

**NOTICE OF ANNUAL GENERAL MEETING  
OF MIKOH CORPORATION LIMITED  
(ACN: 003 218 862)**

**TAKE NOTICE** that the annual general meeting of Members of the Company will be held at the place, date and time specified below:

**Place: The Yuan Room, Level 2, Christie Conference Centre, 3 Spring Street,  
Sydney 2000**

**Date: Monday, 28 November 2011**

**Time: 10.00 am**

**DATED** this 25<sup>th</sup> day of October 2011

By order of the Board:



Tom Bloomfield  
Company Secretary

[www.mikoh.com](http://www.mikoh.com)

## AGENDA

### A. Address by the Company's Chairman

### B. Address by the Managing Director

### C. To receive the Financial Statements, Directors' Report and Auditor's Report for the Company and its controlled entities for the year ended 30 June 2011.

### D. Resolutions:

#### 1. Remuneration Report

*"To consider, and if thought fit, pass an ordinary resolution to adopt the Remuneration Report for the year ended 30 June 2011."*

Note: This resolution is advisory only and does not bind the Company or the Directors.

#### Voting Exclusion

The Company will disregard any votes cast on this Resolution by Key Management Personnel or any of their Closely Related Parties.

However, the Company will not disregard a vote if it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form.

#### 2. Removal and Appointment of Auditor

A notice pursuant to section 329(1A) of the Corporations Act 2001 was received from Deancorp Pty Ltd, a shareholder with a substantial holding exceeding 5%, requesting the Company consider removing the Auditor. RSM Bird Cameron has been nominated pursuant to section 328B of the Corporations Act 2001 as a replacement for the current Auditors, by Deancorp Pty Ltd.

The Board feels this change is appropriate given management's ongoing desire to reduce costs. The Board believes that it would be more appropriate for a Company of our size and number of transactions to have an auditor who is not one of the 'big four' and the Board would, at this stage, like to express their thanks for the services provided by Deloitte over a number of years in often difficult circumstances.

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

*"That, pursuant to section 329 of the Corporations Act 2001, and for all other purposes, Deloitte Touche Tohmatsu be removed as Auditor of the Company effective from the date of this Meeting."*

- b. To consider, and if thought fit, pass as a **special resolution**, with or without amendment, the following:

*“That subject to passing resolution 2(a), RSM Bird Cameron, having been duly nominated in accordance with section 328B(1) of the Corporations Act 2001, be appointed as Auditor of the Company.”*

**3. Re-election of Directors  
(each Resolution to be voted on separately)**

Mr. Chalabian, Mr. Snape and Mr. Somapa were appointed during the year as Directors and in accordance with the Constitution and the Corporations Act 2001 they are retiring as Directors. Being eligible, they offer themselves for re-election.

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

*“That, Mr. Sevag Chalabian, having been appointed as Director since the last Annual General Meeting, and who offers himself for re-election, is re-elected as a Director of the Company.”*

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

*“That, Mr. Anthony Snape, having been appointed as Director since the last Annual General Meeting, and who offers himself for re-election, is re-elected as a Director of the Company.”*

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

*“That, Mr. Namchoke Somapa, having been appointed as Director since the last Annual General Meeting, and who offers himself for re-election, is re-elected as a Director of the Company.”*

Mr. Sealy was appointed during the year as a Director and in accordance with the Constitution and the Corporations Act 2001 he is retiring as a Director. Being eligible, he offers himself for re-election. Mr. Sealy will on re-election be re-appointed the Managing Director of the Company.

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

*“That, Mr. Richard Sealy, having been appointed as Director since the last Annual General Meeting, and who offers himself for re-election, is re-elected as a Director of the Company.”*

Mr. Tayeh retires as a Director and in accordance with the requirement of the Constitution and the Corporations Act 2001 to have one third of all Directors resign each financial year. Being eligible, he offers himself for re-election.

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

*“That, Mr. Riad Tayeh, who is retiring in accordance with the Constitution, and who offers himself for re-election, is re-elected as a Director of the Company.”*

**4. Issue of Options to and shares to Management and Staff  
(each Resolution to be voted on separately)**

The Directors wish to acknowledge the efforts of the Management and staff for their hard work that has re-established the Company back on target both financially and strategically. The last 12 months have been a very difficult time for Management and staff in dealing with the difficulties inherited from previous managements. The Board therefore believe that issuing “out of the money” Options to Management and staff is an appropriate way of recognising their contributions.

