

ADVANCED SHARE REGISTRY LIMITED

ABN 14 127 175 946

NOTICE OF ANNUAL GENERAL MEETING

INCLUDING

EXPLANATORY STATEMENT

and

PROXY FORM

Date of Meeting:	Thursday, 7 November 2019
Time of Meeting:	10.00 am WST
Place of Meeting:	Advanced Share Registry Limited 110 Stirling Highway Nedlands WA 6009

Your Annual Report is available online at www.advancedshare.com.au

IMPORTANT NOTICE

THE RESOLUTIONS PROPOSED FOR THIS MEETING ARE OF FUNDAMENTAL IMPORTANCE TO THE FUTURE OF YOUR COMPANY. IT IS RECOMMENDED THAT SHAREHOLDERS READ THIS INFORMATION MEMORANDUM IN FULL, AND IF THERE IS ANY MATTER THAT YOU DO NOT UNDERSTAND, YOU SHOULD CONTACT YOUR FINANCIAL ADVISER, STOCKBROKER OR SOLICITOR FOR ADVICE.

TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The Annual General Meeting of the Shareholders of Advanced Share Registry Limited will be held at:

Advanced Share Registry Limited
110 Stirling Highway
Nedlands, WA, 6009

Commencing 10.00 am (WST)
on Thursday, 7 November 2019

HOW TO VOTE

You may vote by attending the Meeting in person, by proxy or authorised representative.

VOTING IN PERSON

To vote in person, attend the Meeting at the time, date and place set out above. The Meeting will commence at 10.00am (WST).

VOTING BY PROXY

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, shareholders are advised that:

- each shareholder has a right to appoint a proxy;
- the proxy need not be a shareholder of the Company; and
- a shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the shareholder appoints 2 proxies and the appointment does not specify the proportion or number of the shareholder's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Sections 250BB and 250BC of the Corporations Act came into effect on 1 August 2011 and apply to voting by proxy on or after that date. Shareholders and their proxies should be aware of these provisions of the Corporations Act. Broadly, these sections mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details on these sections are set out below.

Proxy vote if appointment specifies way to vote

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does**:

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- 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
- 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 that way (i.e. as directed); and
- if the proxy is not the chair – the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (i.e. as directed).

Transfer of non-chair proxy to chair in certain circumstances

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's shareholders; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
 - the proxy is not recorded as attending the meeting;
 - 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.

Your Proxy Form is enclosed.

VOTING EXCLUSION

Where a voting exclusion applies, the Company need not disregard a vote 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.

SNAPSHOT DATE

In accordance with regulations 7.11.37 and 7.11.38 of the Corporations Regulations 2001, the Directors have set a snapshot date to determine the identity of those Shareholders who are entitled to attend and vote at the Meeting. The snapshot date is 5:00pm (WST) on Tuesday, 5 November 2019.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Shareholders of Advanced Share Registry Limited will be held at Advanced Share Registry Limited, **110 Stirling Highway, Nedlands, Western Australia, 6009** on **Thursday, 7 November 2019** at 10.00 am (WST).

BUSINESS

ACCOUNTS AND REPORTS

To receive and consider the financial report of the Company for the financial year ended 30 June 2019 together with the declaration of the Directors, the Remuneration Report and the reports of the Directors and the Company's auditor ("Auditor") thereon.

RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following Resolution as a **non-binding resolution**:

"That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2019."

Note: the vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting Prohibition Statement:

A vote on this Resolution must not be cast (in any capacity) 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 (the "voter") described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the voter is the Chair and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on this Resolution; and
 - (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

RESOLUTION 2 - RE-ELECTION OF MR ALVIN TAN AS A DIRECTOR

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

"That, for the purpose of clause 11.3 of the Constitution and for all other purposes, Mr Alvin Tan, a Director, retires by rotation, and being eligible, is re-elected as a Director."

Short Explanation: Under clause 11.3 of the Constitution, one third of the directors of the Company, excluding the Managing Director, must retire by rotation, and if eligible they may offer themselves for re-election.

