

Voltage IP Limited ABN 86 057 884 876

Notice of 2015 Annual General Meeting

Notice is given that a Meeting of Shareholders will be held at the offices of Sanston Securities Australia, Level 7, 564 St Kilda Road, Melbourne Victoria at 3.45pm AEDT on Friday 18th December 2015, and immediately following the 2014 AGM.

The business to be considered at the Meeting is set out below. Information on the resolutions to which the business relates is contained in the Explanatory Statement.

Ordinary business

Receipt and Consideration of Accounts and Reports

To receive and consider the Financial Report, Directors' Report and Auditor's Report for the year ended 30 June 2015.

Resolution 1 – Adoption of Remuneration Report

To consider, and if thought fit, pass the following non-binding resolution as an ordinary resolution:

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

Voting exclusion: The Company will disregard any votes cast on this resolution by certain persons. Details of the voting exclusions applicable to this Resolution are set out in the Explanatory Statement.

While noting that each Director has a personal interest in their remuneration, as described in the Remuneration Report, the Board unanimously recommends that shareholders vote in favour of adopting the Remuneration Report.

Resolution 2 - Spill Meeting

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

"That subject to and conditional on at least 25% of the votes cast on resolution 1 being cast against the adoption of the Remuneration Report:

- A general meeting of the Company (Spill Meeting) will be held no later than 90 days after the passing of this resolution;
- All Directors of the Company who were in office when the Directors passed the Board resolution on the Directors Report considered at this Annual General Meeting and who remain in office at the time of the Spill Meeting will cease to hold office immediately before the end of the Spill Meeting;
- Resolutions to appoint persons to the offices that will be vacated at the Spill Meeting will be put to the vote of shareholders at the Spill Meeting.”

Voting exclusion for resolution 2: *Refer to resolution 1 above.*

Resolution 3 - Election of Director – Mr Pok Seng Kong

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

"That subject to Mr. Pok Seng Kong being a director of the Company as at the date of the Annual General Meeting, Mr. Pok Seng Kong, who retires in accordance with rule 6.2 of the Company's Constitution and being eligible and offers himself for election, be elected as a director of the Company."

Resolution 4 - Election of Director – Mr Chin Hing How

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

"That Mr. Chin Hing How, who retires in accordance with rule 6.2 of the Company's Constitution and being eligible and offers himself for election, be elected as a director of the Company."

Resolution 5 - Election of Director – Mr Henry Choo

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

"That Mr. Henry Choo, who retires in accordance with rule 6.4 of the Company's Constitution and being eligible and offers himself for election, is elected as a director of the Company."

Resolution 6 – Change of Auditor

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

"That subject to receiving consent from the Australian Securities and Investments Commission, shareholders approve the appointment of RSM, chartered accountants, as the company's auditors"

Resolution 7 – Increase aggregate director fees

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

"Those shareholders approve the increase in aggregate fees payable to non-executive directors from \$150,000 to \$250,000 per annum."

Voting exclusion: The Company will disregard any votes cast on this resolution:

- by any Director or any associate of a Director; or
- as a proxy by a person who is a member of the Key Management Personnel at the date of the Meeting,

or their closely related parties, unless the vote is cast as proxy for a person who is entitled to vote on Resolution 7 in accordance with their directions on the Proxy Form or by the Chairman of the Meeting pursuant to an express authorisation to exercise the proxy.

Details of the voting exclusions applicable to this Resolution are set out in the Explanatory Statement.

By order of the Board of Voltage IP Limited



Andrew Metcalfe, Company Secretary

Dated: 16th November 2015

SHAREHOLDER INFORMATION

1. Voting entitlement

For the purposes of the Meeting and in accordance with regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), it has been determined that the Shareholders entitled to attend and vote at the Meeting shall be those persons who are recorded on the register of members at 7:00 p.m. (AEDT) on 16th December 2015.

2. Quorum

The Constitution provides that a quorum for a Meeting of Shareholders is five members entitled to vote or members present in person or by way of proxy, corporate representative or attorney holding 10% of issued share capital.

3. Proxies

- (a) Any Shareholder entitled to attend and vote is entitled to appoint not more than two proxies to attend and vote on their behalf. The person or persons so appointed need not necessarily be Shareholders.
- (b) Where two proxies are appointed, each proxy should be appointed to represent a specified portion or number of the Shareholder's voting rights (failing which each appointee will be entitled to cast half the Shareholder's votes).
- (c) A proxy form is enclosed. Please ensure that your proxy instructions are received not later than 3.45pm (AEDT) on 16th December 2015.

Proxy forms may be lodged using the enclosed Reply Paid Envelope:

 By Fax

+ 61 2 9290 9655

 By Mail

Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia

 In Person

Level 12, 225 George Street,
Sydney NSW 2000 Australia

- (d) A body corporate member may elect to appoint a representative, rather than appoint a proxy, in accordance with section 250D of the Corporations Act. Where a body corporate appoints a representative, the Company requires written proof of the representative's appointment to be lodged with or presented to the Company before the meeting.
- (e) If you return your proxy form but do not nominate a representative, the Chair of the Meeting will be your proxy and will vote on your behalf as you direct on the proxy form. If your nominated representative does not attend the meeting then your proxy will revert to the Chair of the Meeting and he will vote on your behalf as you direct on the proxy form. If a proxy is not directed how to vote on an item of business or Resolution, the proxy (including, if applicable, the Chair of the Meeting) may vote, or abstain from voting, as they think fit. For the avoidance of doubt, the Chair intends to vote all open proxies in favour of the applicable Resolutions.