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

*“That, for the purposes of ASX Listing Rule 10.11, section 208 of the Corporations Act 2001, and for all other purposes, approval is given for the Directors to issue and allot 5,000,000 Options to Aviation Holdings Pty Limited ATF The Sealy Superannuation Fund on the terms and conditions set out in the Explanatory Memorandum.”*

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

*“That, for the purposes of ASX Listing Rule 7.1, and for all other purposes, approval is given for the Directors to issue and allot 2,000,000 Options to Samuel Marks on the terms and conditions set out in the Explanatory Memorandum.”*

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

*“That, for the purposes of ASX Listing Rule 7.1, and for all other purposes, approval is given for the Directors to issue and allot 3,000,000 Options to Peter Atherton on the terms and conditions set out in the Explanatory Memorandum.”*

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

*“That, for the purposes of ASX Listing Rule 7.1, and for all other purposes, approval is given for the Directors to issue and allot 500,000 Options to David Rodriguez on the terms and conditions set out in the Explanatory Memorandum.”*

In the case of Ms. Goh, her contract which was agreed over three years ago had as a term that she would be issued 250,000 fully paid shares. In view of the energy that Stefanie has put into the Company, in particular locating and convincing Somapa to be our partners in the AVI/EVR product, the Board feels that in addition to its contracted obligation to issue shares (for which approval is sought) that Ms. Goh deserves to receive an allotment of Options.

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

*“That, for the purposes of ASX Listing Rule 7.1, and for all other purposes, approval is given for the Directors to issue and allot 1,000,000 Options and 250,000 Shares to Stefanie Goh on the terms and conditions set out in the Explanatory Memorandum.”*

#### **Voting Exclusion**

The Company will disregard any votes cast on the Resolutions which apply to each of Aviation Holdings Pty Limited, Richard Sealy, Peter Atherton, Samuel Marks, David Rodriguez and Stefanie Goh made by either of Aviation Holdings Pty Limited, Richard Sealy, Peter Atherton, Samuel Marks, David Rodriguez and Stefanie Goh or any associate of Aviation Holdings Pty Limited, Richard Sealy, Peter Atherton, Samuel Marks, David Rodriguez and Stefanie Goh, as well as any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if a Resolution is passed, and their associates.

However, the Company will not disregard a vote if:

- (i) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- (ii) it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

#### **5. Issue of Options to Hanuman Private Wealth Pty Limited**

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

*“That, for the purposes of ASX Listing Rule 10.11, and for all other purposes, approval is given for the Directors to issue and allot 2,000,000 Options to Hanuman Private Wealth Pty Limited on the terms and conditions set out in the Explanatory Memorandum.”*

#### **Voting Exclusion**

The Company will disregard any votes cast on this Resolution by Hanuman Private Wealth Pty Limited or any associate of Hanuman Private Wealth Pty Limited.

However, the Company will not disregard a vote if:

- (i) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- (ii) it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

#### **6. Adoption of new Constitution**

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

*“That, the Company’s existing Constitution be repealed and a new Constitution be adopted in the form of the document tabled at the Annual General Meeting and signed by the Chairman of the Meeting for the purposes of identification”.*

## **NOTES**

### **2 Explanatory Memorandum**

The Explanatory Memorandum and the annexure accompanying this Notice of General Meeting are incorporated in and comprise part of this Notice of General Meeting and should be read in conjunction with this Notice of General Meeting.

### **3 Who may vote**

In accordance with Regulation 7.11.37 of the *Corporations Regulation 2001* (Cth), the Company (as convenor of the Meeting) has determined that a person’s entitlement to attend and vote at the Meeting will be those persons set out in the register of Members as at 10.00 am on 26 November 2011. This means that any Member registered at 10.00 am on 26 November 2011 is entitled to attend and vote at the Meeting.

### **4 Proxies**

A Member entitled to attend this Meeting and vote is entitled to appoint a proxy to attend and vote on behalf of that Member at the Meeting.

- (a) A proxy need not be a Member.
- (b) If the Member is entitled to cast two or more votes at the Meeting, the Member may appoint two proxies and may specify the proportion or number of the votes which each proxy is appointed to exercise. If the Member appoints two proxies and the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes held by that Member.
- (c) If the Member appoints only one proxy, that proxy is entitled to vote on a show of hands. If a Member appoints two proxies, only one proxy is entitled to vote on a show of hands.
- (d) Where two proxies are appointed, any fractions of votes resulting from the appointment of two proxies will be disregarded.
- (e) A Form of Proxy accompanies this Notice.
- (f) Unless the Member specifically directs the proxy how to vote, the proxy may vote as he or she thinks fit, or abstains from voting.
- (g) If a Member wishes to appoint a proxy, the Member should complete the form of proxy and comply with the instructions set out in that form relating to lodgement of the form with the Company.
- (h) The form of proxy must be signed by the Member or his or her attorney duly authorised in writing or, if the Member is a corporation, either signed by an authorised officer or attorney of the corporation or otherwise signed in accordance with the Corporations Act 2001.
- (i) If any attorney or authorised officer signs the form of proxy on behalf of a Member, the relevant power of attorney or other authority under which it is signed or a certified copy of that power or authority must be deposited with the form of proxy.

