



AGENIX LIMITED

ACN 009 213 754

**NOTICE OF ANNUAL GENERAL MEETING
AND
EXPLANATORY MEMORANDUM**

DATE OF MEETING

WEDNESDAY 12 NOVEMBER 2014

TIME OF MEETING

11.30AM (MELBOURNE TIME)

PLACE OF MEETING

**BDO MELBOURNE
LEVEL 14, 140 WILLIAM STREET
MELBOURNE VICTORIA AUSTRALIA**

AGENIX LIMITED

ACN 009 213 754

NOTICE OF MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Agenix Limited ("the Company") will be held at the BDO Melbourne Boardroom, Level 14, 140 William Street, Melbourne, Victoria, Australia on Wednesday 12 November 2014 at 11:30 am (Melbourne time).

AGENDA

ORDINARY BUSINESS

REPORTS

To receive the Financial Report and the Reports of the Directors and Auditors for the year ended 30 June 2014.

RESOLUTION 1

Adoption of Remuneration Report

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

"That, pursuant to and in accordance with section 250R (2) of the Corporations Act the Directors' Remuneration Report, as contained within the Directors' Report, and remuneration policies disclosed therein be adopted."

Note: The vote on this resolution is advisory only and does not bind the directors or the Company.

As required by the Corporations Act, no member of the Company's key management personnel, details of whose remuneration are included in the Remuneration Report, or a closely related party of any such member may vote in any capacity (eg: as a shareholder, proxy or corporate representative) on proposed Resolution 1 unless:

- the person votes as a proxy appointed by writing that specifies how the person is to vote on proposed Resolution 1; and
- the vote is not cast on behalf of any such member or closely related party of any such member.

RESOLUTION 2

Issue of Securities to a Director in lieu of Directors Fees – Mr Craig Graeme Chapman

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

"That, for the purposes of Section 208 of the Corporations Act 20001 and Listing Rule 10.11 and all other purposes, Shareholders approve the issue of up to the equivalent of \$46,000 in Ordinary Shares, but not exceeding 3,172,413 Ordinary Shares to Reefpeak Pty Ltd a company associated with Mr Craig Graeme Chapman in lieu of Director's Fees at \$0.0145 per share under the terms which are set out in the Explanatory Memorandum"

Voting Exclusion Statement

The Company will disregard any votes cast on this resolution by:

- Reefpeak Pty Ltd and or Mr Craig Graeme Chapman; and
- Any associate of Reefpeak Pty Ltd and Mr Craig Graeme Chapman.

However the Company need not disregard a vote on the resolution if:

- it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- 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.

ITEM 3 - OTHER BUSINESS

To deal with any other business which may generally be brought forward in accordance with the Company's Constitution and the Corporations Act 2001 (Cth).

By order of the Board

Gary Taylor

Gary Taylor

Company Secretary

NOTES

1. For the purposes of Regulation 7.11.37 of the Corporations Regulations 2001, the Directors have determined that the voting entitlements for the purposes of the Meeting will be based on the registered holdings as at 7:00pm (AEST) on 10 November, 2014. Accordingly those persons will be entitled to attend and vote at the meeting.
2. You may vote by attending the Meeting in person, by proxy, attorney or authorised representative.
3. Proxies given by any corporate shareholder must be executed in accordance with its constitution, or under the hand of a duly authorised officer or attorney.
4. A proxy form is enclosed with this Notice. If an additional proxy form is required, the Company's share registry will supply it on request.
5. Each shareholder entitled to attend and vote at the Meeting has the right to appoint a proxy. A shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, then each proxy may exercise one-half of the votes. Fractions of votes will be disregarded. A proxy need not be a shareholder of the Company.
6. To be effective, the Company must receive the completed proxy form and, if the form is signed by the shareholder's attorney, the authority under which the proxy form is signed (or a certified copy of the authority), by no later than 48 hours before the meeting at its share registry, Advanced Share Registry Services:

Post- PO Box 1156 Nedlands WA 6909
Fax- +61 (0) 8 9389 7871
7. Alternatively, you may vote online at www.advancedshare.com.au.

AGENIX LIMITED

ACN 009 213 754

EXPLANATORY MEMORANDUM

This Explanatory Memorandum is intended to provide shareholders with sufficient information to assess the merits of the resolutions contained in the accompanying Notice of Annual General Meeting (**Notice**) of the Company.

The Directors of the Company (**Directors**) recommend shareholders read the Explanatory Memorandum in full before making any decision in relation to the resolutions.

No investment advice

This Explanatory Memorandum does not constitute financial product advice and it does not purport to contain all the information that a prospective investor may require in evaluating a possible investment in the Company. This Explanatory Memorandum has been prepared without taking account of any person's particular investment objectives, financial situation or needs.

