

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

**TAKE NOTICE** that a 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: 14 August 2012**

**Time: 10.00 am**

**DATED** this 12 day of July 2012

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. Resolutions:

#### **Resolution 1 – Conversion of Placement Notes**

In May and June 2012, the Company issued 90,518,109 unsecured promissory notes (the "**Promissory Notes**") at a subscription price of \$0.0138 (1.38 cents) per Note to various parties raising \$1,249,149.90.

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

*"That, in accordance with ASX Listing Rule 7.1 and for all other purposes, shareholders approve the conversion of 90,518,109 Promissory Notes, at an issue price of \$0.0138 per Note, into fully paid ordinary shares at one note per share, on the terms and conditions set out in the Explanatory Memorandum."*

#### **Resolution 2 - Cancellation of Forfeited Performance Shares**

In April 2009, 588,347 shares were issued by previous management to certain employees as performance bonuses. These shares are currently held under escrow and scheduled to be released on in April 2019. These individuals have since left the Company and in accordance with the terms and conditions under which the shares were issued and the individual's respective contracts of employment, the shares issued to them were forfeited.

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

*"That, in accordance with Section 258D of the Corporations Act and for all other purposes, shareholders approve the cancellation by the Company of forfeited performance shares held in escrow for former employees, as detailed in the Explanatory Memorandum."*

#### **Resolution 3 - Issue of Options**

On 1 February 2012, the Company was pleased to advise that its Managing Director, Mr Richard Sealy extended his contract with the Company for a further period of 12 months on the same terms of remuneration. Mr Sealy's remuneration package includes, subject to shareholder and regulatory approval, 5 million Options. The Board now seeks approval to issue those Options and the subsequent issue of Shares.

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 and to the subsequent issue of 5,000,000 shares to Aviation Holdings"*

*Pty Limited ATF The Sealy Superannuation Fund on the terms and conditions set out in the Explanatory Memorandum.”*

#### **Resolution 4 - Ratification of Prior Share Allotments**

In order to replenish the working capital base of the Company certain issues of shares to sophisticated investors were made in recent months. To restore the Directors' capacity to issue shares, it is proposed that the Members ratify these issues of shares as detailed below.

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

##### **Resolution 4a**

*“That for the purposes of Listing Rule 7.4 and for all other purposes, approval is given for the ratification of the prior issue on 1 September 2011 of 6,271,667 fully paid ordinary shares to Kodiak Capital Group, LLC at an issue price of \$0.03188 per share on the terms and conditions set out in the Explanatory Memorandum.”*

##### **Resolution 4b**

*“That for the purposes of Listing Rule 7.4 and for all other purposes, approval is given for the ratification of the prior issue on 19 January 2012 of 2,090,437 fully paid ordinary shares to Bordoni Holdings Pty Ltd at an issue price of \$0.020825 per share on the terms and conditions set out in the Explanatory Memorandum.”*

##### **Resolution 4c**

*“That for the purposes of Listing Rule 7.4 and for all other purposes, approval is given for the ratification of the prior issue on 22 March 2012 of 77,597,959 fully paid ordinary shares for total consideration of \$1,216,539 to various parties, on the terms and conditions set out in the Explanatory Memorandum.”*

##### **Resolution 4d**

*“That for the purposes of Listing Rule 7.4 and for all other purposes, approval is given for the ratification of the prior issue on 10 March 2012 of 695,652 fully paid ordinary shares at an issue price of \$0.0138 per share to Bordoni Holdings Pty Ltd, on the terms and conditions set out in the Explanatory Memorandum.”*

#### **Resolution 5 - Change of Company Name to Kollakorn Corporation Limited**

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

*“That, in accordance with section 157(1) of the Corporations Act and for all other purposes, approval is given for the Company to change its name from Mikoh Corporation Limited to Kollakorn Corporation Limited.”*

## **VOTING EXCLUSIONS**

### **Resolution 1**

The Company will disregard any votes cast on **Resolution 1** by a participant in the placement unsecured subordinated notes or any associate of a participant in the placement of unsecured subordinated notes.