- (j) The form of proxy (together with any relevant authority) must be received by no later than 10.00 am on 26 November 2011 before the time scheduled for the commencement of the meeting (or any adjournment of that meeting).
- (k) The completed Form of Proxy may be:
  - Mailed to the address on the Form of Proxy; or
  - Faxed to MIKOH Corporation Limited, Attention Company Secretary, on facsimile number +61 2 9290 9655.

## **5 Corporate Representative**

Any corporate Member who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act 2001 authorising him or her to act as that company's representative. The authority must be sent to the Company and/or registry at least 24 hours in advance of the Meeting.

**MIKOH CORPORATION LIMITED**  
**(ACN: 003 218 862)**

**Explanatory Memorandum**

This Explanatory Memorandum forms part of the Notice convening the General Meeting of Members of MIKOH Corporation Limited (**Company**) to be held at 10.00 am on **28 November 2011**.

This Explanatory Memorandum is to assist Members in understanding the background to, and the legal and other implications of, the Notice and the reasons for the proposed resolution. Both documents should be read in their entirety and in conjunction with each other.

**EXPLANATORY NOTES TO THE RESOLUTIONS**

**Resolution 1: Remuneration Report**

Resolution 1 provides for the remuneration report of the Company for the financial year ended 30 June 2011 as detailed on page 19 to 21 of the Annual Report to be approved and adopted. The remuneration report discloses and discusses the remuneration arrangements for Directors and "Key Management Personnel".

The Corporations Act 2001 requires that the remuneration report tabled be up for adoption at the meeting. However, the vote on the Resolution is advisory only and does not bind the Directors or the Company, although the Board will take the outcome of the vote into consideration when reviewing remuneration practices and policies.

Under recent amendments to the Corporations Act 2001, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive Annual General Meetings (commencing from this Annual General Meeting), shareholders will be required to vote at the second of those Annual General Meetings on a "Board spill resolution" to determine whether another meeting should be held within 90 days at which all of the Company's Directors (other than the Managing Director) must stand for re-election.

If you choose to appoint a proxy, you are encouraged to direct your proxy on how to vote on Resolution 1 by marking either "For", "Against" or "Abstain" on the proxy form for that item of business.

As noted in the Notice of Meeting, a voting exclusion applies to Key Management Personnel (details of whose remuneration are included in the remuneration report) or any of their closely related parties for this Resolution as required by the Corporations Act 2001. If you appoint the Chairman, any Key Management Personnel or their Closely Related Parties as your proxy and your proxy form does not specify whether to vote "For" or "Against", then any undirected proxy on Resolution 1 held by that person will not be voted on Resolution 1.

A "Closely Related Party" of a member of the Key Management Personnel is defined in section 9 of the Corporations Act 2001 as any of:

- a) a spouse or child of the member; or
- b) a child of the member's spouse; or
- c) a dependant of the member or of the member's spouse; or
- 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 dealings with the company;



or

- e) a company the member controls; or
- f) a person prescribed by the *Corporations Regulations 2001 (Cth)*.

### **Resolution 2(a): Removal of Auditor**

A notice pursuant to section 329(1A) of the Corporations Act 2001 was received from Deancorp Pty Ltd, a shareholder with a substantial holding exceeding 5%, requesting the Company consider removing the Auditor. The resolution is put to the shareholders in accordance with that notice.

### **Resolution 2(b): Appointment of Auditor**

Resolution 2(b) is a special resolution. A special resolution requires approval of at least 75% of the votes cast by shareholders entitled to vote on Resolution 2(b).

RSM Bird Cameron has been nominated pursuant to section 328B of the Corporations Act 2001 as a replacement for the current Auditors, by Deancorp Pty Ltd. This resolution will only be put to the shareholders if Resolution 2 is successful.

A copy of the nomination is enclosed as Annexure A as required by section 328B(3) of the Corporations Act 2001. RSM Bird Cameron has consented in writing to act as the Company's Auditor pursuant to section 328A of the Corporations Act 2001.

The Board unanimously recommend that the members vote in favour of Resolution 2(a) and (b).

### **Resolution 3(a): Re-election of Mr. Sevag Chalabian**

Mr. Sevag Chalabian was appointed as a Director of the Company on 18 February 2011. In accordance with the Company's Constitution, having been appointed as Director since the last Annual General Meeting, Mr. Chalabian offers himself for re-election as a Director of the Company. Information about Mr. Chalabian is set out in the Company's 2011 Annual Report.

Mr. Chalabian has an interest in Resolution 3(a) and refrains from making any recommendation as to how members should vote. The remaining members of the Board unanimously recommend that the members vote in favour of Resolution 3(a).

### **Resolution 3(b): Re-election of Mr. Anthony Snape**

Mr. Anthony Snape was appointed as a Director of the Company on 1 December 2010. In accordance with the Company's Constitution, having been appointed as Director since the last Annual General Meeting, Mr. Snape offers himself for re-election as a Director of the Company. Information about Mr. Snape is set out in the Company's 2011 Annual Report.

