

# ISENTRIC LIMITED

ACN 091 192 871

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of ISentric Limited (*Company*) will be held at the New South Wales Bowlers Club, Anzac Room, Level 2, 99 York Street, Sydney, New South Wales, on the 27th November, 2015 at 1.00pm.

### **BUSINESS:**

#### **A. Accounts and Reports:**

To table the financial report and accounts of the Company and the related reports of the directors and auditors for the year ended 30 June 2015 and to provide members with the opportunity to raise any issues or ask any questions generally of the Directors.

#### **B. Resolutions:**

Resolution 1 will be proposed as a non-binding resolution. Resolutions 2, 3, 4 & 5 will be proposed as ordinary resolutions. Resolution 6 will be proposed as a special resolution.

#### **1. Adoption of Remuneration Report**

*“That for the purpose of section 250R (2) of the Corporations Act and for all other purposes, the Remuneration Report for the financial year ended 30 June 2015 be adopted.”*

#### **2. Re-election of Mr Lim Keong Yew**

*“That Mr Lim Keong Yew a Director retiring by rotation in accordance with the Company’s Constitution and being eligible and having signified his candidature for the Office, be and is hereby elected as a Director of the Company.*

#### **3. Re-election of Mr Lee Chin Wee**

*“That Mr Lee Chin Wee a Director retiring by rotation in accordance with the Company’s Constitution and being eligible and having signified his candidature for the Office, be and is hereby elected as a Director of the Company.*

**4. To confirm the appointment of Mr Chee Hong Hor as a Director**

*“That, for the purpose of Section 201H (3) of the Corporations Act and for all other purposes, the Company approve and confirm the appointment of Mr Chee Hong Hor as a Director of the Company on the 22 June, 2015*

**5. To confirm the appointment of Mr Timothy Monger as a Director**

*“That, for the purpose of Section 201H (3) of the Corporations Act and for all other purposes, the Company approve and confirm the appointment of Mr Timothy Monger as a Director of the Company on the 25 September, 2015.*

**6. Approval of 10% Placement Capacity**

*‘That pursuant to and in accordance with Listing Rule 7.1A and for all other purposes, approval be given for the issue of equity securities of up to 10% of the issued capital of the Company (at the time of the issue or the agreement to issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Memorandum.’*

By Order of the Board



**Gary Stewart**  
Company Secretary

Date: 19th October, 2015

## EXPLANATORY NOTES

These Explanatory Notes form part of the Notice of Annual General Meeting dated 19th October, 2015 and should be read in conjunction with that Notice as these Explanatory Notes contain important information on the proposed Resolutions.

### **A. Accountants and Reports:**

The financial report, directors' report and auditor's report for the Company for the year ended 30 June 2015 will be laid before the meeting. There is no requirement for shareholders to approve those reports. However, the Chairman will allow a reasonable opportunity for shareholders to ask questions or make comments about those reports and the management of the Company. Shareholders will also be given a reasonable opportunity to ask the auditor questions about the conduct of the audit and the preparation and content of the auditor's report.

### **B. Resolutions:**

#### **1. Resolution 1 – Adoption of the Remuneration Report**

The Company is required to include in its Directors Report a detailed Remuneration Report relating to Director's and Executives' remuneration. Section 300A of the *Corporations Act 2001* sets out the information to be included in the Remuneration Report. A copy of the report appears in the Company's Annual Report for the year ended 30 June 2015.

Sections 249L(2) and 250R(2) of the *Corporations Act 2001* require that a resolution that the Remuneration Report be adopted be put to a vote of shareholders at the Company's Annual General Meeting. The vote on this resolution is advisory to the Company only and does not bind the Board.

Under Section 250SA of the *Corporations Act 2001*, shareholders must be given a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report. This is in addition to any questions or comments that shareholders may have in relation to the management of the Company.

#### **1.1. Application of the two strikes rule**

The recent amendments to the Corporations Act provide that if the Company's remuneration report receives a 'no' vote of 25% or more at two consecutive annual general meetings, a resolution must then be put to shareholders at the second annual general meeting as to whether another meeting should be held (within 90 days) at which all directors (other than the managing director) who were in office at the date of approval of the applicable remuneration report, must stand for re-election.

## 1.2. Voting Prohibition

A vote on Resolution 1 must not be cast by or on behalf of either of the following persons:

- (a) a member of the key management personnel details of whose remuneration are included in the remuneration report; or
- (b) a closely related party of such a member.

However, a person described above may cast a vote on the resolution if:

- (c) The person does so as a proxy appointed by writing that specifies how the proxy is to vote on the proposed resolution; and
- (d) The vote is not cast on behalf of a person described in subparagraphs (a) or (b) above.