RESOLUTION 3 – APPROVAL OF THE ISSUE OF SHARES TO KIM CHONG

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

"That for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 150,000 fully paid ordinary Shares in the Company to Mr Kim Chong in accordance with the terms described in the Explanatory Memorandum accompanying and forming part of this Notice of Annual General Meeting."

Short Explanation: Pursuant to ASX Listing Rule 10.11 an entity must not issue nor agree to issue securities to a related party without first obtaining shareholder approval unless a listed exception applies. Furthermore, Chapter 2E of the Corporations Act prohibits the giving of a financial benefit to a related party, which includes the issue of securities, without prior approval of shareholders.

As approval is being sought pursuant to Listing Rule 10.11, approval for the issue is not required under Listing Rule 7.1. Please refer to Explanatory Statement for details.

Voting Prohibition Statement:

A vote on this Resolution must not be cast (in any capacity) 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.

In addition to the above, pursuant to Listing Rule 14.11, any votes cast by or on behalf of any entity deriving a benefit from this resolution together with any votes cast by or on behalf of Mr Chong, his associates or the associates of any entity deriving a benefit from this resolution will be disregarded.

However, a person (the “voter”) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or*
- (b) the voter is the Chair and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on this Resolution; and*
 - (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.**

RESOLUTION 4 – APPROVAL OF THE ISSUE OF SHARES TO SIMON CATO

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

“That for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 30,000 fully paid ordinary Shares in the Company to Mr Simon Cato in accordance with the terms described in the Explanatory Memorandum accompanying and forming part of this Notice of Annual General Meeting.”

Short Explanation: Pursuant to ASX Listing Rule 10.11 an entity must not issue nor agree to issue securities to a related party without first obtaining shareholder approval unless a listed exception applies. Furthermore, Chapter 2E of the Corporations Act prohibits the giving of a financial benefit to a related party, which include the issue of securities, without prior approval of shareholders.

As approval is being sought pursuant to Listing Rule 10.11, approval for the issue is not required under Listing Rule 7.1. Please refer to Explanatory Statement for details.

Voting Prohibition Statement:

A vote on this Resolution must not be cast (in any capacity) 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.*

In addition to the above, pursuant to Listing Rule 14.11, any votes cast by or on behalf of any entity deriving a benefit from this resolution together with any votes cast by or on behalf of Mr Cato, his associates or the associates of any entity deriving a benefit from this resolution will be disregarded.

However, a person (the “voter”) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or*
- (b) the voter is the Chair and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on this Resolution; and*
 - (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.**

RESOLUTION 5 – APPROVAL OF THE ISSUE OF SHARES TO ALVIN TAN

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

“That for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 20,000 fully paid ordinary Shares in the Company to Mr Alvin Tan in accordance with the terms described in the Explanatory Memorandum accompanying and forming part of this Notice of Annual General Meeting.”

Short Explanation: Pursuant to ASX Listing Rule 10.11 an entity must not issue nor agree to issue securities to a related party without first obtaining shareholder approval unless a listed exception applies. Furthermore, Chapter 2E of the Corporations Act prohibits the giving of a financial benefit to a related party, which include the issue of securities, without prior approval of shareholders.

As approval is being sought pursuant to Listing Rule 10.11, approval for the issue is not required under Listing Rule 7.1. Please refer to Explanatory Statement for details.

Voting Prohibition Statement:

A vote on this Resolution must not be cast (in any capacity) 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.

In addition to the above, pursuant to Listing Rule 14.11, any votes cast by or on behalf of any entity deriving a benefit from this resolution together with any votes cast by or on behalf of Mr Tan, his associates or the associates of any entity deriving a benefit from this resolution will be disregarded.

However, a person (the "voter") described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the voter is the Chair and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on this Resolution; and
 - (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

RESOLUTION 6 – APPROVAL OF THE ISSUE OF SHARES TO ALAN WINDUSS

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

"That for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of 20,000 fully paid ordinary Shares in the Company to Mr Alan Winduss in accordance with the terms described in the Explanatory Memorandum accompanying and forming part of this Notice of Annual General Meeting."