Mr. Snape has an interest in Resolution 3(b) and refrains from making any recommendation as to how members should vote. The remaining members of the Board unanimously recommend that the members vote in favour of Resolution 3(b).

### **Resolution 3(c): Re-election of Mr. Namchoke Somapa**

Mr. Namchoke Somapa was appointed as a Director of the Company on 3 June 2011. In accordance with the Company's Constitution, having been appointed as Director since the last Annual General Meeting, Mr. Somapa offers himself for re-election as a Director of the Company. Information about Mr. Somapa is set out in the Company's 2011 Annual Report.

Mr. Somapa has an interest in Resolution 3(c) and refrains from making any recommendation as to how members should vote. The remaining members of the Board unanimously recommend that the members vote in favour of Resolution 3(c).

#### **Resolution 3(d): Re-election of Mr. Richard Sealy**

Mr. Richard Sealy was appointed as a Director of the Company on 29 November 2010 and was appointed Managing Director on 1<sup>st</sup> March 2011. In accordance with the Company's Constitution, having been appointed as Director since the last Annual General Meeting, Mr. Sealy offers himself for re-election as a Director of the Company. Information about Mr. Sealy is set out in the Company's 2011 Annual Report.

The Directors confirm that following Mr. Sealy's re-appointment as a Director the Board will re-appoint him as Managing Director.

Mr. Sealy has an interest in Resolution 3(d) and refrains from making any recommendation as to how members should vote. The remaining members of the Board unanimously recommend that the members vote in favour of Resolution 3(d).

#### **Resolution 3(e): Re-election of Mr. Riad Tayeh**

Mr. Riad Tayeh was appointed as a Director of the Company on the 23<sup>rd</sup> March 2009. In accordance with the Company's Constitution one third of all the existing Directors appointed prior to the previous Annual General Meeting must retire by rotation, Mr. Tayeh being the only Director appointed prior to the last Annual General Meeting retires and offers himself for re-election as a Director of the Company. Information about Mr. Tayeh is set out in the Company's 2011 Annual Report.

Mr. Tayeh has an interest in Resolution 3(e) and refrains from making any recommendation as to how members should vote. The remaining members of the Board unanimously recommend that the members vote in favour of Resolution 3(e).

#### **Resolution 4(a): Issue of Options to Aviation Holdings Pty Limited**

Resolution 4(a) seeks approval from shareholders for the issue of 5,000,000 unlisted Options for fully paid ordinary Shares to Aviation Holdings Pty Limited (the trustee for Mr. Sealy's superannuation fund). Mr. Richard Sealy is the Managing Director of the Company.

Approval of shareholders is sought for the purposes of Chapter 2E of the Corporations Act 2001 and Listing Rule 10.11 for the Company to grant the Options to Aviation Holdings Pty Limited.

Chapter 2E of the Corporations Act 2001 regulates the provision by a public company of a "financial benefit" to a "related party". Section 208 of the Corporations Act 2001 prohibits:

- (1) a public company giving a financial benefit to a related party; or
- (2) a company which is controlled by the public company giving a financial benefit to a related party,

unless one of a number of exceptions applies, or shareholder approval is obtained.

A "financial benefit" is defined in the Corporations Act 2001 in broad terms and includes a company issuing Shares and granting Options. A "related party" includes a Director, an entity over which a Director has control (such as a superannuation fund) and an entity which believes, or has reasonable grounds to believe, that it is likely to become a related party in the future. For the purposes of Chapter 2E of the Corporations Act 2001, Aviation Holdings Pty Limited is a related party of the Company.

ASX Listing Rule 10.11 provides that the Company must not issue “equity securities” to a related party unless one of a number of exceptions applies, or shareholder approval is obtained.

<b>The related party</b>	Aviation Holdings Pty Limited which is the Corporate Trustee of the superfund of Richard Sealy, a Director of the Company.
<b>Proposed Financial Benefit</b>	5,000,000 unlisted Options, exercisable at 7.5cents, expiring 36 months from issue.
<b>Consideration</b>	Nil consideration for the grant of the Options.

