



**Ecosave Holdings Ltd**  
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23 December 2014

Company Announcements  
ASX Limited  
Exchange Centre  
Level 6  
20 Bridge Street  
Sydney, NSW, 2000

Dear Sirs

**ANNOUNCEMENT – Ecosave Holdings Limited (ECV)**  
**Re: Notice of General Meeting - January 2015**

We attach a Notice of Meeting for immediate release to the market.

Your Sincerely

*Robin Archibald*

Mr Robin Archibald  
Company Secretary  
Ecosave Holdings Limited

Att: Notice of General Meeting  
Proxy Form (sample)

**Ecosave Holdings Limited  
ACN 160 875 016**

**Notice of General Meeting  
to be held on 29 January 2015**

and

**Explanatory Memorandum  
for the Notice of General Meeting**

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.  
IF YOU ARE IN ANY DOUBT ABOUT THE ACTION YOU SHOULD TAKE,  
PLEASE CONSULT YOUR STOCKBROKER, SOLICITOR, ACCOUNTANT  
OR OTHER PROFESSIONAL ADVISER.**

**NOTICE OF THE GENERAL MEETING TO BE HELD  
AT  
UNIT 4 / 42 CARRINGTON ROAD  
CASTLE HILL, NSW 2154**

**AT 9:30am SYDNEY TIME ON THURSDAY, 29 JANUARY 2015**

**TO BE VALID, FORMS OF PROXY FOR USE AT THE GENERAL MEETING  
MUST BE COMPLETED AND RETURNED TO THE COMPANY NO LATER THAN  
9:30AM SYDNEY TIME ON TUESDAY, 27 JANUARY 2015**

## Section A Glossary

### 1. Definitions

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Words defined in the Explanatory Memorandum have the same meaning when used in this Notice of General Meeting unless the context requires otherwise. For assistance in considering the Notice of General Meeting, the following words are defined here:

<b>Associate</b>	has the meaning given to it by Division 2 of Part 1.2 of the Corporations Act.
<b>ASX</b>	means ASX Limited ACN 008 624 691 or the securities market operated by the ASX, as the case may be.
<b>ASX Listing Rules</b>	means the official listing rules issued and enforced by the ASX as amended from time to time.
<b>Company</b>	means Ecosave Holdings Limited ACN 160 875 016.
<b>Corporations Act</b>	means <i>Corporations Act 2001</i> (Cth).
<b>Director</b>	means a director of the Company.
<b>Explanatory Memorandum</b>	means the explanatory memorandum set out in Section C of this document.
<b>Notice of General Meeting or Notice</b>	means the notice of General Meeting set out in Section B of this document.
<b>Resolution</b>	means a resolution passed by the requisite majority of members of the Company on a show of hands or by the requisite majority of votes given on a poll.
<b>Share</b>	means a fully paid ordinary share in the issued capital of the Company and <b>Shares</b> means any two or more of them.
<b>Shareholder</b>	means a holder of a Share.

## Section B Notice of General Meeting

NOTICE IS HEREBY GIVEN that the General Meeting of the Shareholders of Ecosave Holdings Limited ACN 160 875 016 (the **Company**) will be held at Unit 4 / 42 Carrington Road, Castle Hill NSW, 2154 on Thursday, 29 January 2015 at 9:30am (Sydney time).

The Explanatory Memorandum which accompanies and forms part of this Notice of General Meeting should be considered prior to Shareholders voting on the matters to be considered at the General Meeting.

If you are unable to attend the General Meeting, please complete and return the enclosed proxy form in accordance with the specified directions in this Notice of General Meeting and on the proxy form.

Defined terms used in this Notice of General Meeting have the meanings given to them in the Glossary accompanying this Notice of General Meeting.

### 1. Special business

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#### **Resolution 1: Past Issue of Shares**

To consider and, if thought fit, to pass the following Resolution as an ordinary resolution:

*That, in accordance with ASX listing Rule 7.4 and for all other purposes, Shareholders ratify the past issue of a total of 3,623,189 Shares to Karlani Investors I LLC (**Investor**) on the terms and conditions set out in the Explanatory Memorandum.*

### 2. Voting exclusion statement

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#### **Resolution 1**

In accordance with the notice requirements of ASX Listing Rule 7.5.6 for approval under ASX Listing Rule 7.4, and ASX Listing Rule 14.11.1, the Company will disregard any votes cast on Resolution 1 by:

- (a) the Investor;
- (b) any associate of the Investor.

However, the Company will not disregard a vote if:

- (c) 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

- (d) 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.

### 3. Determination of membership and voting entitlement

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For the purpose of determining a person's entitlement to vote at the General Meeting, a person will be recognised as a member of the Company and the holder of Shares if that person is registered as a holder of those Shares at 7.00 pm Sydney time on Tuesday, 27 January 2015.

### 4. Votes of members

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On a show of hands, each member present in person or by proxy (or, in the case of a body corporate, by a representative) at the General Meeting who is entitled to vote shall have one vote.

On a poll, every member present in person or by attorney or by proxy (or, in the case of a body corporate, by a representative) who is entitled to vote shall have one vote for each Share held by him, her or it.