Statement regarding undirected proxies

As disclosed on the proxy form it is the intention of the Chairman of the Meeting to vote all available proxies in favour of all resolutions. Pursuant to the ASX Listing Rules the proxy form is required to contain certain disclosures regarding the voting intentions of the Chairman regarding available proxies. Shareholders are advised to read the proxy form carefully.

4. Voting exclusions

Voting exclusions apply to Resolutions 1 and 2 contained in the Notice of Meeting and also explained in the Explanatory Statement.

EXPLANATORY STATEMENT

1. Introduction

This Explanatory Statement has been prepared to assist Shareholders to understand the Resolutions specified in the Notice of Meeting that will be put to Shareholders.

2. Financial statements and reports for the year ended June 2015

The Corporations Act requires the financial report (which includes the financial statements and directors' declaration), the directors' report and the auditor's report to be laid before the Meeting. Shareholders have been provided with all relevant information concerning the Company's financial report, directors' report and auditor's report in the annual report of the company for the year ended 30 June 2015.

There is no requirement either in the Corporations Act or in the Company's constitution for members to approve the financial report, the directors' report or the auditor's report.

Shareholders will have a reasonable opportunity at the meeting to ask questions and make comments on these reports and on the business and operations of the Company. Shareholders will also be given a reasonable opportunity to ask the auditor questions about the auditor's report and the conduct of the audit of the financial report.

3. Resolution 1 - Remuneration report

The directors' report for the year ended 30 June 2015 contains the Remuneration Report, which sets out the policy for the remuneration of the Directors and specified executives of the Company.

Members attending the Meeting will be given a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

The Corporations Act requires that a resolution be put to the vote that the Remuneration Report be adopted. The Corporations Act expressly provides that the vote is advisory only and does not bind the Directors or the Company.

If at least 25% of the votes cast are against adoption of the Remuneration Report at the previous annual meeting, and then again at this annual general meeting, the Company is required to put a resolution to the annual general meeting, to approve calling a general meeting (**Spill Resolution**). (see Resolution 2)

If more than 75% of the votes cast adopt the Remuneration Report at the previous annual meeting, however at least 25% of the votes cast are against adoption of the Remuneration Report at this annual general meeting, the Company is required to put a resolution to the next annual general meeting, to approve calling a general meeting (**Spill Resolution**).

If the Spill Resolution is required at this annual general meeting (see Resolution 2), and if more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene a general meeting (**Spill Meeting**) within 90 days of receiving a second strike. All of the Directors, who were in office when the directors' report was approved, will (if desired) need to stand for re-election at the Spill Meeting.

In relation to voting on this item of business, your attention is drawn to the voting instructions in this Notice of Meeting, in particular the disclosure in relation to voting of undirected proxies.

If you intend to appoint a member of the key management personnel as your proxy, please ensure that you direct them how to vote on Resolution 1. If you intend to appoint the Chair of the Meeting as your proxy, you can direct him how to vote by either marking the boxes for Resolution 1 (for example if you wish to vote against or abstain from voting), or by marking the Chair's box on the proxy form (in which case the Chair of the Meeting will vote in favour of this Item of business).

If you choose to appoint a proxy, you are encouraged to direct your proxy how to vote on this Resolution 1 (being item 2 of the Meeting – Adoption of Remuneration Report) by marking either “For”, “Against” or “Abstain” on the proxy form for that item of business.

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

The Chairman will be voting all open votes in favour of the resolution.

4. Resolution 2 - Spill Meeting

If the resolution is passed as an ordinary resolution, it will only be binding if the Company has received a ‘second strike’ based on the formal result of the vote on Resolution 1.

If the Company received a ‘second strike’ and this resolution is passed:

- Another general meeting of the Company (Spill Meeting) will be held within 90 days; and
- All the non-executive Directors of the Company who were in office when the Directors passed the resolution to make the Directors Report considered at this Annual General Meeting will cease to hold office immediately before the end of the Spill Meeting unless that are re-elected at the Spill Meeting.

The Managing Director is not subject to re-election at the Spill Meeting.

Shareholders should note that the Chair will vote all available proxies against Resolution 2.

All directors recommend that shareholders vote against Resolution 2.

[This Resolution is withdrawn if no strike was received against the Remuneration Report at the previous annual general meeting.]

Voting Restriction statement for Resolutions 1 and 2

*The Corporations Act 2001 (Cth) (**Corporations Act**) restricts members of the key management personnel (**KMP**) of the Company and their closely related parties from voting in relation to Resolutions 1 and 2 in certain circumstances.*

Closely related party is defined in the Corporations Act and includes a spouse, dependant and certain other close family members, as well as any companies controlled by a member of the KMP.