<b>Reasons for Grant and for giving a Financial Benefit</b>	<p>The purpose of the grant of Options is to provide an incentive to Mr. Sealy to provide dedicated commitment and effort to the Company, whilst preserving the cash reserves of the Company.</p> <p>The Directors (excluding Mr. Sealy) believe that the grant of the 5,000,000 Options is appropriate and reasonable in the circumstances because:</p> <ol style="list-style-type: none"> <li>(1) the Company is in a growth phase of its development and the Company needs to attract high calibre individuals with the necessary experience and qualifications;</li> <li>(2) the payment of monetary fees alone is not an adequate incentive to enable the Company to attract and keep these high calibre individuals;</li> <li>(3) the grant of the Options (including the amount and value) forms part of a reasonable remuneration package.</li> </ol>
<b>Reasons for the specific number of Options and specific option exercise price</b>	<p>The number of Options was chosen by the Directors (excluding Mr. Sealy) as an appropriate number to attract a Director of Mr. Sealy’s skills and experience and to form part of a reasonable remuneration package and to provide a realistic and meaningful incentive to Mr. Sealy.</p> <p>The exercise price of 7.5cents was chosen by the Directors (excluding Mr. Sealy) as an appropriate amount because it was a share price that would be achieved provided Mr. Sealy met the required milestones, yet it was sufficiently out of the money at this time to provide an incentive to meet the milestones.</p>
<b>Recommendation of the Director’s</b>	<p>The Directors (excluding Mr. Sealy) recommend to shareholders that they vote in favour of Resolution 4(a), for the reasons set out above.</p> <p>The Directors (excluding Mr. Sealy) believe that the granting of Options to Mr. Sealy is appropriate in the circumstances in order to:</p> <ol style="list-style-type: none"> <li>(1) attract a Director of Mr. Sealy’s skills and experience, where the payment of monetary fees alone is not an adequate incentive;</li> <li>(2) preserve the Company’s cash reserves in a period when the Company is in a growth stage requiring significant expenditure and is not earning or deriving profit from operations; and</li> <li>(3) provide the required incentive for Mr. Sealy to achieve the KPI’s set by the Board.</li> </ol> <p>Alternative choices instead of Options, such as higher Director fees or cash bonuses were considered inappropriate because these choices would reduce the Company’s cash reserves.</p>
<b>Interests of Directors in outcome of resolution</b>	<p>The Directors (excluding Mr. Sealy) do not have an interest in the outcome of the resolution.</p> <p>Mr. Sealy has an interest in the outcome of the resolution in that he will receive 5,000,000 unlisted Options if the resolution is passed.</p>
<b>Total Remuneration</b>	Mr. Sealy’s total remuneration package comprises a consultant’s fee

<b>Package</b>	of \$29,975 per month (inclusive of GST) and the use of a mobile phone.																				
<b>Existing Securities Held</b>	At 24 <sup>th</sup> October 2011, Aviation Holdings Pty Limited which is the Corporate Trustee of the superfund of Richard Sealy, a Director of the Company, holds 2,031,708 Ordinary Shares in the Company, representing 0.36% of the issued shares.																				
<b>Dilution Effect if Options Exercised</b>	<p>If the Options are granted and any or all of the Options are exercised, dilution of existing shareholders will occur. The dilution effect will be small.</p> <p>As at the date of issue of the Notice of Meeting, the total number of Company Shares on issue is 564,231,836 Shares (including Shares which are subject to escrow). If 100% of Mr. Sealy's 5,000,000 Options were exercised the dilution effect will be approximately 0.9 % (5,000,000 Shares divided by the expanded capital base of 569,231,836 Shares) (based on the total number of Shares on issue as at the date of the Notice of Meeting).</p>																				
<b>Date for Granting and Issuing Options</b>	If the resolution is passed the Options will be granted and issued as soon as possible after the date of the meeting and in any event no later than 28 December 2011 (being no later than 1 month after the date of the meeting).																				
<b>Intended Use of Funds Raised from Grant</b>	No funds will be raised from the grant of the Options because the issue price of the Options is nil.																				
<b>Valuation of Options</b>	<p>In accordance with Accounting Standard AASB 2 "Share Based payments", the Board commissioned an independent valuation from RSM Bird Cameron for the Options proposed to be issued to Mr. Sealy.</p> <p>The basis of the valuation was the binomial option pricing model using Peter Hoadley's ES02 option valuation model. Key assumptions used in the valuation were as follows:</p> <table border="1"> <thead> <tr> <th>Assumption</th> <th>Richard Sealy</th> </tr> </thead> <tbody> <tr> <td>Grant date</td> <td>1-Jul-11</td> </tr> <tr> <td>Underlying share price at grant date</td> <td>\$0.02</td> </tr> <tr> <td>Exercise price</td> <td>\$0.075</td> </tr> <tr> <td>Maximum option life (Years)</td> <td>3.00</td> </tr> <tr> <td>Expected future volatility</td> <td>100%</td> </tr> <tr> <td>Risk free rate</td> <td>4.76%</td> </tr> <tr> <td>Exercise multiple</td> <td>2.5</td> </tr> <tr> <td>Dividend yield</td> <td>0%</td> </tr> <tr> <td>Vesting period (Years)</td> <td>3.00</td> </tr> </tbody> </table> <p>The valuation of the Options is \$38,500.</p>	Assumption	Richard Sealy	Grant date	1-Jul-11	Underlying share price at grant date	\$0.02	Exercise price	\$0.075	Maximum option life (Years)	3.00	Expected future volatility	100%	Risk free rate	4.76%	Exercise multiple	2.5	Dividend yield	0%	Vesting period (Years)	3.00
Assumption	Richard Sealy																				
Grant date	1-Jul-11																				
Underlying share price at grant date	\$0.02																				
Exercise price	\$0.075																				
Maximum option life (Years)	3.00																				
Expected future volatility	100%																				
Risk free rate	4.76%																				
Exercise multiple	2.5																				
Dividend yield	0%																				
Vesting period (Years)	3.00																				
<b>Tax Consequences (include Fringe Benefits Tax)</b>	There are no taxation consequences for the Company resulting from the grant of the Options, including no fringe benefits tax.																				
<b>Opportunity Costs and Benefits Foregone</b>	The Board does not consider that there are any opportunity costs to the Company, or benefits forgone by the Company, as a result of granting the Options.																				
<b>Listing Rules 7.1 and 7.2 and 15% restriction</b>	If shareholder approval is given under Listing Rule 10.11 then the Listing Rules provide that shareholder approval will not be required in relation to the 15% restriction in Listing Rule 7.1																				