Short Explanation: Pursuant to ASX Listing Rule 10.11 an entity must not issue nor agree to issue securities to a related party without first obtaining shareholder approval unless a listed exception applies. Furthermore, Chapter 2E of the Corporations Act prohibits the giving of a financial benefit to a related party, which include the issue of securities, without prior approval of shareholders.

As approval is being sought pursuant to Listing Rule 10.11, approval for the issue is not required under Listing Rule 7.1. Please refer to Explanatory Statement for details.

Voting Prohibition Statement:

A vote on this Resolution must not be cast (in any capacity) 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.

In addition to the above, pursuant to Listing Rule 14.11, any votes cast by or on behalf of any entity deriving a benefit from this resolution together with any votes cast by or on behalf of Mr Winduss, his associates or the associates of any entity deriving a benefit from this resolution will be disregarded.

However, a person (the "voter") described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (a) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (b) the voter is the Chair and the appointment of the Chair as proxy:
 - (i) does not specify the way the proxy is to vote on this Resolution; and
 - (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

By order of the Board

A C Winduss
Company Secretary
Dated: 9 October 2019

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders in Advanced Share Registry Limited in connection with the business to be conducted at the Annual General Meeting of the Company to be held at Advanced Share Registry Limited, 110 Stirling Highway, Nedlands, Western Australia, 6009 on Thursday, 7 November 2019 at 10.00am (WST).

This Explanatory Statement should be read in conjunction with accompanying Notice of Annual General Meeting.

FINANCIAL REPORT FOR THE YEAR ENDED 30 JUNE 2019

In accordance with the requirements of the Company's Constitution and the Corporations Act, the financial report of the Company for the financial year ended 30 June 2019 together with the declaration of the Directors, the Remuneration Report and the reports of the Directors and Auditor (together, "Reports") thereon will be tabled at the Meeting. Shareholders will have the opportunity of discussing the Reports and making comments and raising queries in relation to the Reports at the Meeting.

The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website at www.advancedshare.com.au.

The following deals with matters of ordinary business to be considered by Shareholders at the Meeting. The following matters should be noted in respect of those items:

RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

General

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the Directors or the Company.

The remuneration report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The remuneration report is contained in the Company's annual financial report for the financial year ended 30 June 2019.

A reasonable opportunity will be provided for discussion of the remuneration report at the Annual General Meeting. This Resolution is advisory only and does not bind the Directors or the Company.

Voting consequences

Under the Corporations Act, a company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the company ("Spill Resolution") if, at consecutive annual general meetings, at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting ("Spill Meeting") within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the previous financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

Previous voting results

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

Proxy voting restrictions

Shareholders appointing a proxy for this Resolution should note the following:

If you appoint a member of the Key Management Personnel (other than the Chair) whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member as your proxy:

You must direct your proxy how to vote on this Resolution. Undirected proxies granted to these persons will not be voted and will not be counted in calculating the required majority if a poll is called on this Resolution.

If you appoint the Chair as your proxy (where he/she is also a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member):

You **do not** need to direct your proxy how to vote on this Resolution. However, if you do not direct the Chair how to vote, the Chair will vote undirected proxies in the favour of the Resolution even though this Resolution is connected directly or indirectly with the remuneration of Key Management Personnel.

If you appoint any other person as your proxy:

You **do not** need to direct your proxy how to vote on this Resolution, and you **do not** need to mark any further acknowledgement on the Proxy Form.

RESOLUTION 2 - RE-ELECTION OF MR ALVIN TAN

Clause 11.3 of the Constitution requires that one third of the Company's board of directors, excluding the Managing Director, shall retire by rotation at the Company's annual general meeting every year, and if eligible may offer themselves for re-election. If the number of Directors is not a multiple of 3, then the number nearest one-third (rounded upwards in case of doubt), shall retire from office, provided always that no Director (except a Managing Director) shall hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself or herself for re-election.

The Directors to retire at an annual general meeting are those who have been longest in office since their last election, but, as between persons who became Directors on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by drawing lots.