**Key management personnel** (KMP) has the same meaning as in the accounting standards and includes those persons with the authority and responsibility for planning, directing and controlling the activities of the Company (whether directly or indirectly) and includes any director of the Company.

**Closely related party** of a member of the key management personnel means:

- a spouse or child of the member; or
- a child of the member's spouse; or
- a dependent of the member or of the member's spouse; or
- 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 entity; or
- a company the member controls; or
- a person prescribed by the *Corporations Regulations 2011* (Cth).

## 1.3. Important notice regarding appointment of proxies in relation to Resolution 1

For the purposes of sections 250R(2) and 250BD(1) of the Corporations Act 2001 (Cth), a vote must not be cast (in any capacity) by or on behalf of the Company's key management personnel (including the Directors), details of whose remuneration are included in the Remuneration Report (KMP) or their closely related parties, whether as a

shareholder or as a proxy except that a vote may be cast on Resolution 1 by a KMP, or a closely related party of a KMP, if the vote is cast as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 1 and the vote is not cast on behalf of a KMP or a closely related party of a KMP.

If the Chairman of the Meetings is your proxy or is appointed as your proxy by default, and you do not direct your proxy how to vote in respect of Resolution 1 on the proxy form, you will be expressly authorising the Chairman of the Meetings to exercise your proxy even if Resolution 1 is connected directly or indirectly with the remuneration of KMP.

The Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 1.

## **2. Resolution 2 – Re-election of Mr Lim Keong Yew**

The Constitution requires one third of directors (except for the Managing Director) are to retire each year (by rotation). Mr Lim Keong Yew retires this year in accordance with this rule and is permitted to seek re-election.

Mr Lim Keong Yew has been the Chairman of the Company since its listing on the ASX. He is also the Managing Director & Chief Executive Officer of Donaco Limited, a Director of Malahon Securities and the Principal of the Slingshot Group of Companies. Mr Lim Keong Yew has vast experience in strategic investments and corporate affairs.

The Board recommends to shareholders the re-election of Mr Lim Keong Yew.

## **3. Resolution 3 – Re-election of Mr Lee Chin Wee**

The Constitution requires one third of directors (except for the Managing Director) to retire each year (by rotation). Mr Lee Chin Wee retires this year in accordance with this rule and is permitted to seek re-election.

Mr Lee Chin Wee is a founder of the company and current Chief Executive Officer. Mr Lee Chin Wee has extensive experience in all facets of the company and the industry.

The Board recommends to shareholders the re-election of Mr Lee Chin Wee.

## **4. To confirm the appointment of Mr Chee Hong Hor as a Director**

Pursuant to section 201H (3) of the Corporations Acts, if a person is appointed by the Directors as a director of the Company, the Company must confirm the appointment by

resolution at the Company's next Annual General Meeting. If the appointment is not confirmed, the person ceases to be a director of the Company at the end of the Annual General Meeting.

On the 22 June, 2015, the Directors appointed Mr Chee Hong Hor as a Director of the Company. Section 201H (3) of the Corporations Act requires the appointment of Mr Chee Hong Hor as a Director to be confirmed by ordinary resolution. If such resolution is not obtained, Mr Chee Hong Hor's appointment will cease at the end of the Annual General Meeting.

Mr Chee Hong Hor has extensive experience in IT and engineering and has been the CEO Mexter Technology on the Malaysian ACE market and Redhot Medial International which listed on the AIM of the London Stock Exchange.

The Directors, other than Mr Chee Hong Hor, recommend that shareholder vote in favour of the resolution. The Chairman intends to vote undirected proxies in favour of the resolution.

#### **5. To confirm the appointment of Mr Timothy Monger as a Director**

Pursuant to section 201H (3) of the Corporations Acts, if a person is appointed by the Directors as a director of the Company, the Company must confirm the appointment by resolution at the Company's next Annual General Meeting. If the appointment is not confirmed, the person ceases to be a director of the Company at the end of the Annual General Meeting.

On the 25 September, 2015, the Directors appointed Mr Timothy Monger as a Director of the Company. Section 201H (3) of the Corporations Act requires the appointment of Mr Monger as a Director to be confirmed by ordinary resolution. If such resolution is not obtained, Mr Monger's appointment will cease at the end of the Annual General Meeting.

Mr Monger has a wealth of experience in Corporate Financing and Banking including KPMG and the National Australia Bank. Mr Monger is the principal of Odyssey Capital Partners and Odyssey Capital Funds.

The Directors, other than Mr Monger, recommend that shareholder vote in favour of the resolution. The Chairman intends to vote undirected proxies in favour of the resolution.