However, the Company will not disregard a vote if:

- (a) 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
- (b) 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.

### **Resolution 2**

The Company will disregard any votes cast on **Resolution 2** by Gary Michael Phipps, Raymond John Judd and Steven Wayne Haworth, or any associate of Gary Michael Phipps, Raymond John Judd and Steven Wayne Haworth.

However, the Company will not disregard a vote if:

- (a) 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
- (c) 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.

### **Resolution 3**

The Company will disregard any votes cast on **Resolution 3** by Aviation Holdings Pty Limited and Richard Sealy, or any associate of Aviation Holdings Pty Limited and Richard Sealy.

However, the Company will not disregard a vote if:

- (a) 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
- (b) 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.

### **Resolutions 4a, 4b, 4c and 4d**

The Company will disregard any votes cast on **Resolutions 4a, 4b, 4c and 4d** by any person who participated in the share issues and any of their associates.

However, the Company will not disregard a vote if:

- (a) 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
- (b) 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.

## NOTES

### 1 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.

### 2 Who may vote

In accordance with Regulation 7.11.37 of the *Corporations Regulation 2001* (Cth), the Company (as convener 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 7.00pm on 12 August 2012. This means that any Member registered at 7.00pm on 12 August 2012 is entitled to attend and vote at the Meeting.

### 3 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 12 August 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.

#### **4 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 14 August 2012.

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.

**1. EXPLANATORY NOTES OF ASX LISTING RULES AND CORPORATIONS ACT REGULATIONS**

***Listing Rule 7.1 and 7.4***

ASX Listing Rule 7.1 provides that the Company cannot issue or agree to issue equity securities (which include convertible notes, options or shares) without shareholder approval where the number of equity securities issued or agreed to be issued in the preceding 12 month period and the new issue exceeds 15% of the number of equity securities on issue at the beginning of the preceding 12 month period (increased by any issues undertaken in that period with shareholder approval or under an exception to Listing Rule 7.1).

By obtaining ratification from the shareholders under Listing Rule 7.4 to the issue of the securities to the allottees, the Company will obtain relevant approval for the purposes of Listing Rule 7.1 and thereby refresh the Directors' capacity to make further issues of securities up to the 15% threshold.

**Corporations Act 2001 – section 258D**

Section 258D of the Corporations Act 2001 states that a company may, by resolution passed at a general meeting, cancel shares that have been forfeited under the terms on which the shares are on issue.

**2. EXPLANATORY NOTES TO THE RESOLUTIONS**

**Resolution 1: Conversion of Placement Notes**

In May and June 2012, the Company issued 90,518,109 unsecured promissory notes (the "**Promissory Notes**") at a subscription price of \$0.0138 (1.38 cents) per Note to various parties.

The predominant use for the proceeds that were raised by the placement was to ensure that the Company had sufficient funds to retire the debt owed to La Jolla Cove under the convertible note facility and to pay the break fee. The reason the Board sought to terminate the La Jolla Cove funding facility was that the impact on the share price of the La Jolla Cove trading model was too severe and that this, coupled with the fact that the funding line while large, did not give sufficient funds on a monthly basis, meant that the funding line was not fulfilling its primary purpose.

The termination clauses in the La Jolla Cove funding agreement provided for termination on drawing down the full \$6 million, the expiry of 4 years and default. At the time that the board decided to terminate the agreement none of these conditions had been met.

Negotiations to terminate the agreement therefore commenced from a position of considerable weakness for the Company. Your directors negotiated the terms of the termination aggressively and gained considerable concessions from La Jolla Cove and while the outcome may not be viewed by shareholders' as very favourable, it is the Board's view that the impact on shareholders of continuing with the funding line would have been far more damaging.

