

CORPORATIONS ACT

PUBLIC COMPANY LIMITED BY SHARES

CONSTITUTION

OF

GOCONNECT LIMITED
(ACN 089 240 353)

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This Constitution supersedes any previous constitutions of **GOCONNECT LIMITED**.

INTERPRETATION

1. In this Constitution:

- 1.1. “**ASIC**” means Australian Securities and Investments Commission.
- 1.2. “**NSX**” means National Stock Exchange of Australia Limited.
- 1.3. “**Company**” means **GOCONNECT LIMITED (ACN 089 240 353)**, a company incorporated in the State of Victoria, Australia.
- 1.4. “**Jurisdiction**” means a State or the Australian Capital Territory.
- 1.5. “**Act**” means the Corporations Act as amended from time to time.
- 1.6. “**Listing Rules**” means the Listing Rules of NSX and any other rules of NSX which are applicable while the Company is admitted to the Official List of NSX, each as amended or replaced from time to time, except to the extent of any express written waiver by NSX.
- 1.7. “**Replaceable Rule**” means any provision of those sections and subsections of the Act which are designated under section 135 of the Act as “replaceable rules” and so capable of being replaced or modified by a company’s constitution.
- 1.8. “**Restricted Shares**” means shares issued in the circumstances set out in the NSX Listing Rules or shares that, in NSX’s opinion, should be treated as restricted shares.
- 1.9. “**SCH**” means Securities Clearing House as approved under the Act.
- 1.10. “**SCH Rules**” or “**SCH Business Rules**” means the rules made by SCH governing amongst other things the uncertificated transfer and registration of securities on an issuer sponsored sub-register or otherwise.
- 1.11. “**Seal**” means the common seal of the Company and includes any official seal, duplicate seal or share seal of the Company.
- 1.12. “**Secretary**” means any person appointed to perform the duties of a Secretary of the Company.
- 1.13. “**State**” means a State of the Commonwealth of Australia and includes the Northern Territory of Australia.
- 1.14. “**Territory**” means the Australian Capital Territory.
- 1.15. Expressions referring to writing shall, unless the contrary intention appears, be construed as including references to printing, lithography, photography and other modes of representing or reproducing words in a visible form.
- 1.16. Words or expressions contained in this Constitution shall be interpreted in

accordance with the provisions of the Acts Interpretation Act 1901 as in force at the date at which this Constitution becomes binding on the Company.

- 1.17. Division 8 of Part 1.2 of the Act applies in relation to this Constitution as if it is an instrument made under the Act as in force on the day when this Constitution became binding on the Company.
- 1.18. Except so far as the contrary intention appears in this Constitution, an expression has, in a provision of this Constitution that deals with a matter dealt with by a particular provision of the Act, the same meaning as in that provision of the Act.
- 1.19. A reference to “**Directors**” includes a reference to a single director, where the Company has one director unless the context indicates otherwise.
- 1.20. A reference to the singular includes the plural and vice versa and a reference to the masculine gender includes the female gender and vice versa.
- 1.21. If the Company is admitted to the Official List of the NSX, the following shall apply:
 - 1.21.1. Notwithstanding anything contained in this Constitution, if the Listing Rules prohibit an act being done, the act shall not be done.
 - 1.21.2. Nothing contained in this Constitution prevents an act being done that the Listing Rules require to be done.
 - 1.21.3. If the Listing Rules require an act to be done or not to be done, authority is given for that act to be done or not to be done (as the case may be).
 - 1.21.4. If the Listing Rules require this Constitution to contain a provision and it does not contain such a provision, this Constitution is deemed to contain that provision.
 - 1.21.5. If the Listing Rules require this Constitution not to contain a provision and it contains such a provision, this Constitution is deemed not to contain that provision.
 - 1.21.6. If any provision of this Constitution is or becomes inconsistent with the Listing Rules, this Constitution is deemed not to contain that provision to the extent of the inconsistency.

EXCLUSION OF REPLACEABLE RULES

2. The Replaceable Rules are expressly excluded and shall not apply to the Company. In the event of any conflict between this Constitution and the Act or the Listing Rules, the Act and the Listing Rules shall prevail.

PUBLIC COMPANY

3. The Company is a Public Company limited by shares.

SHARE CAPITAL AND VARIATION OF RIGHTS

4. Subject to the provisions of this Constitution and without prejudice to any subsisting special rights previously conferred on the holders of existing shares, the issue of any new shares shall be under the control of the Directors who may allot or otherwise dispose of the same to such persons on such terms and conditions and at such times and with such preferred deferred or other special rights or restrictions whether in regard to dividend, voting, return of capital or otherwise as the Directors think fit with full power to issue any shares during such time and for such consideration as the Directors think fit and in particular without prejudice to the generality of the foregoing the Directors may attach to any shares allotted to employees such special rights privileges conditions or restrictions as they think fit.
5. The Company shall have power to issue preference shares carrying a right to redemption out of profits or out of proceeds of a new issue of shares made for the purpose of redemption by the Company and the Directors may, subject to the provisions of sections 254J and 254K of the Act, exercise such power in any manner they may think fit.
6. If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class) may whether or not the Company is being wound up, be varied with the consent in writing of the holders of at least three-quarters of the issued shares of that class, or with the sanction of a special resolution passed at a separate general meeting of the holders of the shares of the class. The provisions of this Constitution relating to general meetings shall mutatis mutandis apply to every such general meeting, except that the necessary quorum shall be two persons holding or representing by proxy one-third of the issued shares of the class and that any holder of shares of the class present in person or by proxy may demand a poll.
7. The rights conferred upon the holders of the shares of any class issued with preferred or other rights shall, unless otherwise expressly provided by the terms of issue of the shares of that class, be deemed to be varied by the creation or issue of further shares ranking equally with the first-mentioned class.
8. The Company may exercise the powers of paying brokerages or commissions conferred by the Act, provided that the rate per centum or the amount of the brokerage or commission paid or agreed to be paid shall be disclosed in the manner required by the Act and the brokerage or commission shall not exceed the rate of 10% of the price at which the shares in respect whereof the same is paid are issued or an amount equal to 10% of that price (as the case may be). Such brokerage or commission may be satisfied by the payment of cash or the allotment of fully or partly paid shares or partly in one way and partly in the other.

9. The Company shall not be bound by or be compelled in any way to recognise (even when having notice thereof) any person as holding any share upon trust or any equitable, contingent, future or partial interest in any share or unit of a share (except only as provided by this Constitution or otherwise by the Act) or any other rights in respect of any share except an absolute right to the entirety of the share in the registered holder except as provided under Division 2 of Part 7.11 of the Act.
10. Every person whose name is entered as a member in the Register of Members shall be entitled without payment to receive a certificate or an electronic shareholder statement of the Company in accordance with the Act but in respect of a share or shares held jointly by several persons the Company shall not be bound to issue more than one certificate or electronic shareholder statement. Delivery of a certificate for a share or an electronic shareholder statement to one of several joint holders shall be sufficient delivery to all those holders. Upon receiving a request in such form as the Directors may require and the payment of any fees set by the Directors, a new certificate or an electronic shareholder statement may be issued to replace a certificate or an electronic shareholder statement which has been lost, stolen or destroyed, which may be marked accordingly.

