



Vmoto Limited

ABN 36 098 455 460

**NOTICE OF POSTPONEMENT BY ADJOURNMENT AND ADDENDUM TO THE  
NOTICE OF ANNUAL GENERAL MEETING  
AND  
EXPLANATORY STATEMENT DATED 12 SEPTEMBER 2012**

**FOR THE 2012 ANNUAL GENERAL MEETING OF SHAREHOLDERS  
TO BE HELD ON 16 OCTOBER 2012**

11 October 2012

Dear Shareholder

**ANNUAL GENERAL MEETING TO BE HELD 16 OCTOBER 2012 - NOTICE OF  
POSTPONEMENT BY ADJOURNMENT AND AMENDMENT TO RESOLUTION 6**

*Notice of postponement by adjournment of Annual General Meeting*

Notice is hereby given that Annual General Meeting scheduled to be held at 10.00am (WST) on 16 October 2012 has been postponed and will now be held at **10.00am (WST) on Tuesday 23 October 2012 at The Park Centre, 45 Ventnor Avenue, West Perth, Western Australia.**

The postponement will be effected by an adjournment at the commencement of the scheduled Annual General Meeting by the Chair of the meeting.

The reason for the postponement is to provide shareholders adequate notice of the amendment to Resolution 6 as set out below.

*Amendment to Resolution 6*

The Notice of Annual General Meeting and Explanatory Statement of Vmoto Limited (the "Company") dated 12 September 2012 (the "Meeting Material") in respect of the Annual General Meeting of shareholders of the Company to be held on 16 October 2012 (the "Meeting") included the following ordinary resolution ("Original Resolution 6"):

*"That, for the purpose of Listing Rule 7.1 and all other purposes, the Company approves the allotment and issue of up to 350 million Shares at an issue price of not less than 80% of the*

*average market price of the Company's Shares on the ASX over the last 5 days on which sales of the Shares are recorded before the date of issue to the parties and on the terms and conditions set out in the Explanatory Statement."*

In the Meeting Material, Resolution 6 refers to the offer price being referenced to the formula contained within the Resolution wording. Since the Meeting Material was prepared and despatched, the offer price for the proposed issue of the Shares the subject of Resolution 6 has been set at 1.3 pence (equivalent 2 cents).

As a result, at the Meeting, in place and stead of Original Resolution 6, shareholders will now be asked to approve, with or without amendment, the following ordinary resolution ("Revised Resolution 6"):

*"That, for the purpose of Listing Rule 7.1 and all other purposes, the Company approves the allotment and issue of up to 350 million Shares at an issue price of **1.3 pence (equivalent 2 cents) per Share** ~~not less than 80% of the average market price of the Company's Shares on the ASX over the last 5 days on which sales of the Shares are recorded before the date of issue to the parties and on the terms and conditions set out in the Explanatory Statement."~~*

As a result, the Explanatory Memorandum component of the Meeting Material is also amended as follows:

- (a) the following words on page 12 are amended as follows:  
*"Resolution 6 seeks Shareholder approval to issue a maximum of 350 million Shares at an issue price of **1.3 pence (equivalent 2 cents) per Share** ~~not less than 80% of the average closing price of the Company's Shares on the ASX on the 5 trading days on which sales are recorded immediately preceding the date of issue to sophisticated and professional investors."~~*
- (b) paragraph (c) on page 12 is deleted and replaced with the following:  
*"the Shares will be allotted and issued on one date"*
- (c) paragraph (d) on page 12 is deleted and replaced with the following:  
*"the Shares will be issued at an issue price of 1.3 pence (equivalent 2 cents) each;"*
- (d) paragraph (e) on page 12 is deleted and replaced with the following:  
*"the Shares will be allotted and issued to sophisticated and professional investors, all of whom are unrelated parties of the Company;"*

The Revised Resolution 6 will be moved at the forthcoming Annual General Meeting to be held on 23 October 2012.

If you have any queries, please contact Shannon Coates on +61 8 9481 1341.

**This Addendum was released to the Australian Securities Exchange on 11 October 2012.**

**By Order of the Board of Directors  
Shannon Coates  
Company Secretary**