Mr. Sealy has an interest in Resolution 4(a) and refrains from making any recommendation as to how members should vote. The remaining members of the Board unanimously recommend that the members vote in favour of Resolution 4(a).

The below information applies in respect of resolutions 4(b), 4(c), 4(d) and 4(e) per the disclosure requirements of ASX Listing Rule 7.3.

<b>Date for issue and allotment of securities</b>	If the relevant resolutions are passed, the securities will be issued and allotted as soon as possible after the date of the meeting and in any event no later than 3 months after the date of the meeting.
<b>Issue price of the securities</b>	In each case, securities will be granted to the relevant named parties for nil consideration.
<b>Terms of the securities</b>	<p><b>Options</b> Options will be exercisable at 7.5 cents each, expire 36 months from the date of issue, and each convert upon exercise into one ordinary fully paid share in the Company.</p> <p>The terms of the options allow for the terms of an option holder to be changed to comply with the listing rules applying to a reorganisation of capital at the time of the reorganisation. Option holders do not have a right to participate in new issues without exercising their options in accordance with Listing Rule 6.19.</p> <p><b>Shares</b> Shares will rank equally with existing ordinary fully paid shares in the Company.</p>
<b>Intended Use of Funds</b>	No funds will be raised from the issue of any of the securities as the securities are being granted for nil consideration.

#### **Resolution 4(b): Issue of Options to Samuel Marks**

The Company seeks shareholder approval under ASX Listing Rule 7.1 for the issue of 2,000,000 unlisted Options, exercisable at 7.5 cents, expiring 36 months from issue to Mr. Samuel Marks, the Company's Company Secretary and Chief Financial Officer.

The Board are of the view that the issue of these Options to Mr. Marks is appropriate as he has dedicated many hours for which the Company has not been charged in resolving the problems with the financial records of the Company and assisting in the diversification of surplus and non profit making assets and businesses.

The Board unanimously recommend that the members vote in favour of Resolution 4(b).

#### **Resolution 4(c): Issue of Options to Peter Atherton**

The Company seeks shareholder approval under ASX Listing Rule 7.1 for the issue of 3,000,000 unlisted Options, exercisable at 7.5 cents, expiring 36 months from issue to Dr. Peter Atherton, the Company's Chief Technology Officer.

Dr. Atherton was the original founder of MIKOH and has been responsible for patents that now provide the foundation of the AVI/EVR system. Mr. Atherton has since 1993, been responsible for the development and manufacturing of MIKOH's security technologies. He has a broad background in science and technology in particular RFID technology.

Mr. Atherton was originally issued Options however these were not exercised and are now considerably out of the money. The Board is of the view that refreshing Mr. Atherton's Options is an appropriate action for the time and dedication provided to the Company for the last 17 years.

The Board unanimously recommend that the members vote in favour of Resolution 4(c).

#### **Resolution 4(d): Issue of Options to David Rodriguez**

The Company seeks shareholder approval under ASX Listing Rule 7.1 for the issue of 500,000 unlisted Options, exercisable at 7.5cents, expiring 36 months from issue to Mr. David Rodriguez, the Company's Senior Manager of Manufacturing.

Mr. Rodriguez has been employed by MIKOH for the last 4 and a half years. His experience for more than 15 years in manufacturing program management, supply chain execution and manufacturing engineering has been invaluable in solving the many teething problems that occurred in setting up production of the Safe&Secure MIKOH tag. Mr. Rodriguez will be responsible for setting up a second source of supply of MIKOH RFID tags.

The Board unanimously recommend that the members vote in favour of Resolution 4(d).