LIEN

11. The Company shall have a lien over shares or over dividends it pays on the shares in the following circumstances:
 - 11.1. An unpaid call or instalment is due but unpaid on the shares.
 - 11.2. If the shares were acquired under an employee incentive scheme, an amount is owed to the Company for acquiring them.
 - 11.3. An amount that the Company is required by the Act to pay and has paid in respect of the shares of a holder or deceased former holder.

In each case, the lien extends to reasonable interest and expenses incurred because the amount is not paid. The Director may at any time declare any share to be wholly or in part exempt from the provisions of this Clause.
12. The Company may sell, in such manner as the Directors think fit, any shares on which the Company has a lien, but no sale shall be made unless a sum in respect of which the lien exists is presently payable after a notice in writing, stating and demanding payment of such amount has been given to the registered holder for the time being of the share, or the person entitled thereto by reason of his death or bankruptcy.
13. To give effect to a sale mentioned in Clause 12 the Directors may authorise such person to transfer the shares sold to the purchaser of the shares. The purchaser shall be registered as the holder of the shares comprised in any such transfer, and he shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.
14. The proceeds of a sale mentioned in Clause 12 shall be received by the Company and applied in payment of such part of the amount in respect of which the lien exists as is presently payable, and the residue, if any, shall (subject to a like lien for sums not presently payable as existed upon the shares before the sale) be paid to the person entitled to the shares at the date of the sale.

CALLS ON SHARES

15. In case of shares quoted on NSX, any amount unpaid shall be paid by the holders of such shares in accordance with the conditions on which the shares were issued. The Directors may from time to time make calls upon the members in respect of any money unpaid on their shares in accordance with the relevant Listing Rules. Each member shall on receiving at least thirty (30) days' notice specifying the time or times and place of payment pay to the Company at the time or times and place so specified the amount called on his shares.
16. In case of unquoted shares, any amount unpaid shall be paid by the holders of such shares in accordance with the conditions on which the shares were issued. If no times have been fixed for the payment of the unpaid amount on such shares then the Directors may from time to time make calls upon the members in respect of any money unpaid on their shares. Each member shall on receiving at least fourteen (14) days' notice specifying the time or times and place of payment pay to the Company at the time or times and place so specified the amount called on his shares. A call may be revoked or postponed by the Directors.
17. A call shall be deemed to have been made at the time when the resolution of the Directors authorising the call was passed and may be required to be paid by instalments.
18. The joint holders of a share are jointly and severally liable to pay all calls in respect thereof.
19. If a sum called in respect of a share is not paid before or on the day appointed for payment thereof, the person from whom the sum is due shall pay interest on the sum from the day appointed for payment thereof to the time of actual payment at such rate not exceeding the rate charged for overdrafts by National Australia Bank as the Directors may determine, but the Directors shall be at liberty to waive payment of that interest wholly or in part.
20. Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date shall for the purposes of this Constitution be deemed to be a call duly made and payable on the date on which by the terms of issue the same becomes payable and in case of non-payment all the relevant provisions of this Constitution as to payment of interest and expenses, forfeiture, or otherwise shall apply as if the sum had become payable by virtue of a call duly made and notified.
21. The Directors may, on the issue of shares, differentiate between the holders as to the amount of calls to be paid and the times of payment.
22. The Directors may, if they think fit, receive from any member willing to advance the same all or any part of the money uncalled and unpaid upon any shares held by him, and upon all or any part of the money so advanced may (until the same would, but for the advance, become payable) pay interest at such rate not exceeding (unless the Company in general meeting shall otherwise direct) the rate charged on overdraft by National Australia Bank, or any other banker used by the Company from time to time, as may be agreed upon between the Directors and the member paying the sum in advance.

TRANSFER OF SHARES

23. Subject to this Constitution any member may transfer all or any of his shares by instrument in writing in any usual or common form or in any other form which the Directors may approve. The instrument shall be executed by or on behalf of both the transferor and the transferee and the transferor shall remain the holder of the shares transferred until the transfer is registered and the name of the transferee is entered in the Register of Members in respect thereof.
24. There shall be no restriction on any paper-based or proper SCH (or electronic) transfer of any shares. However, the Directors may refuse to register a paper-based transfer or request SCH to apply a holding lock to prevent the creation of a proper SCH transfer of any shares in any of the following circumstances:
 - 24.1. the Company has a lien on the shares under Clause 11;
 - 24.2. the registration of the transfer would result in a contravention of or failure to observe or comply with the provisions of the Act or of the Act of a State or Territory of the Commonwealth of Australia or a Act of the Commonwealth of Australia AND NSX has agreed in writing to such refusal or application; or
 - 24.3. the Listing Rules and the SCH Business Rules allow.
25. If there are more than three persons registered as the joint holders of any shares, the Company will only enter the first two registered names into the Company's Register of Members (except in the case of executors or trustees of a deceased holder).
26. If the Directors refuse to register a paper-based transfer under Clause 24, they shall, within five (5) business days after the date of lodgment of the transfer, send to the lodging party written notice of such refusal and the reasons therefore.
27. If the Directors request SCH to apply a holding lock under Clause 24, they shall, within five (5) business days after the date of application of the holding lock, send to the holder of the shares written notice of the holding lock and the reasons therefore.
28. The instrument of a paper-based transfer must be left for registration at the registered office of the Company accompanied by the certificate of the shares or an electronic shareholder statement to which it relates and such other evidence as the Directors may properly require to prove the right of the transferor to make the transfer, and thereupon the Company shall subject to the powers vested in the Directors by this Constitution register the transferee as a member and retain the instrument of transfer.

BRANCH REGISTERS

29. The Directors may from time to time cause to be kept in any place outside the State in which the Company is incorporated a branch register of members in accordance with the provisions of the Act.
30. The Directors may make such regulations not inconsistent with the Act as they think fit respecting the keeping of such branch registers and may comply with the requirements of any local Act.

31. The Directors may notwithstanding any other provisions of this Constitution determine the manner in which certificates for shares or electronic shareholder statements on the branch register may be issued and may from time to time appoint such person or persons or corporation as they shall think fit to approve or reject transfers of shares on a branch register to be issued under an official seal or duly executed under any authority granted by the Directors as provided in this Constitution.