Responsibility statement

Except as expressly set out below, this Explanatory Memorandum and the accompanying Notice have been prepared by the Company and are its responsibility alone.

You should read this document carefully.

Disclosures regarding forward looking matters

This Explanatory Memorandum may contain certain forward looking statements. Forward looking statements can generally be identified by the use of forward looking words such as "anticipate", "believe", "expect", "project", "forecast", "estimate", "likely", "intend", "should", "will", "could", "may", "target", "plan" and other similar expressions within the meaning of securities laws of applicable jurisdictions. Indications of, and guidance on outlook or performance are also forward looking statements. The forward looking statements contained in this Explanatory Memorandum involve known and unknown risks and uncertainties and other factors, many of which are beyond the control of the Company, and may involve significant elements of subjective judgment and assumptions as to future events which may or may not be correct. There can be no assurance that actual outcomes will not differ materially from these forward looking statements.

Copies of this Explanatory Memorandum and the Notice have been lodged with ASX for the purposes of Listing Rule 15.1.4. Neither ASX nor any of its officers take any responsibility for the contents of this Explanatory Memorandum and the Notice.

Role of ASIC and ASX

Copies of this Explanatory Memorandum and the accompanying Notice have been lodged with ASIC for the purposes of paragraph 74.62 of ASIC Regulatory Guide 74. Neither ASIC nor any of its officers take any responsibility for the contents of this Explanatory Memorandum and the Notice.

Glossary

Unless otherwise defined in this document, capitalised terms have the meaning set out in the Glossary at the end of this Explanatory Memorandum.

Explanatory Information – Please read carefully

The following information should be noted in respect of the various matters in the accompanying Notice:

REPORTS

Section 317 of the Corporations Act 2001 requires that each of the Financial Reports which includes the Directors' Report, Financial Statements, Auditors Report and Directors' Declaration for the last Financial Year be laid before the meeting.

The reports referred to in the Notice of Annual General Meeting have been sent to Shareholders who have requested to receive a copy. If you have elected not to receive a hard copy of the Annual Report it can be found on the Company's website www.agenix.com under the heading 'Annual Reports'.

Shareholders will have a reasonable opportunity at the meeting to ask questions and make comments on these Reports and on the business and operations of the Company. Shareholders will also be given a reasonable opportunity to ask the Auditor questions about the Auditor's Report and the conduct of the audit of the Financial Statements.

No resolution is required to be moved in respect of this Item. There is no requirement either in the Corporations Act or in the Company's Constitution for members to approve the Financial Statements, the Directors' Report or the Auditor's Report.

RESOLUTION 1 – Adoption of Remuneration Report

Pursuant to Section 250R (2) of the Corporations Act, a resolution adopting the Remuneration Report contained within the Directors' Report must be put to the vote.

Shareholders are advised that pursuant to Section 250R (3) of the Corporations Act, this resolution is advisory only and does not bind the Directors or the Company.

The Remuneration Report is set out within the Directors' Report.

The Report:

- explains the Board's policy for determining the nature and amount of remuneration of executive and non-executive Directors and senior executives of the Company;
- sets out remuneration details for each Director and up to the 5 most highly remunerated senior executives of the Company;
- details and explains any performance conditions applicable to the remuneration of executive Directors and senior executives of the Company; and
- provides an explanation of the option-based compensation payments for each Director and senior executives of the Company.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the meeting.

The Chairman will vote any undirected proxies in favour of the resolution except if the proxy is from a shareholder who is also part of Key Management Personnel (KMP) or a related party of the KMP and the proxy appointment expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

Where shareholders do not direct their proxies either in favour or against the resolution those proxies will be disregarded for the purpose of the count in respect of the resolution.

As the directors are precluded from voting on this item of business, they make no recommendation as to how members should vote on this resolution.

RESOLUTION 2 –Issue of securities to a director in lieu of directors fees – Mr Craig Graeme Chapman

The Company has agreed, subject to obtaining Shareholder approval, to allot and issue a total of \$46,000 worth of fully paid ordinary shares in lieu of Director's Fees in the capital of the Company to Mr Craig Graeme Chapman and or his nominee, a related party, on the terms and conditions set out below.

For a public company, or an entity that the public company controls, to give a financial benefit to a related party of the public company, the public company or entity must:

- (a) obtain the approval of the public company's members in the manner set out in Sections 217 to 227 of the Corporations Act; and
- (b) give the benefit within 15 months following such approval, unless the giving of the financial benefit falls within an exception set out in Sections 210 to 216 of the Corporations Act.

