



SAPEX GROUP LIMITED

A.C.N. 619 195 283

NOTICE OF

ANNUAL GENERAL MEETING

EXPLANATORY STATEMENT

AND PROXY FORM

Date

30 May 2018

Time

1.00pm Australian Eastern Standard Time (AEST)

Venue

Boardroom's Offices, Level 12, 225 George Street, Sydney NSW 2000

Your vote is important

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

Voting in person

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

Voting by proxy

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

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the first Annual General Meeting of Shareholders of Sapex Group Limited will be held at 1.00pm on 30 May 2018 at Boardroom's Offices, Level 12, 225 George Street, Sydney NSW 2000.

AGENDA

Annual Report

To consider and receive the Financial Report and the Reports of the Directors and Auditor for the year ended 31 December 2017.

Resolution 1. Remuneration Report

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

"That, the Remuneration Report for the year ended 31 December 2017 is adopted."

Voting Exclusion: The Company will, in accordance with the requirements of the Corporations Act, disregard any votes cast on Item 1 by or on behalf of a member of the Key Management Personnel (KMP's) named in Sapex's Remuneration Report or that KMP's closely related parties, unless the vote is cast by a person as Proxy for a person entitled to vote in accordance with a direction on the Proxy Form.

Resolution 2. Election of James Midgley

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

*"That **James Midgley**, who retires in accordance with Clause 19.4 of the Company's Constitution and, being eligible offers himself for election, is appointed a Director of the Company."*

Resolution 3. Re-election of Peter Chambers

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

*"That **Peter Chambers**, who retires in accordance with Clause 20.2 of the Company's Constitution and, being eligible offers himself for election, is appointed a Director of the Company."*

Resolution 4. Re-appointment of Company Auditor

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

"That, for the purpose of section 327B(1) of the Corporations Act and for all other purposes, PKF Corporate Finance, having been nominated by a shareholder and having consented in writing to act in the capacity of auditor, be appointed as the auditor of the Company."

Note: A copy of the nomination is attached to the explanatory memorandum

SAPEX Group Limited

ACN: 619 195 283

A Proxy Form is attached.

To be valid, properly completed forms must be received by the Company no later than 1.00pm Australian Eastern Standard Time (AEST) on 28 May 2018.

By Order of the Board



Laura Newell
Company Secretary
27 April 2018

The Explanatory Statement provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and the Proxy Form are part of this Notice of Meeting.

Entitlement to Vote

The Directors have determined that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders of the Company at 7pm Australian Eastern Standard Time (AEST), on 28 May 2018.

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

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at Boardroom's Offices, Level 12, 225 George Street, Sydney NSW 2000 on 30 May 2018 at 1.00pm.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether to vote for or against the Resolutions in the Notice of Meeting.

Terms used in this Explanatory Statement will, unless the context otherwise requires, have the same meaning as given to them in the Glossary as contained in this Explanatory Statement.

Resolution 1. Remuneration Report

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 of the Company.

The Remuneration Report sets out the Company's remuneration arrangements for Key Management Personnel of the Company. The Remuneration Report is part of the Directors' Report contained in the annual financial report of the Company for the financial year ending 31 December 2017. A reasonable opportunity will be provided for discussion of the Remuneration Report at the Annual General Meeting.

Voting consequences

Under the Corporations Act, if at least 25% of the votes cast on a Remuneration Report resolution are voted against the adoption of the Remuneration Report in two consecutive annual general meetings, the Company will be required to put to Shareholders a resolution proposing the calling of an extraordinary general meeting to consider the appointment of Directors of the Company at the second annual general meeting (Spill Resolution).

If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the extraordinary general 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 financial year ended immediately before the second annual general meeting) was approved, other than the Executive Directors 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 by the Shareholders will be the Directors of the Company.

As this is the Company's first annual general meeting a Spill Resolution is not relevant for this meeting.

Voting Restrictions

Members of the Key Management Personnel and their proxies and Closely Related Parties are restricted from voting on a resolution put to Shareholders that the Remuneration Report of the Company be adopted. Key Management Personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the entity, directly or indirectly, including any Director (whether executive or otherwise) of that entity.

The Voting Restriction does not apply where:

- (a) The Chairman or any other member of the Key Management Personnel is appointed in writing (by a Shareholder who is not a member of the Key Management Personnel or a Closely Related Party of Key

Management Personnel) as a proxy with specific instructions on how to vote on a resolution to adopt the Remuneration Report of the Company; or

- (b) the Chairman is appointed in writing (by a Shareholder who is not Key Management Personnel or a Closely Related Party of Key Management Personnel) as a proxy with no specific instructions on how to vote on a non-binding shareholder vote on remuneration, where the Shareholder provides express authorisation for the Chairman to do so.

Shareholders should be aware that any undirected proxies given to the Chairman will be cast by the Chairman and counted in favour of the resolutions of this Meeting, including this Resolution 1, subject to compliance with the Corporations Act.