COMPUTERISED TRANSFER SYSTEM

32. If the Company participates, or to enable the Company to participate, in any computerised or electronic share transfer system introduced by or acceptable to NSX, the Directors may:
- 32.1. provide that shares may be held in certificated or uncertificated form and make any provision as the Directors thinks fit, including for the issue or cancellation of certificates, to enable shareholders to hold shares in uncertificated form and to convert between certificated and uncertificated holdings;
 - 32.2. provide that some or all shareholders are not to be entitled to receive a share certificate in respect of some or all of the shares which the shareholders hold in the Company;
 - 32.3. accept any instrument of transfer, transfer document or other method of transfer in accordance with the requirements of the share transfer system;
 - 32.4. despite any other provision in this Constitution, do all things it considers necessary, required or authorised by the Act, the Listing Rules or the SCH Business Rules in connection with the share transfer system.
33. The Company may establish and maintain an issuer sponsored sub-register in compliance with the Act, the Listing Rules and the SCH Business Rules.
34. The Company shall comply with all obligations imposed on it under the Listing Rules and the SCH Business Rules in respect of conversions of shares from one sub-register to another sub-register.
35. Where the Directors have determined pursuant to Clause 32 not to issue certificates in respect of shares, or to cancel such existing certificates, a member will be entitled to receive statements of the holdings of the member as the Company is required to give pursuant to the Act, the Listing Rules and the SCH Business Rules.

TRANSMISSION OF SHARES

36. In case of the death of a member the survivor or survivors where the deceased was a joint holder, and the legal personal representatives of the deceased where he was a sole holder, shall be the only persons recognised by the Company as having any title to his interest in the shares; but nothing herein contained shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.

37. Any person becoming entitled to a share in consequence of the death or bankruptcy of a member may, upon such evidence being produced as may from time to time properly be required by the Directors and subject as hereinafter provided, elect either to be registered himself as holder of the share or to have some person nominated by him registered as the transferee thereof.
38. If the person so becoming entitled elects to be registered himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects. If he elects to have another person registered he shall testify his election by executing to that person a transfer of the share. All the limitations, restrictions, and the provisions of this Constitution relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or bankruptcy of the member had not occurred and the notice or transfer were a transfer signed by that member.
39. Where the registered holder of any share dies or becomes bankrupt his personal representative or the trustee of his estate, as the case may be, shall, upon the production of such evidence as may from time to time be properly required by the Directors in that behalf, be entitled to the same dividends and other advantages, and to the same rights (whether in relation to meetings of the Company, or to voting or otherwise), as the registered holder would have been entitled to if he had not died or become bankrupt; and where two or more persons are jointly entitled to any share in consequence of the death of the registered holder they shall, for the purposes of this Constitution, be deemed to be joint holders of the share.

FORFEITURE OF SHARES

40. If a member fails to pay any call or instalment of a call after it became payable, any share in respect of which the notice has been given may at any time thereafter be forfeited by a resolution of the Directors. Such forfeiture shall include all dividends declared in respect of the forfeited shares and not actually paid before the forfeiture.
41. A statutory declaration in writing that the declarant is a Director or the Secretary of the Company, and that a share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share.
42. Any share forfeited shall be deemed to be the absolute property of the Company and the Directors may sell, re-allot or otherwise dispose of the same in any manner they think fit, and, in case of re-allotment, with or without any money paid thereon by any former holder thereof being credited as paid up but the Directors may at any time before any share so forfeited shall have been sold, re-allotted or otherwise disposed of annul the forfeiture upon such conditions as they think fit. In the event of any share so forfeited being sold, re-allotted or otherwise disposed of any residue of moneys remaining after satisfaction of the unpaid expenses incurred by the Company in relation to the forfeiture shall be paid to the member in whose name such share stood immediately prior to the forfeiture or his executors administrators or assigns or as he may direct.
43. The Company may cancel forfeited shares by an ordinary resolution at a general meeting in accordance with the relevant Listing Rule.
44. A person whose shares have been forfeited or cancelled shall cease to be a member in respect of the forfeited or cancelled shares, but shall, notwithstanding, remain liable to pay to the Company all money which, at the date of forfeiture or cancellation, was

payable by him to the Company in respect of the shares (together with interest at the rate equal to the rate charged for overdrafts by National Australia Bank from the date of forfeiture on the money for the time being unpaid if the Directors think fit to enforce payment of such interest), but his liability shall cease if and when the Company receives payment in full of all such money in respect of the shares.

45. The Company may receive the consideration, if any, given for a forfeited share on any sale or disposition thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of and he shall thereupon be registered as the holder of the share, and shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to the forfeiture, sale or disposal of the share.
46. The provisions of this Constitution as to forfeiture shall apply in the case of non-payment of any sum which, by the terms of issue of a share, becomes payable at a fixed time, as if the same had been payable by virtue of a call duly made and notified.
47. If a person's share has been forfeited, the person may redeem the share at any time up to or on the last business day before the proposed sale by paying the Company all calls due on the share and all costs and expenses incurred by the Company in respect of the forfeiture including all costs and expenses of any proceeding that has been taken in respect of the forfeiture.

CONVERSION OF SHARES AND ALTERNATION OF CAPITAL

48. The Company by special resolution may convert an ordinary share into a preference share or a preference share into an ordinary share. The special resolution converting an ordinary share into a preference share shall specify the holder's rights in relation to:
 - 48.1. participation in surplus assets and profits on a winding up;
 - 48.2. dividend entitlements;
 - 48.3. voting rights;
 - 48.4. priority of payment of capital and dividends in relation to other shares or classes of shares;
 - 48.5. dealing with the shareholder's rights with respect to matters such as the repayment of capital.
49. The Company may from time to time by ordinary resolution:
 - 49.1. consolidate all or any of its shares;
 - 49.2. subdivide all or any of its shares but so that in the subdivision the proportion between the amount paid and the amount (if any) unpaid on each reduced share shall be the same as it was in the case of the share from which the reduced share is derived;

- 49.3. cancel shares which at the date of the passing of the resolution in that behalf have not been taken or agreed to be taken by any person or which have been forfeited and diminish the amount of its share capital by the amount of the shares so cancelled.

The conversion shall take effect on the day the resolution is passed or a later date specified in the resolution. The Company must lodge a copy of the resolution with ASIC within one (1) month after it is passed

50. The Company may by special resolution reduce its share capital in any manner subject to the provisions of the Act.
51. In accordance with the Act, the Company may buy back its own shares.

RESTRICTED SHARES

52. Restricted shares cannot be disposed of during the escrow period except as permitted by the Listing Rules or NSX.
53. The Company will refuse to acknowledge a disposal (including registering a transfer) of restricted shares during the escrow period except as permitted by the Listing Rules or NSX.
54. During a breach of the Listing Rules relating to restricted shares, or a breach of a restriction agreement, the holder of the restricted shares is not entitled to any dividend or distribution, or voting rights, in respect of the restricted shares.