#### **6. Resolution 6 – Approval of 10% Placement Capacity**

ASX Listing Rule 7.1A enables an eligible entity to issue equity securities up to 10% of its issued share capital (at the time of the issue or the agreement to issue) through

placements over a 12-month period after the annual general meeting (*10% Placement Capacity*). The 10% Placement Capacity is in addition to the Company's 15% placement capacity pursuant to Listing Rule 7.1.

The effect of Resolution 6 will be to allow the Directors to issue equity securities under Listing Rule 7.1A during the period of 12 months following the Annual General Meeting without using the Company's 15% placement capacity under Listing Rule 7.1.

An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity.

The Company hereby seeks shareholder approval by way of a special resolution to have the ability to issue equity securities under the 10% Placement Capacity.

The exact number of equity securities that may be issued pursuant to the 10% Placement Capacity will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 which provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12-month period after the date of the annual general meeting, a number of equity securities calculated as follows:

$$(A \times D) - E$$

where:

**A** is the number of fully paid ordinary securities on issue 12 months before the date of issue or agreement:

- plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;
- plus the number of partly paid shares that became fully paid in the 12 months;
- plus the number of fully paid shares issued in the 12 months with approval of holders of shares under Listing Rule 7.1 or 7.4. This does not include an issue of fully paid shares under the Company's 15% placement capacity without shareholder approval;
- less the number of fully paid shares cancelled in the 12 months;

Note that A has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

**D** is 10%

**E** is the number of equity securities issued or agreed to be issued under rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are *not* issued with the approval of holders of ordinary securities under rule 7.1 or 7.4.

Any equity securities issued under the 10% Placement Capacity must be in an existing quoted class of the Company's equity securities. The Company presently has only one class of quoted securities being fully paid ordinary shares.

If the Company issues any equity securities under the 10% Placement Capacity, the entity must, pursuant to Listing Rules 7.1A (4) and 3.10.5A:

- (a) give to the ASX a list of the allottees of the equity securities and the number of equity securities to be allotted to each (but this list is not required to be released to the market); and
- (b) disclose to the market the details of the dilution to the existing holders of ordinary securities caused by the issue; where the equity securities are issued for cash consideration, a statement of the reasons why the eligible entity issued the equity securities as a placement rather than as a pro rata issue; the details of any underwriting arrangements and fees payable to the underwriter; and any other fees or costs incurred in connection with the issue.

#### **6.1. Minimum Price**

The issue price of each such security must be no less than 75% of the volume weighted average price for securities in that class calculated over the 15 trading days on which trades in that class were recorded immediately before:

- (a) the date on which the price at which the securities are to be issued is agreed; or
- (b) if the securities are not issued within 5 trading days of the date in paragraph (a), the date on which the securities are issued.

#### **6.2. Risk of economic and voting dilution of existing ordinary security holders**

If Resolution 6 is approved and the Company issues equity securities under the 10% Placement Capacity, there is a risk that:

- 6.2.1 the market price for the Company's equity securities may be significantly lower on the date of the issue of the equity securities than on the date of the Annual General Meeting; and
- 6.2.1 the equity securities may be issued at a price that is at a discount to the market price for the Company's equity securities on the issue date,

which may have an effect on the amount of funds raised by the issue of the equity securities.

The table below shows the dilution effect of existing ordinary security holders and the funds raised where:

- (a) the number of ordinary securities for variable 'A' calculated in accordance with the formula in Listing Rule 7.1A(2) is:
- (b) as at the date of this Notice;
- (c) assuming variable 'A' is double the figure as at the date of this Notice; and
- (d) assuming variable 'A' is 50% greater than the figure as at the date of this Notice.
- (e) the issue price:
- (f) is the same as the issue price of the Shares as at 19th October, 2015;
- (g) has decreased by 50% from the issue price; and
- (h) has increased by 100% from the issue price.

Share Capital (ASX L.R 7.1A.2)		\$0.7500 50 % decrease in Market Price	\$0.1500 Market Price	\$0.3000 100% increase in Market Price
Current Variable A  135,703,703	10 % Voting Dilution	13,570,370	13,570,370	13,570,370
	Funds raised	\$1,017,778	\$2,035,556	\$4,071,111
50% increase in Variable A  203,555,555	10% Voting Dilution	20,355,555	20,355,555	20,355,555
	Funds raised	\$1,526,667	\$3,053,333	\$6,106,667
100% increase in Variable A  271,407,406	10% Voting Dilution	27,140,741	27,140,741	27,140,741
	Funds raised	\$2,035,556	\$4,071,111	\$8,142,222

The table has been prepared on the following assumptions:

- (i) The Company issues the maximum number of equity securities available under the 10% Placement Capacity.