In addition, ASX Listing Rule 10.11 also requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained unless an exception in ASX Listing Rule 10.12 applies. Listing Rule 10.13.3 requires the shares to be issued within one month after the date of approval by shareholders in general meeting. Mr Chapman has agreed to escrow the securities to be issued

under this Resolution while he remains a director of the Company or for 12 months, whichever occurs first in time.

The issue of the Ordinary Shares to a Related Party requires the Company to obtain Shareholder approval because the grant of Ordinary Shares to a Director constitutes giving a financial benefit and as a Director, Mr Chapman is a related party of the Company. It is the view of the Directors that the exceptions set out in Sections 210 to 216 of the Corporations Act and ASX Listing Rule 10.12 may not apply in the current circumstances. Accordingly, Shareholder approval is sought for the grant of Ordinary Shares to the Related Party.

Pursuant to and in accordance with the requirements of Sections 217 to 227 of the Corporations Act and ASX Listing Rule 10.13, the following information is provided in relation to the proposed grant of Ordinary Shares:

Related Party	
Maximum number of Ordinary Shares to be issued pursuant to this resolution	3,172,413
Issue Price per Ordinary Share	\$0.0145
Maximum value of financial benefit to be provided	\$46,000
The Ordinary Shares will be issued within one month of obtaining shareholder approval in accordance with ASX Listing Rule 10.13.3	

The Ordinary Shares set out above are being issued in lieu of Directors Fees for the current year which will assist in preserving the Company's cash. The shares issued will be fully paid ordinary shares in the capital of the Company and on the same terms as the Company's existing shares, except that the shares will be subject to a voluntary escrow for a period of twelve months or ceasing to act as a Director, whichever occurs first. The issue price has been determined by reference to the average volume weighted share price for the six months ended 31 August 2014.

Retirement of director by rotation – Datuk Anthony Lee

As stated in the 2014 Annual Report Mr Lee was granted the title of Datuk in Malaysia for services rendered to his home state. The Board recognises and congratulates this significant achievement. As a result Datuk Lee has determined that following the successful exit from our China operations he would not offer himself for re-election as a Director of the Company and has formally notified the Company in writing as required by the Constitution. He has been a non-executive Director since August 2007.

Datuk Lee has been instrumental in the involvement with our China operations, providing guidance and insight to the complexity of the Chinese legal systems and knowledge of local laws.

The matters regarding our China operations are coming to a close. Datuk Lee will remain a Director of the subsidiary until it has obtained all regulatory approvals required in China to cease operations.

It is the intention of the Company to reimburse Datuk Lee on a time spent basis during this time, but not exceeding the amount that he would have been otherwise entitled to as a non-executive Director.

The Board would like to thank Datuk Lee for his services as a Director during which time he has shown exemplary skills in all facets of being a non-executive Director.

Article 13.5 of the Company's Constitution provides that at each Annual General Meeting one-third of the Directors (except for the Managing Director), or, if their number is not three or a multiple of three then the number nearest but not exceeding one-third, shall retire from office by rotation. The Directors to retire in every year shall be those who have been longest in office since their last election but as between persons who became Directors on the same day shall (unless they otherwise agree between themselves) be determined by lot. As Datuk Lee was due to retire by rotation at this Annual General Meeting, it is considered that no other Directors are required to retire at this time in accordance with the Company's Constitution.

GLOSSARY

In this Explanatory Memorandum:

\$ or AUD means Australian dollars.

ASX means ASX Limited ACN 008 624 691 or the Australian Securities Exchange, as the context requires.

ASIC means Australian Securities and Investments Commission.

ASTC Settlement Rules means the ASTC Settlement Rules from time to time issued by ASX Settlement Pty Limited.

Board means the board of the Company.

Company means Agenix Limited ACN 009 213 754.

Constitution means the Constitution of the Company approved by Shareholders on 17 April 2007.

Corporations Act means the Corporations Act 2001 (Cth).

Director means a director of the Company.

Explanatory Memorandum means the explanatory memorandum accompanying the Notice.

Key Management Personnel means the Directors, officers and other employees set out in the Remuneration Report for the year ended 30 June 2013.

Group means the Company and each related body corporate of the Company.

Listing Rules or **ASX Listing Rules** means the official listing rules of ASX.

Meeting or **Annual General Meeting** means the annual general meeting convened by the Notice.

Notice means the notice of meeting accompanying this Explanatory Memorandum.

Ordinary Shares means a Share in the Company which is quoted on the ASX.

Share means an ordinary fully paid share in the capital of the Company.



☐ **Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'x') should advise your broker of any changes.