GENERAL MEETINGS

55. The Company shall hold an annual general meeting at least once each calendar year and within five (5) months of the end of its financial year or otherwise as required and in accordance with the Act in addition to any other meetings which may be held from time to time and the Company shall specify the meeting as the annual general meeting in the notices calling it.
56. All general meetings other than annual general meetings shall be called extraordinary general meeting.
57. Any Director may whenever he thinks fit convene an extraordinary general meeting, and extraordinary general meetings shall be convened on such requisition or in default may be convened by such requisition as provided by the Act.
58. Subject to the provisions of the Act relating to special resolutions and agreements for shorter notice, twenty-one (21) days' notice at the least (exclusive of the day on which the notice is served or deemed to be served, but inclusive of the day for which notice is given) specifying the place, the day and the hour of meeting and in case of special business the general nature of that business shall be given to such persons as are entitled to receive such notices from the Company.
59. The Company must give written notice of meeting to each member entitled to vote at the meeting and to each Director. In the case of joint shareholders notice need only be given to the joint shareholder whose name appears first in the Register of Members.
60. A notice of meeting sent by the Company by post is taken to be given the day after it is posted. A notice of meeting sent by fax or other electronic means is taken to be given on the business day it is sent.

61. When a meeting is adjourned a new notice of the resumed meeting must be given if the meeting is adjourned for one (1) month or more.
62. All business shall be special that is transacted at an extraordinary general meeting, and also all that is transacted at an annual general meeting, with the exception of declaring a dividend, the consideration of the accounts, balance sheets, and the report of the Directors and auditors, the election of Directors in the place of those retiring, and the appointment and fixing of the remuneration of the auditors.

PROCEEDINGS AT GENERAL MEETINGS

63. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. Where the Company has more than one member, five members present in person shall be a quorum. Where the Company has only one member, that member is a quorum. For the purposes of this Clause “member” includes a person attending as a proxy or as representing a corporation which is a member. The quorum must be present at all times during the meeting.
64. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved; in any other case it shall stand adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the members present (being not less than two) shall be a quorum, and if less than two members are present the adjourned meeting shall be dissolved.
65. The Chairman, if any, of the Board of Directors shall preside as Chairman at every general meeting of the Company, or if there is no such Chairman, or if he is not present within fifteen (15) minutes after the time appointed for the holding of the meeting or is unwilling to act, the Directors present may choose a Chairman of such meeting and in default of their so doing the members present shall elect one of their number to be Chairman of the meeting.
66. The Chairman may, with the consent of any meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. Save as aforesaid the Company shall not be required to give any notice of an adjournment or of the business to be transacted at an adjourned meeting to any members of the Company.

67. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
- 67.1. by the Chairman;
 - 67.2. by at least five members present in person or by proxy or by a duly authorised representative;
 - 67.3. by any member or members present in person or by proxy or by a duly authorised representative and representing not less than 5% of the total voting rights of all the members having the right to vote at the meeting; or
 - 67.4. by any member or member present in person or by proxy or by attorney or by a duly authorised representative conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than 5% of the total sum paid up on all the shares conferring that right.
68. Unless a poll is so demanded a declaration by the Chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution. The demand for a poll may be withdrawn.
69. If a poll is duly demanded it shall be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chairman directs, and the result of the poll shall be the resolution of the meeting at which the poll was demanded, but a poll demanded on the election of a Chairman or on a question of adjournment shall be taken forthwith.
70. In the case of an equality of votes, whether on a show of hands or on a poll, the Chairman of the meeting at which the show of hands takes place or at which the poll is demanded shall be entitled to a second or casting vote in addition to the vote or votes to which he may be entitled as a member or as a proxy attorney or duly appointed representative of a corporate member.
71. Subject to any rights or restrictions for the time being attached to any class or classes of shares, at meetings of members or classes of members, every member present in person or by proxy or by attorney or by a duly authorised representative shall on a show of hands have one vote.
72. On a poll every member present in person or by proxy or by attorney or by a duly authorised representative shall:
- 72.1. have one vote for each fully paid share he holds;
 - 72.2. have a fraction of a vote for each partly paid share he holds. The fraction must be equivalent to the proportion which the amount paid (not credited) is of the total amount paid and payable (excluding amounts credited). For the purpose of this Clause, amounts paid in advance of a call are ignored when calculating the proportion.
73. In the case of joint registered holders, any one of such persons may vote at any meeting whether personally or by proxy or attorney in respect of such shares as if he were solely entitled thereto and if more than one of such joint holders be present at any meeting personally or by proxy or attorney that one of the said persons so present whose name stands first on the Register of Members in respect of such shares shall alone be entitled

to vote in respect thereof. Several executors or administrators of a deceased member in whose name any shares stand shall for the purpose of this Clause be deemed joint holders thereof.

74. Where the Company has only one member and that member records his/her decision to a particular effect in writing, the record of the decision counts as the passing by the member of a resolution to that effect.
75. A member who is of unsound mind or whose person or estate is liable to be dealt with in any way under the Act relating to mental health may vote, whether on a show of hands or on a poll, by his committee or by the Public Trustee or by such other person as properly has the management of his estate, and any such committee trustee or other person may vote by proxy or attorney.
76. No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid.
77. No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered, and every vote not disallowed at such meeting shall be valid for all purposes. Any such objection made in due time shall be referred to the Chairman of the meeting whose decision shall be final and conclusive.
78. The instrument appointing a proxy shall be in writing (in the common or usual form) under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a body corporate, either under seal or under the hand of an officer or attorney duly authorised. A proxy may but need not be a member of the Company. The instrument appointing a proxy shall be deemed to confer authority to demand or join in demanding a poll. An instrument appointing a proxy may specify the manner in which the proxy is to vote in respect of a particular resolution and, where an instrument of proxy so provides, the proxy is not entitled to vote on the resolution except as specified in the instrument.
79. Any person who is entitled to attend and vote at any meeting may appoint not more than two other persons as his proxy or proxies to attend and vote at the meeting in his stead. If a member appoints one proxy only, that proxy shall be entitled to vote on a show of hands. If a member appoints two proxies, one of the proxies should be appointed to vote on a show of hand on behalf of the member. If no such appointment is made, neither proxy shall be entitled to vote on a show of hands.
80. Where a member has appointed two proxies, each proxy must be appointed to represent a specified proportion of that member's voting rights and, should the specified proportion be not indicated, the appointments shall be of no effect.
81. Where it is desired to afford members an opportunity of voting for or against a resolution the instrument appointing a proxy shall be in the following form or a form as near thereto as circumstances admit or such form as the Directors may approve:

GOCONNECT LIMITED

(ACN 089 240 353)

I/We,
 of
 being a *member/members of GOCONNECT LIMITED, hereby
 appoint
 of

or failing him/her the Chairman of the Meeting, to vote for *me/us on *my/our behalf at the (annual or extraordinary, as the case may be) general meeting of the Company to be held on the day of , and at any adjournment thereof.