Shareholders are again reminded that at the time the Company entered into the La Jolla Cove funding line the company had been serious let down by Kodiak who had contracted to provide a \$700,000 funding line. After exhaustive attempts to replace this funding the Board entered into the La Jolla Cove funding facility and while not part of the agreement, La Jolla Cove immediately provided this level of funding preventing further funding issues at an extremely critical time for the Company. The Board remains appreciative of the assistance from La Jolla Cove however feels that a different form of funding is now required and available to take the Company through to cash flow positive.

The balance of the funds raised from the Promissory Notes will be primarily used to fund the operations of Kollakorn and to provide working capital to the Company. Under the terms of their issue, shareholder approval is now sought to convert the Placement Notes into fully paid ordinary shares.

The following additional information is provided in accordance with Listing Rule 7.3:

**(a) Maximum number of securities issued:**

90,518,109 shares.

**(b) Date on which securities will be issued:**

The shares will be issued no later than 3 months after the date of the meeting.

**(b) Issue price of securities:**

Nil. Conversion of Placement Notes.

**(c) Terms of security:**

The shares will rank equally with all other shares on issue and in all other respects the rights and entitlements of the holders of the shares is identical to the rights and entitlements of the holders of the currently issued shares;

**(d) Allottees of the securities:**

Various parties.

**(f) The Intended use of the Funds:**

Refer discussion above

**Resolution 2: Cancellation of Forfeited Performance Shares**

In April 2009, 588,347 shares were issued by previous management to certain employees as performance bonuses. These shares are currently held under escrow and scheduled to be released on in April 2019. These individuals have since left the Company and in accordance with the terms and conditions under which the shares were issued and the individual's respective contracts of employment, these shares issued to them were forfeited.

In order to give effect to the forfeiture, these shares must be cancelled by an ordinary resolution of shareholders under Section 258(D) of the Corporations Act 2001.



### Resolution 3: Issue of Options

Resolution 3 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) and the subsequent issue of the shares on payment of the subscription amount. 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 to purchase Shares in the Company at an exercise price of 7.5 cents each expiring 36 months from issue and the subsequent issue of the said shares when exercised.
<b>Consideration</b>	Nil consideration for the grant of the Options. Consideration of 7.5 cents for each Share on exercise 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>
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<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 should 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 3, 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 consulting 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 and the right to exercise those options into Shares at 7.5 cents each at any time within the next three years.</p>		
<b>Total Remuneration Package</b>	<p>Mr Sealy's total remuneration package comprises a consultant's fee of \$29,975 per month (inclusive of GST) and the use of a mobile phone.</p>		
<b>Existing Securities Held</b>	<p>At 3 July 2012, Aviation Holdings Pty Limited which is the Corporate Trustee of the superfund of Richard Sealy, a Director of the Company, holds 5,000,000 unlisted Options and 2,031,708 ordinary shares in the Company, representing 0.29% of the issued shares, being 678,005,637.</p> <p>Should shareholders resolve to issue 90,518,109 shares under resolution 1, total issued shares will be 768,523,746 and Mr Sealy's 2,031,708 ordinary shares shall represent 0.26% of those issued shares.</p>		
<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 3 July 2012, the total number of Company shares on issue is 678,005,637 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 0.7 % (5,000,000 shares divided by the expanded capital base of 683,005,637 shares). Should shareholders resolve to issue 90,518,109 shares under resolution 1, total issued shares will be 768,523,746 and if 100% of Mr Sealy's 5,000,000 Options were exercised the dilution effect will be approximately 0.65%.</p>		
<b>Date for Granting and Issuing Options</b>	<p>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 1 month after the date of the meeting.</p>		
<b>Intended Use of Funds Raised from Grant</b>	<p>No funds will be raised from the grant of the Options because the issue price of the Options is nil.</p>		
<b>Valuation of Options</b>	<p>In accordance with Accounting Standard AASB 2 "Share Based payments", the Board commissioned an independent valuation from CRA Plan Managers Pty Limited for the Options proposed to be issued to Mr. Sealy.</p> <p>Key assumptions used in the valuation were as follows:</p> <table border="1" data-bbox="619 2024 1353 2076"> <tr> <td>Estimated Value per option:</td> <td>\$0.005</td> </tr> </table>	Estimated Value per option:	\$0.005
Estimated Value per option:	\$0.005		