6.2.3 No options (including any options issued under the 10% Placement Capacity) are exercised into shares before the date of the issue of equity securities.

- 6.2.4 The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue.
- 6.2.5 The table does not show examples of dilution that may be caused to a particular shareholder by reason of placements under the 10% Placement Capacity based on that shareholder's holding at the date of the Annual General Meeting.
- 6.2.6 The table shows only the effect of issue of equity securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
- 6.2.7 The issue of equity securities under the 10% Placement Capacity consists only of shares.

### **6.3. Timing**

The Company may only issue equity securities pursuant to the 10% Placement Capacity within 12 months of the date of this Annual General Meeting. Further, the approval will cease to be valid in the event that shareholders approve a transaction under Listing Rule 11.1.2 or 11.2.

### **6.4 Use of Funds**

The Company may use the funds raised from the issue of equity securities pursuant to the 10% Placement Capacity for working capital and to identify and assess potential growth opportunities.

Subject to satisfaction of any other applicable regulatory requirements, the Company may also issue securities for non-cash consideration for the acquisition of new assets and investments. In such circumstances, the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3.

### **6.5 Previous issues pursuant to Rule 7.1A**

The Company has previously obtained Shareholder approval in relation to Listing Rule 7.1A.

The total number of Equity Securities issued by the Company in the 12 months preceding the date of the Meeting is 58,956,741, representing 76.82 % of the total number of Equity Securities on issue at the commencement of the 12 month period.

Details of all issues of equity securities by the Company during the 12 months preceding the date of the Meeting are as follows:

Date of Issue	Number of Equity Securities	Class of Equity Securities	Recipients or basis of which recipients was determined	Issue Price and discount to market (if applicable)	Form of Consideration/ Amount Raised & Spent/ Intended Use of Funds
28 November, 2014	616,000	Fully Paid Ordinary Shares <sup>1</sup>	Odyssey Capital Pty Ltd	\$0.25 per share	Non-cash consideration  Issued in consideration of the Financial Services Agreement and approved by Shareholders at the Annual General Meeting on the 27 November, 2014
23 December, 2014	19,340,741	Fully Paid Ordinary Shares	Part Cash component for the Acquisition of Arte Mobile Technology Pte Ltd	\$0.225 per share	Non-cash consideration  Current Value: \$2,901,111.16  Part Cash component for the Acquisition of Arte Mobile Technology Pte Ltd
5 February, 2015	38,000,000	Fully Paid Ordinary Shares <sup>1</sup>	Part consideration for the purchase of Arte Mobile Technology Pte Ltd as approved by the Shareholders at the General Meeting on the 28 January, 2015	\$0.225 cents per share	Non-Cash consideration Current Value: \$5,700,000.00 Part consideration for the purchase of Arte Mobile Technology Pte Ltd as approved by the Shareholders at the General Meeting on the 28 January, 2015
28 April, 2015	1,000,000	Fully Paid Ordinary Shares <sup>1</sup>	YQ Global Ltd	\$0.25 cents per share	Non cash consideration  Part consideration for services rendered between YQ Global and the company

1. Fully Paid Ordinary Shares: pursuant to the terms set out in the constitution

## 6.5 Allocation Policy

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Capacity. The identity of the allottees of equity securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:

- 6.5.1. the methods of raising funds that are available to the Company including but not limited to rights issues or other issues in which existing security holders can participate;
- 6.5.2 the effect of the issue of the equity securities on the control of the Company;
- 6.5.3 the financial situation and solvency of the Company; and
- 6.5.4 advice from corporate, financial and broking advisors (if applicable).

The allottees under the 10% Placement Capacity have not been determined as at the date of this Notice, but may include existing substantial shareholders and/or new shareholders who are not related parties or associates of a related party of the Company.

Further, if the Company is successful in acquiring new assets or investments, it is likely that the allottees under the 10% Placement Capacity will be the vendors of the new assets or investments.

## **6.6 Previous issues pursuant to Rule 7.1A**

The Company obtained approval at the 2014 Annual General Meeting.

## **6.7 Voting Exclusion Statement**

The Company will disregard any votes cast on this Resolution 6 by a person (and any associates of such a person) who may participate in the 10% Placement Capacity and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of Shares, if this Resolution is passed.

However, the Company will not disregard a vote if:

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

At the date of this Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class or existing security holder to participate in the issue of the equity securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in this Notice.

## GENERAL NOTES

### Entitlement to Vote

The Company has determined in accordance with Part 7.11 of the Corporations Regulations that for the purpose of voting at the meeting, shares will be taken to be held by those persons recorded on the Company's register as at 7.00pm Australian Eastern Daylight Time on 25th November, 2015.

