

## **i-GLOBAL HOLDINGS LIMITED NOTICE OF GENERAL MEETING**

Notice is given that a General Meeting of i-Global Holdings Limited (ACN 611 470 010) will be held at 3:00 pm (AEDT) on Tuesday, 27 February 2018 at 1B/205-207 Johnston Street Fitzroy VIC 3065 Australia.

The attached Explanatory Statement is provided to supply Shareholders with information to enable Shareholders to make an informed decision regarding the Resolutions set out in this Notice. The Explanatory Statement is to be read in conjunction with this Notice. Capitalised terms used in this Notice are defined in the Glossary.

### **1. Agenda for the Meeting**

#### **Resolution 1 – Election of Justyn Stedwell as a Director**

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

*“That, Justyn Stedwell, who, having been appointed as a non-executive director to fill a casual vacancy, ceases to hold office at the end of this Meeting, and being eligible for election, be elected as a Director.”*

#### **Resolution 2 – Election of Frank Cannavo as a Director**

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

*“That, Frank Cannavo, who, having been appointed as a non-executive director to fill a casual vacancy, ceases to hold office at the end of this Meeting, and being eligible for election, be elected as a Director.”*

#### **Resolution 3 – Removal of Auditor**

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

*“That, Grant Thornton Audit Pty Ltd, the current auditor of the Company, be removed as the auditor of the Company effective from the date of the Meeting.”*

#### **Resolution 4 – Appointment of Auditor**

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

*“That, subject to the passing of Resolution 3, or subject to ASIC accepting the resignation of Grant Thornton Audit Pty Ltd as the Company’s auditor, HLB Mann Judd (VIC Partnership), being qualified to act as auditor of the Company and having consented to act as auditor of the Company, be appointed as the auditor of the Company.”*

### **2. Determination of voting entitlement**

For the purpose of determining a person’s entitlement to vote at the Meeting, a person will be recognised as a shareholder and the holder of Shares if that person is registered as a holder of those Shares at 7:00 p.m. AEDT on Friday, 23 February 2018.

### **3. Votes**

Unless a poll is demanded in advance of voting on a resolution, voting on each resolution will initially be by way of a show of hands. On a show of hands, each member present in person or by proxy or, in the case of a body corporate, by a representative, shall have one vote.

On a poll, every member present in person or by attorney or by proxy or, in the case of a body corporate, by a representative, shall have one vote for each share held by him, her or it.

### **4. Proxies**

A Shareholder entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of the Shareholder.

Where the Shareholder is entitled to cast two or more votes, the Shareholder may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the Shareholder appoints two proxies and the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, each proxy may exercise half of the votes. A proxy need not be a Shareholder.

To be effective, the instrument of appointment of a proxy (and power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority) must be received by the Company at i-Global Holdings Limited, by mail to PO Box 305 Fitzroy Victoria 3065 Australia, or in person at 1B/205-207 Johnston Street Fitzroy VIC Australia, or by facsimile on +61 (0) 3 8678 1747 by 3.00 p.m. AEDT on 25 February 2018.

If you choose to appoint a proxy, you are encouraged to direct your proxy how to vote on the Resolutions by marking either "For", "Against" or "Abstain" on the form of proxy for that item of business. Subject to the voting restrictions set out in the Voting Exclusion Statements, the Chairperson will vote undirected proxies on, and in favour of all Resolutions. A form of proxy accompanies this Notice of Meeting.

#### **5. Questions and Comments by Shareholders at the Meeting**

A reasonable opportunity will be given to Shareholders to ask questions and/or make comments on the management of the Company at the Meeting.

#### **EXPLANATORY STATEMENT**

This Explanatory Statement is intended to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in this Notice. The Directors recommend that Shareholders read this Explanatory Statement in full before making any decision in relation to the Resolutions.

#### **Resolution 1: Election of Justyn Stedwell as a Director**

In accordance with the Company's Constitution, Justyn Stedwell, having been appointed by the Board to fill a casual vacancy on 30 August 2017 retires from office at this General Meeting and offers himself for election as a Director.