	Estimated Income Statement cost:	\$24,774	
	Valuation Assumptions (as at 13 June 2012)		
	Risk Free Rate	2.35%	Derived from the 3 year Commonwealth Treasury Bond Rate as at the valuation date, continuously compounded.
	Stock Volatility	94.47%	Annualised Standard Deviation for the 36 months prior to the valuation date.
	MIK share price	1.7 cents	Closing MIK share price on valuation date.
	Exercise Price	7.5 cents	
	Dividend Yield	0.00%	Annualised Dividend Yield on historical dividends paid during the 36 months prior to the valuation date.
	Expected Life	3 years	
The valuation of the Options is \$24,774.			
<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 issue of the Options pursuant to the 15% restriction in Listing Rule 7.1		

#### Resolution 4: Ratification of Prior Share Allotments

In order to replenish the working capital base of the Company, certain issues of shares to sophisticated investors were made in recent months. As detailed above, in Listing Rule 7.1 and Listing Rule 7.4, to restore the Company's capacity to issue shares it is proposed that the Members ratify the issues of ordinary shares as detailed below.

#### Resolution 4a

On 6 September 2011 the Company issued an ASX announcement informing that the Company had issued a drawdown notice to Kodiak Capital Group, LLC ("**Kodiak**") for AUD\$200,000 under the terms of the equity funding agreement. Accordingly, on 1 September 2011, 6,271,667 ordinary shares were issued to Kodiak at an average price of \$0.03188 per share to be held in escrow by JP Morgan in the name of Kodiak.

Despite repeated advice from the Managing Director of Kodiak that the funds had been sent, no funds were ever received by the Company. As advised to the market on 7 October 2011, the Board of the Company concluded that Kodiak had defaulted on its obligations under an agreement between the Company and Kodiak.

The Company's constitution gives it a first and paramount lien on every share for all unpaid money calls, and ultimately the power to sell shares in the event that money calls are unpaid. In accordance with the procedure set out in the Company's constitution, the Company made a call for the full amount of \$0.03188 per share to be paid by Kodiak to the Company. Kodiak failed to pay for these shares and further tried to renegotiate the issue price of the shares to a lower value.

The Company enforced its right of lien on the shares and subsequently resold them to various third parties, in accordance with the procedure for dealing with forfeited shares set out in the Company's constitution.

The following information is provided in accordance with Listing Rule 7.5:

**(a) Maximum number of securities issued:**

6,271,667 shares

**(b) Date on which securities were issued:**

The shares were issued and allotted on 1 September 2011.

**(c) Issue price of securities:**

The shares were issued to Kodiak for \$0.03188 per share.

**(d) Allottees of the securities:**

The allottee of the shares was Kodiak Capital Group, LLC, under the terms of the equity funding agreement.

**(e) Terms of securities:**

The shares, when issued, ranked equally with all other shares on issue at the time and had the same rights and entitlements as the currently issued shares.

**(f) The intended use of the funds:**

The funds raised by the issue of the shares were used to replenish the working capital base of the Company.

**Resolution 4b**

The following information is provided in accordance with Listing Rule 7.5:

**(a) Maximum number of securities issued:**

2,090,437 shares

**(b) Date on which securities were issued:**

The shares were issued and allotted on 19 January 2012.

**(c) Issue price of securities:**

The shares were issued were issued for \$0.020825 per share.

**(d) Allottees of the securities**

The allottee of the 2,090,437 shares was Bordoni Holdings Pty Ltd.