### 5. Proxies

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Please note that:

- (a) a Shareholder entitled to attend and vote at the General Meeting is entitled to appoint no more than two proxies;
- (b) an instrument appointing a proxy must be in the form of the proxy form attached to this Notice of General Meeting;
- (c) a proxy may be a Shareholder of the Company;
- (d) a proxy need not be a Shareholder of the Company;
- (e) where a Shareholder appoints two proxies, the following rules apply:
  - (i) each proxy may exercise half of the Shareholder's voting rights if the appointment does not specify a proportion or number of the Shareholder's voting rights the proxy may exercise;
  - (ii) on a show of hands, neither proxy may vote; and
  - (iii) on a poll, each proxy may only exercise the voting rights the proxy represents;



## Section C Explanatory Memorandum

### 6. Introduction

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This Explanatory Memorandum contains the information needed for Shareholders to assess the Resolution to be put to them at the General Meeting of the Company on 29 January 2015. A Notice of General Meeting accompanies this Explanatory Memorandum.

This Explanatory Memorandum, as well as the Notice of General Meeting, should be read carefully and in their entirety.

The Explanatory Memorandum and Proxy Form are part of this Notice of General Meeting.

### 7. Resolution 1 – Past issue of Shares

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#### **Background**

On 11 December 2014, the Company announced to the ASX that it had completed a private placement of Shares at a price of US\$1.38 (AU\$1.66 at the prevailing exchange rate) per Share (a premium of approximately 73% to the market price of the Shares at the time).

Ecosave will use proceeds of the private placement to expand its capabilities to deliver existing and new services in the US market.

The Company seeks Shareholder ratification of the issue of 3,623,189 Shares to the Investor for the purposes of ASX Listing Rule 7.4.

#### **ASX Listing Rules**

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary Shares on issue at the commencement of that 12 month period without the approval of Shareholders.

ASX Listing Rule 7.4 allows for subsequent Shareholder approval if the company did not breach ASX Listing Rule 7.1 at the time of issue and the holders of ordinary Shares subsequently approve it.

Although Shareholder approval was not required for the issue of Shares to the Investor, the Company now seeks Shareholder approval for this issue in a manner provided by ASX Listing Rule 7.4, because this will enable the Company to issue, pursuant to ASX Listing Rule 7.1, further equity securities within the 15% limit from time to time as required by the Company, to capitalise on future opportunities without needing to obtain prior Shareholder approval.

## 7.1 Notice requirements

Pursuant to ASX Listing Rule 7.5, the following information is provided regarding ASX Listing Rule 7.4 approval:

(a) **ASX Listing Rule 7.5.1:** *Number of securities allotted*

3,623,189 Shares

(b) **ASX Listing Rules 7.5.2 :** *Price at which securities were issued*

US\$1.38 (AU\$1.66 at the prevailing exchange rate) per Share

(c) **ASX Listing Rule 7.5.3:** *Terms of the securities*

These Shares rank equally with all the other Shares on issue

(d) **ASX Listing Rule 7.5.4:** *Name of allottees or the basis on which allottees where determined*

Karlani Investor I LLC, a Delaware limited liability company

(e) **ASX Listing Rule 7.5.5:** *The use (or intended use) of the funds raised*

The Company intends to use the funds raised by the issue of 3,623,189 Shares to the Investor for business development and working capital purposes.

(f) **ASX Listing Rule 7.5.6:** *Voting exclusion statement*

A voting exclusion statement is included in the Notice of General Meeting.

Resolution 1 is an ordinary resolution, requiring it to be passed by a simple majority of votes cast by the Shareholders entitled to vote on it.

The Directors recommend that Shareholders vote in favour of Resolution 1.



**By mail:**  
Ecosave holdings Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia



**By fax:** +61 2 9287 0309



**All enquiries to: Telephone:** 1300 554 474 **Overseas:** +61 1300 554 474

**Ecosave Holdings Limited**

ABN 77 160 875 016

**PROXY FORM**

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

**STEP 1**

**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 General Meeting of the Company to be held at **9:30am (Sydney time) on Thursday, 29 January 2015 at Unit 4 / 42 Carrington Road, Castle Hill NSW, 2154 (the Meeting)** and at any postponement or adjournment of the Meeting.

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

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

**STEP 2**

**VOTING DIRECTIONS**

**Resolution 1**

**Past Issue of Shares**

*That, in accordance with ASX listing Rule 7.4 and for all other purposes, Shareholders ratify the past issue of a total of 3,623,189 Shares to Karlani Investors I LLC (Investor) on the terms and conditions set out in the Explanatory Memorandum.*

For Against Abstain\*

  

**i** \* 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**

**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).

**ECV PRX501A**



## HOW TO COMPLETE THIS 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 as set out in this Proxy Form.

### 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 **9:30am (Sydney time) on Tuesday, 27 January 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 mail:**

Ecosave holdings 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.

If you would like to attend and vote at the General Meeting, please bring this form with you.  
This will assist in registering your attendance.