A Director who retires by rotation under clause 11.3 of the Constitution is eligible for re-election.

The Company currently has 4 Directors and accordingly 1 must retire.

Accordingly, Mr Alvin Tan, the Director longest in office since his last election, retires by rotation.

Mr Tan has over 24 years' experience in Australia and Asia, including mergers, acquisitions, capital raisings and listings on the ASX, AIM, Bursa and German Stock Exchange. Mr Tan studied at the University of Western Australia, gaining a Bachelor of Commerce with Honours, and was then employed by KPMG in Kuala Lumpur from 1993-1995 as a financial consultant. Returning to Australia, he worked with the stockbroking firm of DJ Carmichael before pursuing other business interests. He is a founding director of various companies which are now listed on the ASX. Mr Tan has interests in companies involved in technology, mining exploration, property development, plantation and corporate services both in Australia and overseas.

Mr Tan offers himself for re-election as a Director of the Company. The Company's remaining Directors recommend to Shareholders that Mr Tan be re-elected.

RESOLUTION 3 – APPROVAL OF THE ISSUE OF SHARES TO KIM CHONG

A review of the remuneration of Mr Kim Chong, the Chief Executive Officer and Managing Director, has been undertaken by the remaining Directors. As part of the review of the remuneration, the Directors considered the current level and manner of remuneration to Mr Chong.

The present remuneration of Mr Chong is \$200,700 per annum including superannuation. The Directors have considered remuneration options available and have determined that the present cash reserves of the Company are to be maintained whilst expansion opportunities are explored.

The Directors have proposed that 150,000 fully paid ordinary shares be issued to Mr Chong. Based on the market value of the shares on 24 September 2019 (67c), the proposed value of the remuneration is \$100,500, which would bring Mr Chong's total package for the year ended 30 June 2020 to \$301,200.

The following information is provided to Shareholders for the purpose of ASX Listing Rule 10.13:

- (a) The Shares will be issued to KMC Automation Pty Ltd as trustee for the Meiko Trust
- (b) The maximum number of Shares to be issued under Resolution 3 is 150,000
- (c) The Shares will be issued not more than 1 month after the Annual General Meeting
- (d) Mr Chong is a director of KMC Automation Pty Ltd and beneficiary of the Meiko Trust
- (e) The Shares will be issued for nil consideration as the Shares are being issued for performance of work by Mr Chong for the Company. For the purposes of valuing the Shares being issued, the volume weighted average price of the Company's Shares traded on ASX over the five (5) days immediately preceding the date on which the Shares are issued.
- (f) The Shares will rank equally with the existing shares on the issue by the Company, and will not be subject to a period of restriction.
- (g) No funds will be raised by the issue of the Shares as they will be issued for nil consideration in recognition of the future service of Mr Chong

As at 24 September 2019, KMC Automation Pty Ltd holds 23,955,885 shares, representing 56.04% of the issued capital, and will hold 24,105,885 shares, representing 56.10% of the proposed total issued capital, if the proposed shares are issued. If all Shares to be approved at the AGM are issued resulting in 220,000 additional Shares on issue, existing shareholders will be diluted by 0.21%.

As the Resolution relates to the approval of remuneration for a Director of the Company, the Directors decline to make a recommendation on voting in relation to the Resolution to avoid any potential conflict of interest that may arise.

RESOLUTION 4 – APPROVAL OF THE ISSUE OF SHARES TO SIMON CATO

A review of the remuneration of the Non-Executive Directors has been undertaken, including the level and manner of the remuneration. The Directors may determine the remuneration to Non-Executive Directors provided that the total of all Non-Executive Directors' remuneration does not exceed the pool approved by Shareholders, which is currently \$250,000.

The present remuneration of Mr Cato, Non-Executive Chairman is \$45,000 per annum including superannuation. The Directors have considered remuneration options available and have determined that the present cash reserves of the Company are to be maintained whilst expansion opportunities are explored.

The Directors have proposed that 30,000 fully paid ordinary shares be issued to Mr Cato. Based on the market value of the shares on 24 September 2019 (67c), the proposed value of the remuneration is \$20,100, which would bring Mr Cato's total package for the year ended 30 June 2020 to \$65,100.