Mr Stedwell is a professional company Secretary consultant with over 10 years' experience as a company secretary of public listed companies. He has completed a Bachelor of Commerce at Monash University, a Graduate Diploma of Accounting as Deakin University and a Graduate Diploma in Applied Corporate Governance at the Governance Institute of Australia.

#### **Resolution 2: Election of Frank Cannavo as a Director**

In accordance with the Company's Constitution, Frank Cannavo, having been appointed by the Board to fill a casual vacancy on 1 September 2017 retires from office at this General Meeting and offers himself for election as a Director.

Mr Cannavo is an experienced public company director with significant business and investment experience working across various industries, and has been instrumental in assisting several listed and unlisted companies achieve their strategies through the raising of investment capital and the acquisition of assets.

#### **Resolution 3 – Removal of Auditor**

On 25 January 2018, a notice of intention to remove the Company's auditor was provided to the Company Secretary pursuant to section 329(1A) of the Corporations Act (the "Notice of Intention").

In accordance with the Notice of Intention, approval is sought under section 329 of the Corporations Act to remove Grant Thornton Audit Pty Ltd as auditor of the Company. Under section 329 of the Corporations Act, an auditor of a company may be removed from office by resolution at a general meeting of which 2 months notice of intention to move the resolution has been given. The Notice of Intention to remove Grant Thornton Audit Pty Ltd as the Company's auditor is provided to shareholders with this Notice of General Meeting.

Section 329 of the Corporations Act also states that if a company calls a meeting after the notice of intention has been given, the meeting may pass the resolution even though the meeting is held less than 2 months after the notice. The Company provides the Notice of Intention to shareholders and seeks approval to remove the auditor even though the Meeting will be held less than 2 months after the Notice of Intention is given.

In accordance with section 329(2) of the Corporations Act, the Company provided a copy of the Notice of Intention to Grant Thornton Audit Pty Ltd. Grant Thornton Audit Pty Ltd did not make any representation pursuant to section 329(3) of the Corporations Act.

#### **Resolution 4 – Appointment of Auditor**

For the purposes of section 327 of the Corporations Act, shareholder approval is sought to appoint HLB Mann Judd (VIC Partnership) as auditor of the Company.

Resolution 4 is required to fill the vacancy created by the removal or resignation of Grant Thornton Audit Pty Ltd as the Company's auditor (if resolution 3 is passed or if ASIC accepts the resignation of Grant Thornton Audit Pty Ltd as the Company's auditor).

Koon Lip Choo, being a director the Company and a substantial shareholder of the Company, has nominated that HLB Mann Judd (VIC Partnership) be appointed as auditor of the Company. A copy of this nomination is attached to this Notice of Meeting.

The Board supports the appointment of HLB Mann Judd (VIC Partnership) as the Company's auditor and recommend that shareholders vote in favour of Resolutions 3 and 4.

If Resolutions 3 and 4 are passed, then the appointment of HLB Mann Judd (VIC Partnership) as the Company's auditor will take effect at the close of this Meeting. HLB Mann Judd (VIC Partnership) has provided consent to be appointed as auditor of the Company, subject to the approval by shareholders.

#### **GLOSSARY**

In the Notice of Meeting and Explanatory Statement the following terms have the following meanings:

**AEDT** means Australian Eastern Daylight Savings Time.

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

**Company** or **i-Global** means i-Global Holdings Limited (ACN 611 470 010)

**Corporations Act** means Corporations Act 2001 (Cth).

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

**Explanatory Statement** means the explanatory statement to this Notice of Meeting.

**Meeting** means the General Meeting of the Shareholders of the Company to be held on 27 February 2018, to which the Notice of Meeting and Explanatory Statement relate.

**Notice** or **Notice of Meeting** means this notice of meeting of the Company dated 25 January 2018.

**Resolution** means a resolution referred to in the Notice.

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

**Shareholder** means a holder of Shares.

Words importing the singular include the plural and vice versa.