**(e) Terms of Securities:**

The shares, when issued, ranked equally with all other shares on issue at the time and had the same rights and entitlements as the currently issued shares.

**(f) The intended use of the funds:**

The funds raised by the issue of fully paid shares were used to replenish the working capital base of the Company.

#### **Resolution 4c**

The following information is provided in accordance with Listing Rule 7.5:

**(a) Maximum number of securities issued:**

77,597,959 shares.

**(b) Date on which securities were issued:**

The shares were issued and allotted on 22 March 2012.

**(c) Issue price of securities:**

42,336,194 shares were issued to 20 investors for \$0.0138 per share.

13,450,000 shares were issued to 7 investors for \$0.02 per share.

7,500,000 shares were issued to 2 investors for \$0.016 per share.

14,311,765 shares were issued to 13 investors for \$0.017 per share.

**(d) Allottees of the securities**

The allottees of the 77,597,959 shares were 42 separate investors.

**(e) Terms of Securities:**

The shares, when issued, ranked equally with all other shares on issue at the time and had the same rights and entitlements as the currently issued shares.

**(f) The intended use of the funds:**

The funds raised by the issue of fully paid shares were used to replenish the working capital base of the Company.

#### **Resolution 4d**

The following information is provided in accordance with Listing Rule 7.5:

**(a) Maximum number of securities issued:**

695,652 shares.

**(b) Date on which securities were issued:**

The shares were issued and allotted on 5 April 2012.

**(c) Issue price of securities:**

The shares were issued for \$0.0138 per share

**(d) Allottees of the securities**

The allottee of the 695,652 shares was Bordoni Holdings Pty Ltd.

**(e) Terms of Securities:**

The shares, when issued, ranked equally with all other shares on issue at the time and had the same rights and entitlements as the currently issued shares.

**(f) The intended use of the funds:**

The funds raised by the issue of fully paid shares were used to replenish the working capital base of the Company.

## **Resolution 5 - Change of Company Name to Kollakorn Corporation Limited**

It is proposed to change the Company's name to "**Kollakorn Corporation Limited**".

The Company's main operations are now through Kollakorn Co., Limited in Thailand and the Company has acquired 28.27% of that Company as a result of funding its operations. Further, the Company will continue to increase its ownership of Kollakorn as it meets further funding obligations in the future. The Directors are therefore now of the view that it is now appropriate to have a change of name for the Company.

The proposed name change, which must be passed as a special resolution in order to be effective, will have no bearing on the rights and liabilities attaching to the Company's securities. A special resolution must be passed by shareholders who are the registered holders of more than 75% of the shares and who attend the meeting (either in person or by proxy) and are entitled to vote on the resolution.

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, SUNDAY, 12 AUGUST 2012

## 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:

- (a) 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.
- (b) 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 Tuesday, 14 August 2012**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxies may be lodged using the reply paid envelope or:

**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.

PROXY FORM  
General Meeting

**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 The Yuan Room, Level 2, Christie Conference Centre, 3 Spring Street, Sydney 2000 on Tuesday the 14<sup>th</sup> August 2012 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.

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

Ordinary Resolution		For	Against	Abstain*
Resolution 1	Conversion of Placement Notes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Cancellation of Forfeited Performance Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Issue of Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4a	Ratification of Prior Share Allotments	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4b	Ratification of Prior Share Allotments	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4c	Ratification of Prior Share Allotments	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4d	Ratification of Prior Share Allotments	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Special Resolution		For	Against	Abstain*
Resolution 5	Change of Company Name to Kollakorn Corporation Limited	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

In addition to the intentions advised above, the Chairman of the Meeting intends to vote undirected proxies in favour of each of the items of business.  
\*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
Sole Director and Sole Company Secretary	Director	Director/Company Secretary

Contact Name ..... Contact Daytime Telephone ..... Date / / 2012