### Corporate Representatives

For a corporate representative to vote, they will require a Certificate of Appointment of Corporate Representative executed in accordance with the *Corporations Act*.

### Voting

On a show of hands, every member present in person or by proxy or by attorney or, in the case of a corporation, by duly appointed representative, shall have one vote and on a poll one vote for every share held provided that if a member appoints two proxies or two attorneys, neither proxy nor attorney shall be entitled to vote on a show of hands.

### Proxies

A member entitled to attend and vote at the Annual General Meeting may appoint one or two persons to attend and vote at the meeting as the member's proxy. If you wish to appoint a second proxy you will need to complete a second form. Link Market Services will provide additional proxy forms upon request.

A proxy need not be a member. If two proxies are appointed, each proxy must be appointed to represent a specified proportion of the member's voting rights. If the vote split is not specified, it is deemed to be equally divided between the two proxies.

To be effective, proxy forms must be received by the registry:

**In person:** Link Market Services  
Level 12 680 George Street,  
Sydney NSW 2000

**By mail**  
**(reply paid envelope enclosed);** Link Market Services  
Locked Bag A 14  
Sydney South NSW 1235

**By fax:** Link Market Services  
02.9287.0309

By no later than 1.00 pm Australian Eastern Daylight Time on 25<sup>th</sup> November, 2015.

You may submit your proxy form online at [investorcentre.linkmarketservices.com.au](http://investorcentre.linkmarketservices.com.au). You will need your Security holder Reference Number (SRN) or Holder Identification Number (HIN), which is printed on the attached proxy form.

Shareholders and their proxies should note that new sections 250BB and 250BC of the Corporations Act apply to voting by proxy. In particular:

- (a) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote as directed;
- (b) if the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands; and
- (c) if the proxy is the chair of the meeting at which the resolution is voted on, the proxy must vote on a poll and must vote as directed; and
- (d) if the proxy is not the chair, the proxy need not vote on a poll, but if the proxy does so, the proxy must vote as directed.

If a proxy is also a member, this subsection does not affect the way that the person can cast any votes they hold as a member.

If an appointment of a proxy specifies the way the proxy is to vote on a particular resolution and

- (a) the appointed proxy is not the chair of the meeting;
- (b) at the meeting, a poll is duly demanded on the resolution and either of the following applies:
  - (i) the proxy is not recorded as attending the meeting;
  - (ii) the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

**LODGE YOUR VOTE**

 **ONLINE**  
www.linkmarketservices.com.au

 **BY MAIL**  
iSentric Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia

 **BY FAX**  
+61 2 9287 0309

 **BY HAND**  
Link Market Services Limited  
1A Homebush Bay Drive, Rhodes NSW 2138; or  
Level 12, 680 George Street, Sydney NSW 2000

 **ALL ENQUIRIES TO**  
Telephone: +61 1300 554 474



**X999999999999**

**PROXY FORM**

I/We being a member(s) of iSentric Limited and entitled to attend and vote hereby appoint:

**APPOINT A PROXY**

**the Chairman of the Meeting (mark box)**

**OR** if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **1:00pm on Friday, 27 November 2015 at New South Wales Bowlers Club, Anzac Room, Level 2, 99 York Street, Sydney, New South Wales** (the Meeting) and at any postponement or adjournment of the Meeting.

**Important for Resolution 1:** If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 1, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

**The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.**

**VOTING DIRECTIONS**

**Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an .**

**Resolutions**

	For	Against	Abstain*		For	Against	Abstain*
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5 To confirm the appointment of Mr Timothy Monger as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Mr Lim Keong Yew	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	6 Approval of 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Mr Lee Chin Wee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
4 To confirm the appointment of Mr Chee Hong Hor as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

 \* 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.

**SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED**

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)




Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).



## HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

### YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

### APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

### DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares 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 shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, 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.

### APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as 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 share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares 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; and
- (b) return both forms together.

### SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

**Individual:** where the holding is in one name, the holder must sign.

**Joint Holding:** where the holding is in more than one name, either shareholder may sign.

**Power of Attorney:** to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

### LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **1:00pm on Wednesday, 25 November 2015**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



#### ONLINE

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



#### BY MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

#### QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



#### BY MAIL

iSentric Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia



#### BY FAX

+61 2 9287 0309



#### BY HAND

delivering it to Link Market Services Limited\*  
1A Homebush Bay Drive  
Rhodes NSW 2138  
  
or  
  
Level 12  
680 George Street  
Sydney NSW 2000

\* During business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.  
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**