



# **Welcome to General Capital Limited's Special Meeting**

10.30am Thursday 29 November  
2018



**Brent King  
Managing  
Director**



# Agenda

- 1. Chairman's Introduction**
- 2. Apologies**
- 3. Resolutions**

## General Capital Directors



Brent King



Rewi Bugo



Huei Min (Lyn) Lim



Simon McArley



Graeme Brown



**Brent King**  
**Managing**  
**Director**



# **Agenda**

- 1. Chairman's Introduction**
- 2. Apologies**
- 3. Resolutions**

**Resolution 1: Warrant Issues to Shareholders.**

- **To consider and, if thought fit, to pass the following special resolution:**
- *“That for the purposes of Section 129 of the Companies Act and NZAX Listing Rule 9.1.1, the Company approve an issue to holders of existing ordinary shares in the Company of up to 371,820,342 new ordinary shares in the Company (subject to adjustment as described in the Explanatory Notes) pursuant to the following renounceable issues of warrants:*

**Resolution 1: Warrant Issues to Shareholders  
continued.**

*(a) A one for one pro rata issue of 123,940,114 warrants (subject to adjustment as described in the Explanatory Notes) that entitle the holder of each warrant to subscribe for cash for one ordinary share in the Company at an exercise price of 7.75 cents per ordinary share at any time on or prior to 31 March 2020; and*



**Resolution 1: Warrant Issues to Shareholders**  
continued.

*(b) A two for one pro rata issue of 247,880,228 warrants (subject to adjustment as described in the Explanatory Notes) that entitle the holder of each warrant to subscribe for cash for one ordinary share in the Company at an exercise price of 9.00 cents per ordinary share at any time on or prior to 30 November 2021.”*



**Resolution 1: Warrant Issues to Shareholders**

- **Discussion on the Resolution**



**Resolution 2: Warrant Issue to Directors and Senior Managers**

- **To consider and, if thought fit, to pass the following ordinary resolution:**
- *“That for the purposes of NZAX Listing Rules 7.3.1(a) and 9.2.1, the Company approve an issue of the following warrants, and the shares to issue on the exercise of those warrants, to directors and senior managers of the Company or any of its subsidiaries, selected by the Board of the Company in its absolute discretion:*



**Resolution 2: Warrant Issue to Directors and Senior Managers continued**

- *20 million warrants that entitle the holder of each warrant to subscribe for cash for one ordinary share in the Company at an exercise price of 9.00 cents per ordinary share at any time on or prior to 30 November 2021 (included within the expression directors and senior managers are contractors, consultants, consultant companies, and any trustee or trustees of or for any of the foregoing persons)”.*



## **Resolution 2: Warrant Issue to Directors and Senior Managers**

- **Discussion on the Resolution**



- **Resolution 3: Placements**
- **To consider and, if thought fit, to pass the following ordinary resolution:**
- *“That for the purposes of NZAX Listing Rule 7.3.1(a), shareholders approve the issue of up to \$1,750,000 of new ordinary shares in the Company to fund growth.”*



- **Resolution 3: Placements**
- **Discussion on the Resolution**



**Brent King**  
**Managing**  
**Director**



**Thank you for attending  
the Special Meeting.**

**General Capital Limited**