If two proxies are being appointed, the proportion of my/our total voting rights that this proxy is authorised to exercise is _____ %. (*Note: the Company will supply an additional form on request.*)

This form is to be used *in favour of/against the resolution.

Signed this day of .

**Strike out whichever is not desired*

(Unless otherwise instructed, the proxy may vote as he thinks fit.)

82. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the registered office of the Company, or at such other place within Australia as is specified for that purpose in the notice convening the meeting, not less than twenty-four (24) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or, in the case of a poll, not less than twenty-four (24) hours before the time appointed for the taking of the poll, and in default the instrument of proxy shall not be treated as valid.
83. A vote given in accordance with the terms of an instrument of proxy or attorney shall be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed, or the transfer of the share in respect of which the instrument is given, if no intimation in writing of such death, unsoundness of mind, revocation, or transfer as aforesaid has been received by the Company at the registered office before the commencement of the meeting or adjourned meeting at which the instrument is used.

DIRECTORS - APPOINTMENT, REMOVAL, ETC.

84. The number of Directors shall be not less than three, nor until otherwise determined by the Company in general meeting, more than eight. The Company may from time to time by resolution passed at a general meeting increase or reduce the number of Directors.
85. The Directors may also appoint a person as a Director for a specific purpose. However if such appointment is not confirmed by resolution within two (2) months after the appointment is made then that person shall cease to be a Director at the end of two (2) months after his appointment.
86. The Directors shall have power at any time and from time to time to appoint any person

as a Director either to fill a casual vacancy or as an addition to the Board but so that the total number of Directors shall not at any time exceed the maximum permitted number. Any Director so appointed shall hold office only until the conclusion of the next following annual general meeting of the Company but may at that meeting retire and be eligible for re-election but shall not be taken into account in determining the number of Directors who are to retire by rotation at such meeting.

87. At each annual general meeting one-third of the Directors or if their number is not three or a multiple of three times the number nearest to but not less than one-third shall retire from office. A retiring Director shall retain office until the termination of the meeting at which his successor is elected and shall be eligible for re-election. No Director except a Managing Director shall hold office for a period in excess of three (3) years, or until the third annual general meeting following his appointment, whichever is the longer without submitting himself for re-election.
88. The Directors to retire at each annual general meeting shall be those who have been longest in office since their last election, but as between two or more who have been in office an equal length of time the Directors to retire shall in default of agreement among themselves be determined by lot. The length of time a Director has been in office shall be computed from his last election.
89. The Company may by resolution remove any Director before the expiration of his period of office, and may by resolution appoint another person in his stead.
90. The Company at any annual general meeting may by electing a person thereto fill any office vacated by a Director retiring at the meeting as aforesaid or which has been vacated subsequent to the preceding annual general meeting but has not been filled as a casual vacancy by the Directors.
91. If the office of a retiring Director is not filled as aforesaid the retiring Director shall if offering himself for re-election be deemed to have been re-elected notwithstanding that a motion for his re-election shall have been put to the meeting and lost unless at such meeting it is expressly resolved not to fill such vacated office. A Director deemed to have been re-elected pursuant to this Article shall hold office until the next annual general meeting.
92. No person other than a retiring Director shall be eligible for election to the office of Director at any general meeting unless he or some other member intending to propose him has at least fifteen (15) business days before the meeting left at the office of the Company a notice in writing duly signed by the nominee giving his consent to the nomination and signifying his candidature for the office or the intention of such member to propose him. For the purposes of this Constitution “business days” means those days on which the Home Exchange designated to the Company as such by NSX is open or, when the Company is not listed means those days when trading banks in Melbourne are open. Notice of each and every candidature shall at least seven (7) days prior to the meeting at which the election is to take place, be served on the registered holders of shares.
93. The Company may from time to time by resolution:
 - 93.1. increase the maximum permitted number of Directors;
 - 93.2. appoint a duly nominated person to fill any office so created;
 - 93.3. appoint a duly nominated person as a Director either to fill a casual vacancy or as an addition to the Board but so that the total number of Directors shall not at

- any time exceed the maximum permitted number; or
- 93.4. reduce the maximum permitted number of Directors if there are less than the maximum number of Directors in office or if it has been resolved not to fill the office of a retiring Director.
- 94. No share qualification shall be required of any Director of the Company.
- 95. The office of a Director shall ipso facto be vacated:
 - 95.1. if he becomes bankrupt; or
 - 95.2. if he becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the Act relating to mental health; or
 - 95.3. if he resigns his office by notice in writing to the Company; or
 - 95.4. if he becomes prohibited from being a Director by virtue of the Act; or
 - 95.5. if he is directly or indirectly interested in any contract or proposed contract with the Company and fails to declare the nature of his interest in the manner required by this Constitution; or
 - 95.6. at the conclusion of the annual general meeting commencing next after he attains the age of seventy-five (75) years unless he is re-appointed at that meeting in accordance with the Act; or
 - 95.7. if after he has been absent from the meetings of the Directors during a continuous period of three (3) calendar months without special leave of absence from the Board or without being represented by an alternate Director the Directors resolve that his office be vacated; or
 - 95.8. if he by notice in writing resigns his appointment or refuses to act; or
 - 95.9. if he ceases to be or qualified to be a Director by virtue of the Act.

POWERS AND DUTIES OF DIRECTORS

- 96. Subject to the Act and to this Constitution, the business of the Company shall be managed by the Directors, who may pay all expenses incurred in promoting and registering the Company, and may exercise all such powers of the Company as are not, by the Act, the Listing Rules or by this Constitution, required to be exercised by the Company in general meeting.
- 97. The Directors may exercise all the powers of the Company to borrow money and to mortgage or charge its undertaking, property, and uncalled capital, or any part thereof, and to issue debentures and other securities whether outright or as security for any debt, liability, or obligation of the Company or of any third party.
- 98. The Directors may exercise all the powers of the Company in relation to any official seal for use outside the State or Territory where its Seal (if any) is kept and in relation to branch registers.
- 99. The Directors may from time to time by power of attorney appoint any corporation, firm, or person or body of persons, whether nominated directly or indirectly by the Directors, to be the attorney or attorneys of the Company for such purposes and with such powers, authorities, and discretion (not exceeding those vested in or exercisable by

the Directors under this Constitution) and for such period and subject to such conditions as they think fit, and any such powers of attorney may contain such provisions for the protection and convenience of persons dealing with any such attorney as the Directors may think fit and may also authorise any such attorney to delegate all or any of the powers, authorities, and discretion vested in him.