#### **Resolution 4(e): Issue of Shares and Options to Stefanie Goh**

The Company seeks shareholder approval under ASX Listing Rule 7.1 for the issue of 1,000,000 unlisted Options, exercisable at 7.5 cents, expiring 36 months from issue and 250,000 ordinary Shares at nil consideration to Ms. Stefanie Goh, the Company's General Manager, Asia Region.

Ms. Goh, who has been with the Company for the last 3 years, brings to MIKOH 16 years of experience in marketing and marketing communications including a number within the transportation sector as Product Development Manager and as Head of Marketing within the airline industry.

Ms. Goh was instrumental in finding Somapa and convincing them to use our Safe&Secure MIKOH tag for the development of the AVI/EVR system in Thailand. Ms. Goh continues to be the responsible for the Asian area which is developing into a very important area of business for the Company.

Ms. Goh's contract of employment which was agreed when she began with the Company contained a clause for the issue of 250,000 shares. This clause was never honoured by any of the previous Boards. These shares have now been issued to Ms. Goh and ratification is sought for the issue of these shares.

The Board unanimously recommend that the members vote in favour of Resolution 4(e).

#### **Resolution 5: Issue of Options to Hanuman Private Wealth Pty Limited**

The Company seeks shareholder approval under ASX Listing Rule 10.11 for the issue of 2,000,000 unlisted Options, exercisable at 7.5cents, expiring 36 months from issue to Hanuman Private Wealth Pty Limited, a company related to Mr. Snape, a Director of the Company. Mr. Snape is a Director and 25% shareholder in Hanuman Private Wealth.

The Board believes that Hanuman Private Wealth's contribution to the Company should be recognised, in particular the continued support as an adviser to the Company and in managing fund raising activities of the Company. In addition, over the last 24 months Hanuman Private Wealth has provided a significant level of un-invoiced professional help that included considerable out of pocket costs.

As Mr. Snape has an interest in Resolution 5, he refrains from making any recommendation as to how members should vote. The remaining members of the Board unanimously recommend that the members vote in favour of Resolution 5.

The below information applies in respect of this resolution per the disclosure requirements of ASX Listing Rule 10.13.

<b>Date for Granting and Issuing Options</b>	If the resolution is passed the Options will be granted and issued as soon as possible after the date of the meeting and in any event no later than 28 December 2011 (being no later than 1 month after the date of the meeting).
<b>Issue price of the Options</b>	The Options will be granted for nil consideration.
<b>Terms of the Options</b>	Options will be exercisable at 7.5 cents each, expire 36 months from the date of issue, and each convert upon exercise into one ordinary fully paid share in the Company.  The terms of the Options allow for the terms of an option holder to be changed to comply with the listing rules applying to a reorganisation of capital at the time of the reorganisation. The option holder does not have a right to participate in new issues without exercising their Options in accordance with Listing Rule 6.19.
<b>Intended Use of Funds Raised from Grant</b>	No funds will be raised from the grant of the Options because the issue price of the Options is nil.
<b>Listing Rules 7.1 and 7.2 and 15% restriction</b>	If shareholder approval is given under Listing Rule 10.11 then the Listing Rules provide that shareholder approval will not be required in relation to the 15% restriction in Listing Rule 7.1.

### **Resolution 6: Adoption of new Constitution**

Resolution 6 will enable the Company to repeal its existing Constitution and adopt a new Constitution (Proposed Constitution). Without limitation, Section 136(2) of the Corporation Act 2001 is relevant to Resolution 6. A special resolution is required to approve the Resolution. A special resolution requires approval of at least 75% of the votes cast by shareholders entitled to vote on Resolution 6.

This Proposed Constitution incorporates amendments to the Corporations Act 2001 and ASX Listing Rules since the current Constitution was adopted in 2005. The Directors believe that it is preferable in the circumstances to replace the existing Constitution with the Proposed Constitution rather than to amend a multitude of specific provisions.

The amendments are not material nor will they have any significant impact on shareholders. It is not practicable to list all of the changes to the Constitution in detail in this Explanatory Memorandum however a copy of the Proposed Constitution is available for review by shareholders at the Company's website, [www.mikoh.com](http://www.mikoh.com), and a copy of the will also be available at the Meeting.

The Board unanimously recommend that the members vote in favour of Resolution 6.

**Annexure A - RSM Bird Cameron nomination letter from Deancorp Pty Ltd.**

*Deancorp Pty Ltd (ACN 003 987 004)*

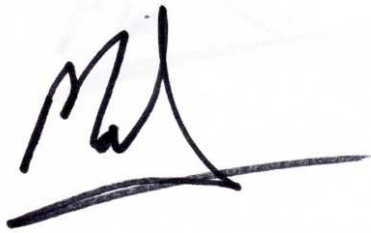
*<ATF Jumbo Super Fund>*  
9 James Place, Castle Hill NSW Sydney Australia 2154

19<sup>th</sup> Sept 2011

To The Secretary, MIKOH Corporation Limited

I, Mr. Fraser John Clay, Corporate Representation of Deancorp Pty Limited, request the company to consider and, if thought fit, at the forthcoming Annual General Meeting of Members pass the resolution that Deloitte Touche Tohmatsu be removed as auditor of the company and further to consider, and if thought fit, pass the resolution that RSM Bird Cameron be appointed as auditor of the company.