Form of Proxy

Please mark ☒ to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

PLEASE NOTE: THIS PROXY IS SOLICITED ON BEHALF OF THE MANAGEMENT OF AGENIX LIMITED ACN 009 213 754 (THE "COMPANY") FOR USE AT THE MEETING OF THE SHAREHOLDERS OF THE COMPANY TO BE HELD AT BDO MELBOURNE, LEVEL 14, 140 WILLIAM STREET, MELBOURNE VIC 3000 ON WEDNESDAY 12 NOVEMBER 2014 AT 11:30AM (AEDT) OR ANY ADJOURNMENT THEREOF (THE "MEETING").

I/We being a member/s of Agenix Limited hereby appoint

the Chairman
of the meeting

OR

PLEASE NOTE: If you leave the section blank, the Chairman of the Meeting will be your proxy.

or failing the individual(s) or body corporate(s) named, or if no individual(s) or body corporate(s) is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions at the Meeting and at any adjournment of that meeting.

With respect to any amendment or variations to the matters identified in the Notice of Meeting and any other matters which may properly come before the Meeting, I/we confer discretionary authority on the person voting on behalf of me/us to vote as that person sees fit. At the time of printing this Form of Proxy, management knows of no such amendment, variation or other matter.

STEP 2 Items of Business



PLEASE NOTE: If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item on a show of hands or on a poll and your votes will not be counted in computing the required majority on that item.

If you wish to indicate how your proxy is to vote, please tick the appropriate places below.

FOR AGAINST ABSTAIN

Resolution 1 – Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 – Issue of Securities to Craig Chapman in lieu of Directors Fees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If no choice is specified, the shareholder is conferring discretionary authority on the proxy to vote at his or her discretion. However, the Chairman intends to vote FOR each of the resolutions other than to adopt the Remuneration Report for which no vote will be cast by the Chairman.

SIGN

Signing by member

This section **must** be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Member 1

Sole Director and Sole Secretary

Member 2 (if joint holding)

Director/Company Secretary

Member 3 (if joint holding)

Director

/ /

Date

Lodge your vote:



By Mail:

Advanced Share Registry Limited
PO Box 1156
Nedlands WA 6909

Alternatively you can fax your form to
Facsimile: +61 (0) 8 9262 3723

For Online Vote

www.advancedshare.com.au

For all enquiries call:

Telephone: +61 (0) 8 9389 8033

Email: admin@advancedshare.com.au

Proxy Form

Instructions

1. Every shareholder has the right to appoint some other person or company of their choice, who need not be a shareholder, to attend and act on their behalf at the meeting. If you wish to appoint a person or company other than the Chairman, please insert the name of your proxyholder(s) in the space provided (see reverse).
2. If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc), then all those registered should sign this proxy. If you are voting on behalf of a corporation or another individual you may be required to provide documentation evidencing your power to sign this proxy with signing capacity stated.
3. This proxy should be signed in the exact manner as the name that appears on the proxy.
4. If a shareholder appoints two proxies, each proxy may be appointed to represent a specific proportion of the shareholder's voting rights. If such appointment is not made then each proxy may exercise half of the shareholder's voting rights. Fractions shall be disregarded.
5. Completion of a proxy form will not prevent individual shareholders from attending the Meeting in person if they wish. Where a shareholder completes and lodges a valid proxy form and attends the Meeting in person, then the proxy's authority to speak and vote for that shareholder is suspended while the shareholder is present at the Meeting.
6. To be effective, proxies must be delivered by shareholders as follows:
Shareholders must deliver their proxies prior to 7:00pm (AEDT) on 10 November 2014 by mail to PO Box 1156, Nedlands, 6909, Western Australia or by facsimile at +61 (0) 8 9262 3723 or deliver to the Advanced Share Registry at 110 Stirling Hwy, Nedlands, Western Australia, 6009.
7. For the purposes of Regulation 7.11.37 of the Corporations Regulations the Company determines that shareholders holding shares at 7.00pm (AEDT) on 10 November 2014 will be entitled to attend and vote at the Meeting.
8. The Chairman intends to vote in favour of all resolutions set out in the Notice of Meeting.
9. This proxy confers discretionary authority in respect of amendments to matters identified in the Notice of Meeting or other matters that may properly come before the Meeting.
10. This proxy should be read in conjunction with the accompanying documentation provided by management of the Company.
11. The shares represented by this proxy will be voted or withheld from voting in accordance with the instructions of the shareholder on any poll that may be called for, and if the shareholder has specified a choice in respect of any matter to be acted upon, the shares will be voted accordingly.

Turn over to complete the form →



CHECK OUT OUR WEBSITE at
www.advancedshare.com.au

- Check all holdings by using HIN/SRN
- Update your holding details
- Reprint various documents online