The following information is provided to Shareholders for the purpose of ASX Listing Rule 10.13:

- (a) The Shares will be issued to Mr Simon Cato
- (b) The maximum number of Shares to be issued under Resolution 4 is 30,000
- (c) The Shares will be issued not more than 1 month after the Annual General Meeting
- (d) The Shares are being issued personally to Mr Cato
- (e) The Shares will be issued for nil consideration as the Shares are being issued for services provided by Mr Cato to the Company. For the purposes of valuing the Shares being issued, the volume weighted average price of the Company's Shares traded on ASX over the five (5) days immediately preceding the date on which the Shares are issued.
- (f) The Shares will rank equally with the existing shares on the issue by the Company, and will not be subject to a period of restriction.
- (g) No funds will be raised by the issue of the Shares as they will be issued for nil consideration in recognition of the future service of Mr Cato

As at 24 September 2019, Mr Cato holds 520,000 shares, representing 1.21% of the issued capital, and will hold 550,000 shares, representing 1.28% of the proposed total issued capital, if the proposed shares are issued. If all Shares to be approved at the AGM are issued resulting in 220,000 additional Shares on issue, existing shareholders will be diluted by 0.21%.

As the Resolution relates to the approval of remuneration for a Director of the Company, the Directors decline to make a recommendation on voting in relation to the Resolution to avoid any potential conflict of interest that may arise.

RESOLUTION 5 – APPROVAL OF THE ISSUE OF SHARES TO ALVIN TAN

A review of the remuneration of the Non-Executive Directors has been undertaken, including the level and manner of the remuneration. The Directors may determine the remuneration to Non-Executive Directors provided that the total of all Non-Executive Directors' remuneration does not exceed the pool approved by Shareholders, which is currently \$250,000.

The present remuneration of Mr Tan, Non-Executive Chairman is \$27,000 per annum including superannuation. The Directors have considered remuneration options available, and have determined that the present cash reserves of the Company are to be maintained whilst expansion opportunities are explored.

The Directors have proposed that 20,000 fully paid ordinary shares be issued to Mr Tan. Based on the market value of the shares on 24 September 2019 (67c), the proposed value of the remuneration is \$13,400, which would bring Mr Tan's total package for the year ended 30 June 2020 to \$40,400.

The following information is provided to Shareholders for the purpose of ASX Listing Rule 10.13:

- (a) The Shares will be issued to Mr Alvin Tan
- (b) The maximum number of Shares to be issued under Resolution 5 is 20,000
- (c) The Shares will be issued not more than 1 month after the Annual General Meeting
- (d) The Shares are being issued personally to Mr Tan
- (e) The Shares will be issued for nil consideration as the Shares are being issued for services provided by Mr Tan to the Company. For the purposes of valuing the Shares being issued, the volume weighted average price of the Company's Shares traded on ASX over the five (5) days immediately preceding the date on which the Shares are issued.
- (f) The Shares will rank equally with the existing shares on the issue by the Company, and will not be subject to a period of restriction.
- (g) No funds will be raised by the issue of the Shares as they will be issued for nil consideration in recognition of the future service of Mr Tan

As at 24 September 2019, Mr Tan holds 525,500 shares, representing 1.23% of the issued capital, and will hold 545,500 shares, representing 1.27% of the proposed total issued capital, if the proposed shares are issued. If all Shares to be approved at the AGM are issued resulting in 220,000 additional Shares on issue, existing shareholders will be diluted by 0.21%.

As the Resolution relates to the approval of remuneration for a Director of the Company, the Directors decline to make a recommendation on voting in relation to the Resolution to avoid any potential conflict of interest that may arise.

RESOLUTION 6 – APPROVAL OF THE ISSUE OF SHARES TO ALAN WINDUSS

A review of the remuneration of the Non-Executive Directors has been undertaken, including the level and manner of the remuneration. The Directors may determine the remuneration to Non-Executive Directors provided that the total of all Non-Executive Directors' remuneration does not exceed the pool approved by Shareholders, which is currently \$250,000.

