotation, and being eligible, is re-elected as a Director."*

**Short Explanation:** Under clause 11.3 of the Constitution, one third of the directors of the Company, excluding the Managing Director, must retire by rotation, and if eligible they may offer themselves for re-election.

By order of the Board

A C Winduss  
Company Secretary  
Dated: 28 September 2016

## **EXPLANATORY STATEMENT**

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This Explanatory Statement has been prepared for the information of the Shareholders in Advanced Share Registry Limited in connection with the business to be conducted at the Annual General Meeting of the Company to be held at Advanced Share Registry Limited, 110 Stirling Highway, Nedlands, Western Australia, 6009 on Tuesday, 8 November 2016 at 10.00am (WST).

This Explanatory Statement should be read in conjunction with accompanying Notice of Annual General Meeting.

### **FINANCIAL REPORT FOR THE YEAR ENDED 30 JUNE 2016**

In accordance with the requirements of the Company's Constitution and the Corporations Act, the financial report of the Company for the financial year ended 30 June 2016 together with the declaration of the Directors, the Remuneration Report and the reports of the Directors and Auditor (together, "Reports") thereon will be tabled at the Meeting. Shareholders will have the opportunity of discussing the Reports and making comments and raising queries in relation to the Reports at the Meeting.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at [www.advancedshare.com.au](http://www.advancedshare.com.au).

The following deals with matters of ordinary business to be considered by Shareholders at the Meeting. The following matters should be noted in respect of those items:

### **RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT**

#### **General**

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the Directors or the Company.

The remuneration report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The remuneration report is contained in the Company's annual financial report for the financial year ended 30 June 2016.

A reasonable opportunity will be provided for discussion of the remuneration report at the Annual General Meeting. This Resolution is advisory only and does not bind the Directors or the Company.

#### **Voting consequences**

Under the Corporations Act, a company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company ("Spill Resolution") if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting ("Spill Meeting") within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the previous financial year was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

#### **Previous voting results**

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

### **Proxy voting restrictions**

Shareholders appointing a proxy for this Resolution should note the following:

***If you appoint a member of the Key Management Personnel (other than the Chair) whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member as your proxy:***

***You must direct your proxy how to vote*** on this Resolution. Undirected proxies granted to these persons will not be voted and will not be counted in calculating the required majority if a poll is called on this Resolution.

***If you appoint the Chair as your proxy (where he/she is also a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member):***

You **do not** need to direct your proxy how to vote on this Resolution. However, if you do not direct the Chair how to vote, the Chair will vote undirected proxies in the favour of the Resolution even though this Resolution is connected directly or indirectly with the remuneration of Key Management Personnel.

***If you appoint any other person as your proxy:***

You **do not** need to direct your proxy how to vote on this Resolution, and you **do not** need to mark any further acknowledgement on the Proxy Form.

### **RESOLUTION 2 - RE-ELECTION OF MR ALVIN TAN**

Clause 11.3 of the Constitution requires that one third of the Company's board of directors, excluding the Managing Director, shall retire by rotation at the Company's annual general meeting every year, and if eligible may offer themselves for re-election. If the number of Directors is not a multiple of 3, then the number nearest one-third (rounded upwards in case of doubt), shall retire from office, provided always that no Director (except a Managing Director) shall hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself or herself for re-election.

The Directors to retire at an annual general meeting are those who have been longest in office since their last election, but, as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by drawing lots.

A Director who retires by rotation under clause 11.3 of the Constitution is eligible for re-election.

The Company currently has 4 Directors and accordingly 1 must retire.

Accordingly, Mr Alvin Tan, the Director longest in office since his last election, retires by rotation.

Mr Tan has over 20 years' experience in Australia and Asia, including mergers, acquisitions, capital raisings and listings on the ASX, AIM, Bursa and German Stock Exchange.

Mr Tan studied at the University of Western Australia, gaining a Bachelor of Commerce with Honours, and was then employed by KPMG in Kuala Lumpur from 1993-1995 as a financial consultant. Returning to Australia, he worked with the stockbroking firm of DJ Carmichael before pursuing other business interests. He was a founding director of various companies which are now listed on ASX.

Mr Tan has interests in companies involved in technology, mining exploration, property development, plantation and corporate services both in Australia and overseas.

Mr Tan offers himself for re-election as a Director of the Company. The Company's remaining Directors recommend to Shareholders that Mr Tan be re-elected.

## Glossary of Defined Terms

“Annual General Meeting” or “Meeting” means the meeting convened by this Notice.

“ASX” means ASX Limited.

“Board” means the board of Directors of the Company.

“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” and “Advanced Share Registry Limited” means Advanced Share Registry Limited (ABN 14 127 175 946).

“Constitution” means the constitution of the Company.

“Corporations Act” means the *Corporations Act 2001* (Cth).

“Directors” means the current directors of the Company.

“Explanatory Statement” means the explanatory statement set out in Section 3 of this Notice.

“Key Management Personnel” has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

“Listing Rules” means the Official Listing Rules of ASX.

“Memorandum” means the memorandum set out in Section 1 of this Notice.

“Notice” means this notice of meeting including the Explanatory Statement and the Proxy Form.

“Ordinary Securities” has the meaning set out in the Listing Rules.

“Proxy Form” means the proxy form accompanying this Notice.

“Remuneration Report” means the remuneration report set out in the Director’s report section of the Company’s annual financial report for the year ended 30 June 2016.

“Share” means a fully paid ordinary share in the capital of the Company.

“Shareholder” means a holder of a Share.

“WST” means Western Standard Time as observed in Perth, Western Australia.

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**PROXY FORM**

**APPOINTMENT OF PROXY  
ADVANCED SHARE REGISTRY LIMITED  
ABN 14 127 175 946**

**ANNUAL GENERAL MEETING**

I/We

of

being a member of Advanced Share Registry Limited entitled to attend and vote at the Annual General Meeting, hereby

Appoint

Name of proxy

OR  the Chair of the Annual General Meeting as your proxy

or failing the person so named or, if no person is named, the Chair of the Annual General Meeting, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit, at the Annual General Meeting to be held at 10.00am (WST), on Tuesday, 8 November 2016 at Advanced Share Registry Limited, 110 Stirling Highway, Nedlands, Western Australia, 6009 and at any adjournment thereof.

**The Chair intends to vote undirected proxies in favour of all Resolutions.**

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**Voting on Business of the Annual General Meeting**

	<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>
Resolution 1 – Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 – Re-Election of Mr Alvin Tan as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**Please note:** If you mark the abstain box for the Resolution, you are directing your proxy not to vote on the Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

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

**Signature of Member**

**Date:** \_\_\_\_\_

**Individual or Member 1**

**Member 2**

**Member 3**

**Sole Director/Company Secretary**

**Director**

**Director/Company Secretary**

**Contact Name:** \_\_\_\_\_ **Contact Ph (daytime):** \_\_\_\_\_

**ADVANCED SHARE REGISTRY LIMITED**  
**ABN 14 127 175 946**

**Instructions for Completing 'Appointment of Proxy' Form**

1. **(Appointing a Proxy):** A member entitled to attend and vote at an 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.
3. **(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.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual members from attending the Annual General Meeting in person if they wish. Where a member completes and lodges a valid Proxy Form and attends the Annual General 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.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
  - (a) post to PO Box 1156, Nedlands, 6909, WA or deliver to the Share Registry of the Company at 110 Stirling Highway, Nedlands WA 6009; or
  - (b) facsimile to the Company's Share Registry on facsimile number +61 8 9262 3723,so that it is received not less than 48 hours prior to commencement of the Meeting.

**Proxy forms received later than this time will be invalid.**