Resolution 2. Election of James Midgley

Mr. Midgley, who was appointed as a Non-Executive Director on 29 March 2018, retires in accordance with Clause 19.4 of the Company's Constitution and, being eligible, wishes to stand for re-election as Director of the Company.

Mr. Midgley's significant background and experience will bring value to the Board and in shaping the future of the Company. James is a qualified and experienced business manager specialising in shipping, facilities, project logistics & supply chains. This is proven through a strong track record in dealing with multifaceted businesses and large work forces in both developed and undeveloped countries. His 14 years' experience across South East Asia, Australia and the South Pacific in the Mining, Oil & Gas, Government & Defence, Infrastructure and Industrial sectors has developed a unique skill set which makes him a valuable member within complex, project management teams.

Resolution 3. Re-election of Peter Chambers

Mr. Chambers, who was appointed as a Non-Executive Director on 18 May 2017, retires in accordance with Clause 20.2 of the Company's Constitution and, being eligible, wishes to stand for re-election as Director of the Company.

Mr. Chambers has over 20 years' experience in the mining, finance and telecommunications industries. He has extensive experience in the development of mining and resource assets in Indonesia and has corporate experience in Asia, with previous positions as Head of the South East Asia Communication Practice of Coopers and Lybrand (Hong Kong) and Managing Director – Strategy and Governance with the Rajawali Group (Indonesian based conglomerate company). He is currently a member of the Board of Commissioners and member of the Remuneration Committee of Indonesia's PT Excelcomindo Pratama (XL), which is a significant mobile phone operator and he was a key person in the establishment of the company whilst holding the position of managing director at Rajawali Group.

Mr. Chambers holds a Bachelor of Business, majoring in finance and accounting from the Royal Melbourne Institute of Technology. Mr. Chambers is currently a director of Indo Mines Limited, an ASX listed entity.

Resolution 4. Re-appointment of Company Auditor

Resolution 4 seeks member approval for the re-appointment of PKF Corporate Finance (NSW) Pty Limited as the auditor of the Company whose tenure as auditor ceases at the meeting of members being the first annual general meeting of the Company.

Section 327A of the Corporations Act requires that the initial auditor of a public company holds office only until the Company's first annual general meeting. Under section 327B(1) of the Corporations Act, the Company must appoint an auditor at its first annual general meeting.

The Company has received a nomination for PKF Corporate Finance (NSW) Pty Limited to act as its auditor. A copy of the nomination is annexed to the Explanatory Memorandum. The Company confirms that PKF Corporate Finance (NSW) Pty Limited has been given and not withdrawn its consent to act as auditor as at the date of the Notice.

GLOSSARY

"**Annual General Meeting**" means the meeting convened by the Notice of Meeting;

"**ASIC**" means the Australian Securities & Investments Commission;

"**Board**" means the board of Directors of the Company;

"**Chairman**" means chairman of the general meeting;

"**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 dependant 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 Corporation Regulations 2001 (Cth).

"**Company**" means Sapex Group Limited ACN 619 195 283;

"**Constitution**" means the Company's constitution;

"**Corporations Act**" means the *Corporations Act 2001* (Cth);

"**Corporations Regulation**" means the *Corporations Regulation 2001* (Cth)

"**Directors**" mean the current Directors of the Company;

"**Explanatory Statement**" means this Explanatory Statement as modified or varied by any supplementary Statement issued by the Company from time to time;

"**Key Management Personnel**" has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company;

"**Management**" or "**Board**" means the management of the Company;

"**Meeting**" or "**Annual General Meeting**" means the annual general meeting convened by this Notice;

"**Notice**" or "**Notice of Meeting**" means the notice convening the annual general meeting of the Company to be held on 30 May 2018 which accompanies this Explanatory Memorandum;

"**Proxy Form**" means the proxy form that is enclosed with and forms part of this Notice;

"**Resolution**" means a resolution in the form proposed in the Notice of Meeting;

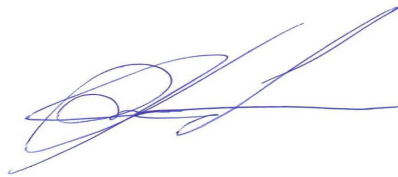
"**Share**" means a fully paid ordinary share in the capital of the Company; and

"**Shareholder**" means a registered holder of a Share in the Company.

To:
Sapex Group Limited
Level 12
225 George Street
Sydney
NSW 2000

**Notice of Nomination of Auditor in accordance with Section 328B of the Corporations Act 2001
(Cth)**

Kyle Larson, of Jl. Simprug Golf IV no 105, Jakarta Indonesia 12210, being a member of Sapex Group Limited (ACN 619 195 283) nominates PKF Corporate Finance (NSW) Pty Limited of Level 8, 1 O'Connell Street, Sydney, NSW 2000 for appointment to the position of auditor of the Company at the next annual general meeting.



Kyle Larson

Chief Executive Officer
SAPEX Group Limited.
March 19, 2018