
**NOTICE OF
ANNUAL GENERAL MEETING
EXPLANATORY STATEMENT
AND PROXY FORM**

Date

Friday, 31 May 2019

Time

11.00am (local Malaysian time), 1.00pm Australian Eastern Standard Time (AEST)

Venue

Suite B, Level 6, Annexe Block, Bangunan Amoda, No. 22, Jalan Imbi, 55100 Kuala Lumpur, Malaysia.

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 fifth Annual General Meeting of Shareholders of Saramanis Ltd (**Company**) will be held at 11.00am (local Malaysian time), 1.00pm Australian Eastern Standard Time (AEST)), on Friday, 31 May 2019 at Suite B, Level 6, Annexe Block, Bangunan Amoda, No. 22, Jalan Imbi, 55100 Kuala Lumpur, Malaysia.

AGENDA

Annual Report

To consider and receive the Financial Report and the Reports of the Directors and Auditor for the year ended 31 December 2018.

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 2018 is adopted."

Voting Exclusion: The Company will, in accordance with the requirements of the Corporations Act, disregard any votes cast on Resolution 1 by or on behalf of a member of the Key Management Personnel (KMP's) named in Saramanis'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. Re-election of Datu Robert Lian Balangalibun

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

"That Datu Robert Lian Balangalibun, 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 3. Ratification of issue of shares made to Mr Wong Kok Kee

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

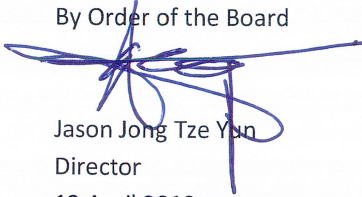
"That, for the purposes of NSXA Listing Rule 6.25 (1) and for all other purposes, Shareholders ratify and approve the prior issue of 49,990,500 Shares at A\$0.019 per Share made on 28 December 2018 to Mr Wong Kok Kee for the purposes and on the terms and conditions as set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast on this Resolution by a person who participated in the issue and any of their associates. However, 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 the directions on the Proxy form to vote as the proxy decides.

A Proxy Form is attached.

To be valid, properly completed forms must be received by the Company no later than at 11.00am (local Malaysian time), 1.00pm Australian Eastern Standard Time (AEST) on 29 May 2019.

By Order of the Board

A handwritten signature in blue ink, appearing to read 'Jason Jong Tze Yun', is written over the text 'By Order of the Board' and 'Jason Jong Tze Yun'.

Jason Jong Tze Yun

Director

12 April 2019

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 5pm (local Malaysian time), 7pm Australian Eastern Standard Time (AEST), on 29 May 2019.

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 Suite B, Level 6, Annexe Block, Bangunan Amoda, No. 22, Jalan Imbi, 55100 Kuala Lumpur, Malaysia on 11.00am (local Malaysian time), 1.00pm Australian Eastern Standard Time (AEST).

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 2018. 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 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 by the Shareholders will be the Directors of the Company.

As this resolution has received over 75% of votes in favour at the previous annual general meetings 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. Re-election of Datu Robert Lian Balangalibun

Datu Robert Lian Balangalibun, who was appointed as a Non-Executive Director on 28 October 2016, 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 Balangalibun career spans almost 4 decades in the Malaysian Government. During these times he has held various posts in the Malaysian Government including Deputy Financial Officer of Sarawak under the Ministry of Finance Malaysia. He retired from his post as the Director of Immigration for Sarawak in 2015 and has engaged in various community based projects during these times.

With his profound knowledge in Sarawak's history, geography and ethnic people, Mr Balangalibun is able to guide the Company in its agricultural expansion in Sarawak. With his leadership skills acquired over the years managing various government departments, Datu Robert Lian's commitment to the Company will ensure that the Company is on a path to success.

The Directors, excluding Mr. Balangalibun, unanimously recommend that Shareholders vote in favour of Resolution 2.

Resolution 3. Ratification of issue of shares

Approval is being sought under NSXA Listing Rule 6.25(1) for the prior issue of 49,990,500 fully paid ordinary Shares at A\$0.019 per share. The Shares were issued to Mr Wong Kok Kee on 28 December 2018.

Subject to certain circumstances, outlined under NSXA Listing Rule 6.25(2), NSXA Listing Rule 6.25(1) prevents a company from issuing or agreeing to issue new securities or other securities with rights of conversion such as an option, in any twelve month period which amount to more than 15% of the Company's ordinary securities on issue without shareholder approval.

By ratifying the issue of 49,990,500 Shares, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in NSXA Listing Rule 6.25 without the requirement to obtain prior Shareholder approval.

The Shares have been issued to Mr Wong in consideration for a loan of issue of A\$999,233.00 made to the Company for its business activities.

The Shares issued to Mr Wong rank equally with all existing Shares on the issue.

The Directors unanimously recommend that Shareholders vote in favour of Resolution 3.

GLOSSARY

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

"**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 Saramanis Limited ACN 603 108 925;

"**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**" means the management of the Company.

"**Notice**" or "**Notice of Meeting**" means the notice convening the annual general meeting of the Company to be held on 31 May 2019 which accompanies this Explanatory Memorandum;

"**NSXA Listing Rules**" means Listing Rule of the National Stock Exchange of Australia;

"**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.