#### **FURTHER INFORMATION**

Justyn Stedwell  
Company Secretary  
Phone: +61(0)3 9191 0135

25 January 2018

i-Global Holdings Limited  
1B/205-207 Johnston St  
Fitzroy VIC 3065

To the Company Secretary

**NOTICE OF INTENTION TO REMOVE AUDITOR & NOMINATION OF HLB  
MANN JUDD AS AUDITOR**

I, Koon Lip Choo, being a director of i-Global Holdings Limited (Company) and a substantial shareholder of the Company, hereby request that the Company convene a general meeting of shareholders at the first available time, in any event no later than 2 months from the date of this notice, to consider and, if thought fit, pass resolutions that:

1. Grant Thornton Audit Pty Ltd be removed as auditor of the Company; and
2. HLB Mann Judd (VIC Partnership) of 575 Bourke St, Melbourne 3000, be appointed as the new auditor of the Company.

Furthermore, for the purposes of section 328(1) of the Corporations Act 2001, I hereby give you notice of the nomination of HLB Mann Judd (VIC Partnership), to act as auditor of the Company.

Yours faithfully

A handwritten signature in black ink, appearing to read 'Koon Lip Choo', enclosed within a large, loopy oval flourish.

Koon Lip Choo  
Director - i-Global Holdings Limited

# i-GLOBAL HOLDINGS LIMITED - PROXY FORM FOR GENERAL MEETING

## STEP 1 – Appointment of Proxy

I/We \_\_\_\_\_

of \_\_\_\_\_

am/are a member of i-Global Holdings Limited (ACN 611 470 010) and I/we appoint as my/our proxy:

\_\_\_\_\_

Or failing him or her, the Chairman of the General Meeting of the Company, to be held at 1B/205-207 Johnston Street, Fitzroy, VIC, 3065, Australia on 27 February 2018 at 3:00 PM AEDT to vote for me/us at the meeting and at any adjournment of it. If 2 proxies are being appointed the proportion of voting rights this proxy is authorised to exercise is .....%. (The Company will supply an additional form on request).

## STEP 2 - Voting directions to your Proxy – please mark ☒ to indicate your directions

		For	Against	Abstain
Resolution 1	Election of Justyn Stedwell as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Election of Frank Cannavo as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Removal of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman intends to vote all undirected proxies in favour of each Resolution. If you do not wish to direct your proxy on how to vote, please tick this box: ☐

By ticking this box, I/we authorize the Chairman of the Meeting to vote in accordance with the Chairman's voting intentions on Resolutions 1 to 4 (except where I/we have indicated a different voting intention above) and acknowledge that the Chairman of the Meeting may exercise my proxy even if the Chairman of the Meeting has an interest in the outcome of these items and that votes cast by the Chairman, 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 Chair will not cast your votes on the Resolutions and your votes will not be counted in calculating the required majority if a poll is called on the resolution.

## STEP 3 - PLEASE SIGN HERE

This section *must* be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name .....Contact Daytime Telephone ..... Date     /     / 2018

**PROXY INSTRUCTIONS:** A member entitled to attend and vote at a meeting is entitled to appoint not more than 2 proxies. Where more than 1 proxy is appointed, each proxy may be appointed to represent a specific portion of the member's voting rights. A proxy need not be a member of the Company. A proxy form must be signed by the member or his or her attorney. Proxies given by corporations must either be signed under seal or under the hand of a duly authorised officer of attorney. To be valid, the form appointing the proxy and the Power of Attorney or other authority (if any) under which it is signed (or a certified copy) must be received by the Company, in person at 1B/205-207 Johnston Street Fitzroy VIC Australia, by mail at **PO Box 305 Fitzroy VIC 3065 Australia** or by facsimile on +61 (0)3 8 678 1747 **by not later than 3:00 p.m. AEDT on 25 February 2018.**