Regards

A handwritten signature in black ink, appearing to be 'Mal' followed by a long horizontal stroke.

(Mal) Fraser Clay





FOR ALL ENQUIRIES CALL:  
(within Australia) 1300 737 760  
(outside Australia) +61 2 9290 9600

FACSIMILE  
+61 2 9290 9655

ALL CORRESPONDENCE TO:  
Boardroom Pty Limited  
GPO Box 3993  
Sydney NSW 2001  
Australia

**Your Address**

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction on the form. Securityholders sponsored by a broker should advise your broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

**Reference Number :**  
**Please note it is important you keep this confidential**

## YOUR VOTE IS IMPORTANT

FOR YOUR VOTE TO BE EFFECTIVE IT MUST BE RECORDED BEFORE 10.00AM, SATURDAY, 26 NOVEMBER 2011

## TO VOTE BY COMPLETING THE PROXY FORM

### STEP 1 Appointment of Proxy

Indicate here who you want to appoint as your Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chairman of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a security holder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

#### Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

#### Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- return both forms together in the same envelope.

### STEP 2 Voting Directions to your Proxy

You can tell your Proxy how to vote

To direct your proxy how to vote, place a mark in one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

### STEP 3 Sign the Form

The form must be signed as follows:

**Individual:** This form is to be signed by the securityholder.

**Joint Holding:** where the holding is in more than one name, all the securityholders must sign.

**Power of Attorney:** to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. **Please indicate the office held by signing in the appropriate place.**

### STEP 4 Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below not later than 48 hours before the commencement of the meeting at **10:00am on Monday, 28 November 2011**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

**Proxies may be lodged:**

**BY MAIL** - Share Registry – Boardroom Pty Limited, GPO Box 3993, Sydney NSW 2001 Australia

**BY FAX** - + 61 2 9290 9655

**IN PERSON** - Share Registry – Boardroom Pty Limited, Level 7, 207 Kent Street, Sydney NSW 2000 Australia

### Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

# Mikoh Corporation Limited

## STEP 1 - Appointment of Proxy

I/We being a member/s of Mikoh Corporation Limited (the "Company") and entitled to attend and vote hereby appoint

**the Chairman of the Meeting (mark with an 'X')** OR

If you are not appointing the Chairman of the Meeting as your proxy please write here the full name of the individual or body corporate (excluding the registered Securityholder) you are appointing as your proxy.

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy at the **General Meeting of Mikoh Corporation Limited to be held at The Yuan Room, Level 2, Christie Conference Centre, 3 Spring Street, Sydney 2000 on Monday, 28 November 2011 at 10:00am** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

If the Chairman of the Meeting is appointed as your proxy or may be appointed by default, and you do not wish to direct your proxy how to vote in respect of resolutions 1 to 6, please mark this box. By marking this box, you acknowledge that the Chairman of the Meeting may vote as your proxy even if he has an interest in the outcome of the resolution and votes cast by the Chairman of the Meeting for those resolutions, other than as proxy holder, will be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chairman of the Meeting will not cast your votes on the resolution and your votes will not be counted in calculating the required majority if a poll is called. The Chair intends to vote all undirected proxies in favour of the resolutions.

**No undirected proxies to the Chairman or Key Management Personnel will be voted on Resolution 1, Adoption of Remuneration Report. You are encouraged to direct your proxy by marking the box in relation to the resolution in the section below.**

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

Ordinary Business		For	Against	Abstain*
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2(a)	Removal of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2(b)	Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3(a)	Re-election of Sevag Chalabian	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3(b)	Re-election of Anthony Snape	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3(c)	Re-election of Namchoke Somapa	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3(d)	Re-election of Richard Sealy	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3(e)	Re-election of Riad Tayeh	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4(a)	Issue of Options to Aviation Holdings Pty Limited	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4(b)	Issue of Options to Samuel Marks	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4(c)	Issue of Options to Peter Atherton	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4(d)	Issue of Options to David Rodriguez	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4(e)	Issue of Options and Shares to Stefanie Goh	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Issue of Options to Hanuman Private Wealth Pty Limited	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Adoption of a new Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

In addition to the intentions advised above, The Chair intends to vote 100% of all open proxies FOR the resolution.

\*If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

## STEP 3 - PLEASE SIGN HERE This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Securityholder 1	Securityholder 2	Securityholder 3
<input type="text"/>	<input type="text"/>	<input type="text"/>
Sole Director and Sole Company Secretary	Director	Director/Company Secretary

Contact Name ..... Contact Daytime Telephone ..... Date / / 2011