100. All cheques, promissory notes, drafts, bills of exchange, and other negotiable instruments, and all receipts for money paid to the Company, shall be signed, drawn, accepted, endorsed, or otherwise executed, as the case may be:
 - 100.1. if the Company has two or more Directors, any two Directors; or
 - 100.2. in such other manner as the Directors may determine from time to time, including the use of facsimile or electronic signature.
101. The Directors shall cause minutes to be made:-
 - 101.1. of all appointments of officers made by the Directors;
 - 101.2. of the names of the Directors present at all meetings of the Company, of the Directors and Committees of Directors;
 - 101.3. of all resolutions and proceedings at all meetings of the Company, of the Directors and Committees of Directors, and
 - 101.4. within one (1) month after the relevant meeting is held.
102. Such minutes shall be signed by the Chairman of the meeting at which the proceedings were held or by the Chairman of the next succeeding meeting.
103. A Director shall be entitled to attend and speak at any general meeting of or any separate meeting of the holders of any class of shares in the Company.

PROCEEDINGS AT DIRECTORS' MEETINGS

104. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit. A Director may at any time and the Secretary shall on the requisition of a Director summon a meeting of the Directors. A Director who is for the time being out of the Commonwealth of Australia shall only be entitled to receive notice of a meeting of the Directors if he has given notice in writing to the Company of an address for the giving of notices of meetings to him.
105. Subject to this Constitution, questions arising at any meeting of Directors shall be decided by a majority of votes and a determination by a majority of Directors shall for all purposes be deemed a determination of the Directors. In case of an equality of votes the Chairman of the meeting shall have a second or casting vote except where only two Directors competent to cast a vote, including the Chairman, are present in a meeting of Directors or Committee of Directors.
106. The Directors may call or hold a meeting using any technology consented to by all Directors.
107. No Director shall be disqualified by his office:
 - 107.1. from holding any other office or place of profit with or being otherwise interested in the Company or from being or becoming a Director, officer or member of or holding any other place of profit with or being otherwise interested in any other corporation promoted by the Company or which is a controlled entity of the

Company or of which the Company is a member or in which the Company is otherwise interested; or

107.2. from contracting or entering into any arrangement with the Company or with any other corporation as aforesaid whether as vendor, purchaser or guarantor.

107.3. from acting in a professional capacity for the Company or any other corporation as aforesaid by himself or his firm. He and his firm shall be remunerated for the provision of professional services in addition to and separately from any remuneration paid to him as Director PROVIDED THAT nothing herein contained shall authorise a Director or his firm to act as an Auditor of the Company;

107.4. from taking part in negotiation or fulfilment of any contract or arrangement between the Company or any other corporation as aforesaid;

nor by any reason only of his fiduciary relationship to the Company shall any contract or arrangement as aforesaid or any contract or arrangement entered into by or on behalf of the Company in which any Director is in any way directly or indirectly interested be avoided nor shall any Director be liable to account to the Company for any profits arising from therefrom.

108. The interest of such Director must be declared by the Director where required to do so under the Act at the meeting of the Directors at which the contract or arrangement is first taken into consideration if his interest then exists or in any other case at the first meeting of the Directors after the acquisition of his interest.

109. If a Director becomes interested in a contract or arrangement after it is made or entered into the declaration of his interest shall be made at the first meeting of the Directors held after he becomes so interested.

110. A Director notwithstanding his interest may be counted in the quorum present at any meeting but may not vote in respect of any contract or arrangement in which he is mutually interested.

111. A general notice that a Director is a member of any specified firm or Company and is to be regarded as interested in all transactions with that firm or Company shall be sufficient declaration as regards such Director and the said transactions and after such general notice it shall not be necessary for such Director to give a special notice relating to any particular transaction with that firm or Company.

112. Notwithstanding the foregoing provision concerning general notices, where all other Directors are aware that a Director is a member of a specified firm or Company and is to be regarded as interested in all transactions with that firm or Company, this Clause will be satisfied and it shall not be necessary for such Director to give a special notice relating to any particular transaction with that firm or Company.

113. It shall be the duty of the Secretary to record in the minutes any declaration made or any general notice as aforesaid given by a Director in pursuance of this Clause.

114. The quorum necessary for the transaction of the business of the Directors shall be two Directors with the quorum being present at all times during the meeting.

115. The continuing Directors may act notwithstanding any vacancy in their body, but if and so long as their number is reduced below the number fixed by or pursuant to this Constitution of the Company as the necessary quorum of Directors, the continuing Directors may act for the purpose of increasing the number of Directors to that number

or of summoning a general meeting of the Company, but for no other purpose.

116. The Directors may elect a Chairman of their meetings and determine the period for which he is to hold office; but if no such Chairman is elected, or if at any meeting the Chairman is not present within ten (10) minutes after the time appointed for holding the meeting or is unwilling to act, the Directors present may choose one of their number to be Chairman of the meeting.
117. The Directors may delegate any of their powers to Committees consisting of such member or members of their body as they think fit; any Committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Directors.
118. A Committee may elect a Chairman of its meetings. If no such Chairman is elected, or if at any meeting the Chairman is not present within ten (10) minutes after the time appointed for holding the meeting or is unwilling to act, the members present may choose one of their number to be Chairman of the meeting.
119. A Committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by a majority of votes of the members present. In the case of an equality of votes the Committee shall refer the matter to a meeting of all Directors.
120. All acts done by any meeting of the Directors or of a Committee of Directors or by any person acting as a Director shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of any such Director or person acting as aforesaid, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.
121. The Directors may meet by communicating with each other by telephone or by other means of communication by which all persons participating in the meeting are able to hear and be heard by all other participants, and all the provisions in this Constitution applicable to meetings of the Directors shall apply to such meetings by telephone or by other means of communication provided that:
 - 121.1. all Directors for the time being entitled to receive notice of a meeting of the Directors have received notice which meeting may be given by telephone or by other means of communication;
 - 121.2. each Director taking part in the meeting by telephone or by other means of communication must be able to hear each of the other Directors taking part at the commencement and during the meeting;
 - 121.3. at the commencement of the meeting each Director must acknowledge his presence for the purpose of a meeting of the Directors of the Company to all other Directors taking part;
 - 121.4. no Director may leave the meeting by disconnecting the telephone or other means of communication unless that Director has previously obtained the express consent of the Chairman of the meeting and a Director shall be conclusively presumed to have been present and to have formed part of the quorum at all times during the meeting by telephone or other means of communication unless that Director has previously obtained the express consent of the Chairman to leave the meeting as aforesaid;
 - 121.5. minutes of the proceedings at such meeting by telephone or by other means of communication shall be sufficient evidence of such proceedings and of the observance of all necessary formalities if certified to be correct minutes by the

Chairman of the meeting; and

- 121.6. a meeting conducted by telephone or by other means of communication is deemed to be held at the place agreed upon by the Directors attending the meeting, provided at least one of the Directors present at the meeting was at that place for the duration of the meeting.
122. If all the Directors have signed a document and the document shows that a majority of Directors are in favour of a resolution of the Directors in the terms set out in the document, a resolution in those terms shall be deemed to have been passed at a meeting of the Directors held on the day on which the document was signed and at the time at which the document was last signed by a Director approving the resolution or, if the Directors signed the document on different days, on the day on which, and at the time at which, the document was last signed by a Director approving the resolution.
123. For the purposes of Clause 121 above, two or more separate documents containing statements in identical terms each of which is signed by one or more Directors shall together be deemed to constitute one document containing a statement in those terms signed by those Directors on the respective days on which they signed the separate documents.
124. A reference in Clause 121 above to all the Directors does not include a reference to a Director who, at a meeting of Directors, would not be entitled to vote on the resolution.