The present remuneration of Mr Winduss, Non-Executive Chairman is \$27,000 per annum including superannuation. The Directors have considered remuneration options available, and have determined that the present cash reserves of the Company are to be maintained whilst expansion opportunities are explored.

The Directors have proposed that 20,000 fully paid ordinary shares be issued to Mr Winduss. Based on the market value of the shares on 24 September 2019 (67c), the proposed value of the remuneration is \$13,400, which would bring Mr Winduss's total package for the year ended 30 June 2020 to \$40,400.

The following information is provided to Shareholders for the purpose of ASX Listing Rule 10.13:

- (a) The Shares will be issued to Mr Alan Winduss
- (b) The maximum number of Shares to be issued under Resolution 6 is 20,000
- (c) The Shares will be issued not more than 1 month after the Annual General Meeting
- (d) The Shares are being issued personally to Mr Winduss
- (e) The Shares will be issued for nil consideration as the Shares are being issued for services provided by Mr Winduss to the Company. For the purposes of valuing the Shares being issued, the volume weighted average price of the Company's Shares traded on ASX over the five (5) days immediately preceding the date on which the Shares are issued.
- (f) The Shares will rank equally with the existing shares on the issue by the Company, and will not be subject to a period of restriction.
- (g) No funds will be raised by the issue of the Shares as they will be issued for nil consideration in recognition of the future service of Mr Winduss

As at 24 September 2019, Mr Winduss holds 225,000 shares, representing 0.53% of the issued capital, and will hold 245,000 shares, representing 0.57% of the proposed total issued capital, if the proposed shares are issued. If all Shares to be approved at the AGM are issued resulting in 220,000 additional Shares on issue, existing shareholders will be diluted by 0.21%.

As the Resolution relates to the approval of remuneration for a Director of the Company, the Directors decline to make a recommendation on voting in relation to the Resolution to avoid any potential conflict of interest that may arise.

Glossary of Defined Terms

“Annual General Meeting” or “Meeting” means the meeting convened by this Notice.

“ASX” means ASX Limited.

“Board” means the board of Directors of the Company.

“Closely Related Party” of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member’s spouse;
- (c) a dependent of the member or the member’s spouse;
- (d) 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 dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth).

“Company” and “Advanced Share Registry Limited” means Advanced Share Registry Limited (ABN 14 127 175 946).

“Constitution” means the constitution of the Company.

“Corporations Act” means the *Corporations Act 2001* (Cth).

“Directors” means the current directors of the Company.

“Explanatory Statement” means the explanatory statement set out in Section 3 of this Notice.

“Key Management Personnel” has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is part of a consolidated entity, of an entity within the consolidated group.

“Listing Rules” means the Official Listing Rules of ASX.

“Memorandum” means the memorandum set out in Section 1 of this Notice.

“Notice” means this notice of meeting including the Explanatory Statement and the Proxy Form.

“Ordinary Securities” has the meaning set out in the Listing Rules.

“Proxy Form” means the proxy form accompanying this Notice.

“Remuneration Report” means the remuneration report set out in the Director’s report section of the Company’s annual financial report for the year ended 30 June 2019.

“Share” means a fully paid ordinary share in the capital of the Company.

“Shareholder” means a holder of a Share.

“WST” means Western Standard Time as observed in Perth, Western Australia.

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ADVANCED SHARE REGISTRY LIMITED
 ABN 14 127 175 946

LODGE YOUR PROXY APPOINTMENT ONLINE



ONLINE PROXY APPOINTMENT
www.advancedshare.com.au/investor-login



MOBILE DEVICE PROXY APPOINTMENT
 Lodge your proxy by scanning the QR code below, and enter your registered postcode.
 It is a fast, convenient and a secure way to lodge your vote.