MANAGING DIRECTORS

125. The Directors may from time to time appoint one or more of their body to the office of Managing Director and on such terms as they think fit, and subject to the terms of any agreement entered into in any particular case, may revoke any such appointment. A Managing Director shall not be subject to retirement by rotation so long as he continues to hold that office (but if there is more than one Managing Director, only one is entitled not to be subject to re-election). The appointment of any person to the office of Managing Director shall be automatically terminated if he ceases from any cause to be a Director.
126. A Managing Director shall, subject to the terms of any agreement entered into in any particular case receive such remuneration (whether by way of salary, commission, or participation in profits or partly in one way and partly in another) as the Directors may determine.
127. The Directors may entrust to and confer upon a Managing Director any of the powers exercisable by them upon such terms and conditions and with such restrictions as they may think fit, and either collaterally with or to the exclusion of their own powers, and may from time to time revoke, withdraw, alter, or vary all or any of those powers.

ASSOCIATE DIRECTORS

128. The Directors may from time to time appoint any person to be an associate Director and may from time to time cancel any such appointment. The Directors may fix, determine and vary the powers, duties and remuneration of any person so appointed, but a person so appointed shall not be required to hold any shares to qualify him for appointment nor have any right to attend or vote at any meeting of Directors except by the invitation and with the consent of the Directors.

ALTERNATE DIRECTORS

129. Subject to the provisions of the Act each Director shall be entitled, in writing, to appoint any person approved by a majority of the other Directors to act as an Alternate Director in his place, whether for a stated period or periods or until the happening of a specified event or from time to time whenever by absence or illness or for any other reason he is unable to attend to his duties as a Director, and the following provisions shall apply to any such Alternate Director:
- 129.1. He may be removed or suspended from office by written notice, sent to the Company by the Director by whom he was appointed.
 - 129.2. Subject to these Clauses he shall be entitled to receive notice of meetings of Directors and to attend and vote if the Director by whom he was appointed is not present and subject as aforesaid where he is a Director to have a separate vote on behalf of the Director he is representing in addition to his own vote.
 - 129.3. He shall be entitled to exercise all the powers (except the power to appoint an Alternate Director) and to perform all the duties of a Director, insofar as the Director by whom he was appointed has not exercised or performed them.
 - 129.4. He shall not be required to hold any share qualification.
 - 129.5. He shall ipso facto vacate office if the Director by whom he was appointed is removed or otherwise ceases to hold office for any reason PROVIDED ALWAYS that if the Director by whom he was appointed retires by rotation but is re-elected by the meeting at which such retirement took effect, any appointment made by him pursuant to this Clause which was in force immediately prior to his retirement shall continue to operate after his re-election as if he had not so retired.
 - 129.6. He shall, whilst acting as a Director, be responsible to the Company for his own acts and defaults and shall not be deemed to be the agent of the Director by whom he was appointed.
 - 129.7. He shall not be entitled to receive any remuneration from the Company as a Director (otherwise than by deduction from the remuneration of the Director appointing him) except for special services which in the opinion of the Directors is outside the scope of the ordinary duties of a Director.
 - 129.8. He shall not be taken into account in determining the number of Directors or the rotation of Directors.

SECRETARY

- 130. In accordance with the Act the Secretary shall be appointed by the Directors for such term, at such remuneration, and upon such conditions as they may think fit and any Secretary so appointed may be removed by them.
- 131. The Secretary shall be present at the registered office of the Company in person or by an agent on the days and during the hours when the registered office is required to be open to the public.
- 132. Any act or thing to be done under the Act or this Constitution by or in relation to a Director and a Secretary is not satisfied by its being done by or in relation to the same person acting both as Director and as, or in place of, a Secretary.

SEAL

133. The Directors and the Company may determine that the Company is to have a common seal. If the Company does have a common seal, the seal must have on it the ACN and the name of the Company.
134. If the Directors decide to have a common seal of the Company, then the Directors shall provide for the safe custody of the Seal, which shall only be used by the authority of the Directors or of a Committee of the Directors authorised by the Directors in that behalf, and every instrument to which the Seal is affixed shall be signed by a Director and shall be countersigned by the Secretary or by a second Director or by some other person appointed by the Directors for the purpose. A Director may sign an instrument to which the Seal of the Company is affixed notwithstanding that he is interested in the contract or arrangement to which the instrument relates. The Company may have for use in place of its Seal outside the State or Territory where its Seal is kept one or more duplicate seals, each of which shall be a copy of the Common Seal of the Company with the words “duplicate seal”, “share seal” or certificate seal” added.
135. The Company may execute a document without using a common seal if the document is signed by 2 Directors of the Company or solely by the Managing Director or a Director and a Secretary of the Company on behalf of the Company.

ACCOUNTS AND INSPECTION OF RECORDS

136. The Directors shall cause proper accounting and other records to be kept in accordance with section 289 of the Act and shall distribute copies of balance sheets as required by the Act and shall from time to time determine whether and to what extent and at what times and places and under what conditions or regulations the accounting and other records of the Company or any of them shall be open to the inspection of members not being Directors, and no member (not being a Director) shall have any right of inspecting any account or book or paper of the Company except as conferred by statute or authorised by the Directors or by the Company in general meeting.

DIVIDEND AND RESERVES

137. All dividends shall be declared by the Directors. The Directors may determine that a dividend is payable and fix the amount, the time for payment and the method of payment.
138. The Directors may from time to time pay to the members such interim dividends as appear to the Directors to be justified by the profits of the Company.
139. No dividend shall be paid otherwise than out of profits or shall bear interest against the Company.
140. The Directors may, before recommending any dividend, set aside out of the profits of the Company such sums as they think proper as reserves which shall, at the discretion of the Directors, be applicable for any purpose to which the profits of the Company may be properly applied, and pending any such application may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares in the Company) as the Directors may from time to time think fit. The Directors may also without placing the same to reserve carry forward any profits which they may think prudent not to divide.
141. Subject to the rights of persons, if any, entitled to shares with special rights as to

dividends, all dividends shall be declared and paid to the members in proportion to their shares.