2019 ANNUAL GENERAL MEETING PROXY FORM

I/We being shareholder(s) of Advanced Share Registry Limited and entitled to attend and vote hereby:

STEP 1

APPOINT A PROXY

The Chair of the meeting **OR**

PLEASE NOTE: If you leave the section blank, the Chair 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) named, the Chair of the Meeting, as my/our proxy to act generally at the meeting 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 law, as the proxy sees fit), at the Annual General Meeting of the Company to be held at **Advanced Share Registry Limited, 110 Stirling Highway, Nedlands WA 6009 on 7 November 2019 at 10.00 am WST** and at any adjournment or postponement of that Meeting.

Chair authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chair of the Meeting as my/our proxy (or the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolution 1, 3, 4, 5 & 6 (except where I/we have indicated a different voting intention below) even though these resolutions are connected directly or indirectly with the remuneration of a member(s) of key management personnel, which includes the Chair. I/we acknowledge the Chair of the Meeting intends to vote all undirected proxies available to them in favour of each Resolution of Business.

STEP 2

VOTING DIRECTIONS

Resolutions

	For	Against	Abstain*
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-Election of Mr Simon Cato as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Approval of the Issue of Shares to Mr Kim Chong	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Approval of the Issue of Shares to Mr Simon Cato	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Approval of the Issue of Shares to Mr Alvin Tan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Approval of the Issue of Shares to Mr Alan Winduss	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

* If you mark the Abstain box for a particular resolution, 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, all the shareholders should 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).

Email Address

Please tick here to agree to receive communications sent by the company via email. This may include meeting notifications, dividend remittance, and selected announcements.

HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

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

CHANGE OF ADDRESS

This form shows your address as it appears on 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.

APPOINTMENT OF A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

If you leave Step 1 blank, or if your appointed proxy does not attend the Meeting, then the proxy appointment will automatically default to the Chair of the Meeting.

VOTING DIRECTIONS – PROXY APPOINTMENT

You may direct your proxy on how to vote by placing a mark in one of the boxes opposite each resolution 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 resolution 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 a given resolution, your proxy may vote as they choose to the extent they are permitted by law. If you mark more than one box on a resolution, your vote on that resolution will be invalid.

PROXY VOTING BY KEY MANAGEMENT PERSONNEL

If you wish to appoint a Director (other than the Chair) or other member of the Company's key management personnel, or their closely related parties, as your proxy, you must specify how they should vote on Resolution 1, 3, 4, 5 & 6, by marking the appropriate box. If you do not, your proxy will not be able to exercise your vote for Resolution 1, 3, 4, 5 & 6.

PLEASE NOTE: If you appoint the Chair as your proxy (or if they are appointed by default) but do not direct them how to vote on a resolution (that is, you do not complete any of the boxes "For", "Against" or "Abstain" opposite that resolution), the Chair may vote as they see fit on that resolution.

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 Advanced Share Registry Limited or you may copy this form and return them both together.

To appoint a second proxy you must:

- On each 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
- Return both forms together.

CORPORATE REPRESENTATIVES

If a representative of a nominated 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 Corporate Representative Form may be obtained from Advanced Share Registry.

SIGNING INSTRUCTIONS ON THE PROXY FORM

Individual:

Where the holding is in one name, the security holder must sign.

Joint Holding:

Where the holding is in more than one name, all of the security holders should sign.

Power of Attorney:

If you have not already lodged the Power of Attorney with Advanced Share Registry, please attach the original or 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 sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held.

LODGE YOUR PROXY FORM

This Proxy Form (and any power of attorney under which it is signed) must be received at an address given below by 10.00 am WST on 5 November 2019, being not later than 48 hours before the commencement of the Meeting. Proxy Forms received after that time will not be valid for the scheduled meeting.



ONLINE PROXY APPOINTMENT

www.advancedshare.com.au/investor-login



BY MAIL

Advanced Share Registry Limited
110 Stirling Hwy, Nedlands WA 6009; or
PO Box 1156, Nedlands WA 6909



BY FAX

+61 8 9262 3723



BY EMAIL

admin@advancedshare.com.au



IN PERSON

Advanced Share Registry Limited
110 Stirling Hwy, Nedlands WA 6009



ALL ENQUIRIES TO

Telephone: +61 8 9389 8033