142. The holder of a partly paid share shall not be entitled to a greater proportion of either:

142.1. a dividend; or

142.2. an issue of bonus shares,

than the proportion which the amount paid (not credited) is of the total amounts paid and payable (excluding amounts credited). For the purpose of this Clause, amounts paid in advance of a call are ignored when calculating the proportion.

143. The Directors may deduct from any dividend payable to any member all sums of money, if any, presently payable by him to the Company on account of calls or otherwise in relation to the shares of the Company.

144. The Directors may in declaring a dividend or bonus direct payment of such dividend or bonus wholly or partly by the distribution of specific assets and in particular of paid-up shares, debentures or debenture stock of any other Company or in any one or more of such ways and the Directors shall give effect to such resolution, and where any difficulty arises in regard to such distribution the Directors may settle the same as they think expedient, and fix the value for distribution of such specific assets or any part thereof and may determine that cash payments shall be made to any members upon the footing of the value so fixed in order to adjust the rights of all parties and may vest any such specific assets in trustees as may seem expedient to the Directors.

145. Any dividend, interest, or other money payable in cash in respect of shares may be paid by cheque or warrant sent through the post directed to the registered address of the holder or, in the case of joint holders, to the registered address of that one of the joint holders who is first named on the Register of Members or to such person and to such address as the holder or joint holders may in writing direct. Any one or two or more joint holders may give effectual receipts for any dividends, bonuses, or other money payable in respect of the shares held by them as joint holders.

CAPITALISATION OF PROFITS

146. The Directors may resolve that it is desirable to capitalise any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the profit and loss account or otherwise available for distribution and accordingly that such sum be set free for distribution amongst the members who would have been entitled thereto if distributed by way of dividend and in the same proportions on condition that the same be not paid in cash but be applied either in or towards paying up any amounts for the time being unpaid on any shares held by such members respectively or paying up in full unissued shares or debentures of the Company to be allotted and distributed, credited as fully paid up to and amongst such members in the proportion aforesaid, or partly in the one way and partly in the other, and the Directors shall give effect to such resolution. Under the Act, the Company has powers to issue bonus shares by increasing the Company's share capital.
147. Whenever such a resolution as aforesaid shall have been passed the Directors shall make all appropriations and applications of the undivided profits resolved to be capitalised thereby, and all allotments and issues of fully paid shares or debentures, if any, and generally shall do all acts and things required to give effect thereto, with full power to the Directors to make such provision by rounding up any fractional number of share or by payment in cash or otherwise as they think fit for the case of shares or debentures becoming distributable in fractions, and also to authorise any person to enter on behalf of all the members entitled thereto into an agreement with the Company providing for the allotment to them respectively, credited as fully paid up, of any further shares or debentures to which they may be entitled upon such capitalisation, or (as the case may require) for the payment thereof by the Company on their behalf, by the application thereto of their respective proportions of the profits resolved to be capitalised, of the amounts or any part of the amounts remaining unpaid on their existing shares, and any agreement made under such authority shall be effective and binding on all such members.

NOTICES

148. A notice may be given by the Company to any member or Director either personally or by sending it by post to him at his registered address, or by email or facsimile where the appropriate facsimile number has been supplied by such person to the Company for the purpose of giving notices to such person, or by telephone where permitted by this Constitution, or (if he has no registered address) by airmail post where appropriate to the address, if any, supplied by him to the Company for the giving of notices to him. Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected at the time at which the letter would be delivered in the ordinary course of post. Where notice is sent by email or facsimile, service thereof shall be deemed to have been effected on the date stated on the email or facsimile transmission report.
149. A notice may be given by the Company to the joint holders of a share by giving the notice to the joint holder first named in the Register of Members in respect of the share.
150. A notice may be given by the Company to persons entitled to a share in consequence of the death or bankruptcy of a member by serving it on him personally or by sending it through the post in a prepaid letter addressed to them by name, or by the title of representatives of the deceased, or assignee of the bankrupt, or by any like description, at the address, if any, within the jurisdiction supplied for the purpose by the persons

claiming to be so entitled, or (until such an address has been so supplied) by giving the notice in any manner in which the same might have been given if the death or bankruptcy had not occurred.

151. Notice of every general meeting shall be given in any manner hereinbefore authorised to:
- 151.1. every member;
 - 151.2. every person entitled to a share in consequence of the death or bankruptcy of a member who, but for his death or bankruptcy, would be entitled to receive notice of the meeting;
 - 151.3. the Auditor for the time being of the Company, if any;
 - 151.4. the Directors; and
 - 151.5. NSX.
152. No other person shall be entitled to receive notices of general meetings.

WINDING UP

153. If the Company is wound up the liquidator may, with the sanction of a special resolution of the Company, divide amongst the members in kind the whole or any part of the assets of the Company (whether they consist of property of the same kind or not) and may for that purpose set such value as he deems fair upon any property to be divided as aforesaid and may determine how the division shall be carried out as between the members or different classes of members. The liquidator may, with the like sanction vest the whole or any part of any such assets in trustees upon such trusts for the benefit of the contributories as the liquidator with the like sanction thinks fit, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

INDEMNITY

154. Every person who is or has been an officer of the Company is indemnified by the Company against:
- 154.1. any liability to another person (other than the Company or a related body corporate) which arises or arose out of the person acting in the capacity as an officer of the Company unless the liability arises out of conduct involving a lack of good faith; and
 - 154.2. any liability which arises or arose out of the person acting in the capacity as an officer of the Company for costs and expenses incurred by the person in defending proceedings, whether civil or criminal, in which judgment is given in favour of the person or in which the person is acquitted or in connection with an application, in relation to such proceedings, in which a Court grants relief to the person under the Act.
155. The Company may pay any premium in respect of a contract insuring any person who is or has been an officer of the Company against any liability incurred by the person who is has acted in the capacity as an officer of the Company as long as the liability does not arise out of conduct involving:
- 155.1. a wilful breach of duty in relation to the Company; or

- 155.2. a contravention of section 182 or 183 of the Act.
156. Notwithstanding the limitations contained in Clause 154, the Company may pay any premium in respect of a contract insuring any person who is or has been an officer of the Company against liability for costs and expenses incurred by that person in defending proceedings, whether civil or criminal, and whatever their outcome.
157. For the purposes of Clauses 154, 155 and 156, “officer” means an officer as defined in section 9 of the Act.
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This is the Constitution of the Company adopted
at the Annual General Meeting of Members held
on 1 February 2021.

Richard Li
Executive Chairman