The Company will disregard any votes cast (in any capacity) on the proposed resolution by or on behalf of:

- *a member of the KMP (being the Directors and the KMP as disclosed in the Remuneration Report which forms part of the Company's Annual Report for the year ended 30 June 2014); and*
- *a closely related party of those persons (such as close family members and any companies the person controls),*

unless the vote is cast as proxy for a person entitled to vote in accordance with a direction on the proxy form.

What this means for shareholders: *In respect of Resolutions 1 and 2, appointing the Chairman of the Company as your proxy will expressly authorise the Chairman to exercise the proxy even if the resolution is directly or indirectly connected with the remuneration of the KMP.*

Where any Member appoints the Chairman as their proxy, and fails to direct the proxy holder how to vote on Resolutions 1 and 2, it is the Chairman's intention to vote undirected proxies in favour of Resolution 1 and against Resolution 2.

If a Member appoints a person other than the Chairman or one of the KMP's as their undirected proxy, then that proxy holder may vote those shares on all resolutions as he or she decides.

5. Resolution 3 - Election of Director - Appointment of Pok Seng Kong

Mr Pok Seng Kong is a businessman who has been a director of the Company since October 2009 and has supported the company financially whilst it has been seeking a new business opportunity.

That subject to the Pok Seng Kong being a director as at the date of the Annual General Meeting, the Board supports the election of Pok Seng Kong.

6. Resolution 4 - Election of Director - Appointment of Chin Hing How

Mr Chin Hing How is a businessman who has been a director of the Company since May 2009.

The Board supports the election of Chin Hing How.

7. Resolution 5 - Election of Director - Appointment of Henry Choo

Mr Henry Choo is a businessman who has been a director of the Company since December 2013.

The Board supports the election of Henry Choo.

8. Resolution 6 - Change of Auditor

Shareholders are requested to approve a change of auditor from Crowe Horwath, Chartered Accountants, to RSM, Chartered Accountants.

Subject to receiving consent from the Australian Securities and Investments Commission ("ASIC"), shareholder approval is sought for the appointment of RSM, Chartered Accountants, as the company's auditors.

Pursuant to the Corporations Act, the appointment of new auditors can be made at a General Meeting of Shareholders.

The proposed resolution is dependent upon the consent of ASIC to the retirement of the company's present auditors, Crowe Horwath, and to the appointment of new auditor, being received prior to the annual general meeting. If the approval of ASIC is not received prior to the meeting the appointment of new auditors will not be voted on at the meeting and the current auditors will remain in place until such time as ASIC's approval is received.

The Board recommends that shareholders vote in favour of Resolution 6.

9. Resolution 7 – Increase aggregate director fees

Shareholders are requested to approve an increase in aggregate fees payable to non-executive directors from \$150,000 to \$250,000 per annum.

Purpose of the increase

The current maximum aggregate remuneration payable to all non-executive Directors is \$150,000 per annum (**fee cap**), which was approved by Shareholders at the November 2003 AGM.

Under the Constitution, the Directors decide the total amount paid to each Non-Executive Director as remuneration for their services as a Director. However, the total amount of fees paid to all Non-Executive Directors for their services must not exceed in aggregate in any financial year the amount fixed by the Shareholders in general meeting.

For the purposes of Rule 10.17 of the ASX Listing Rules, Shareholder approval is now sought to increase this fee cap by \$100,000 to \$250,000 per annum (including superannuation).

The Board considers that it is appropriate to seek approval for an increase in the fee cap in order to maintain an appropriate fee buffer in advance of specific needs arising. In particular, the increase to the fee cap will provide the Board with flexibility to appoint additional non-executive Directors, for example to take advantage of an opportunity to appoint a candidate with particular skills or expertise that complements those currently represented on the Board.

In addition, the increase to the fee cap will provide scope to attract and retain high-calibre Board members and to provide effective transition arrangements. The proposed increase in the fee cap would enable the Company to facilitate such future changes in its membership and composition.

No securities have been issued to any non-executive Director under ASX Listing Rules 10.11 or 10.14 with shareholder approval within the last three years.

Board recommendation

As the non-executive Directors have a personal interest in Resolution 7, the Directors make no recommendation as to how

VOLTAGE IP LIMITED

ABN 86 057 884 876

All Correspondence to:

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** www.boardroomlimited.com.au

☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 3:45pm (AEDT) on Wednesday, 16 December 2015.**

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a security holder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities 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.
- (b) return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **3:45pm (AEDT) on Wednesday, 16 December 2015.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

📠 **By Fax** + 61 2 9290 9655

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia

👤 **In Person** Level 12, 225 George Street,
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

Voltage IP Limited - 2015 Annual General Meeting

ABN 86 057 884 876

☐

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of **Voltage IP Limited** (Company) and entitled to attend and vote hereby appoint:

☐

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

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the 2015 Annual General Meeting of the Company to be held at **Sanston Securities Australia, Level 7, 564 St Kilda Road, Melbourne, Victoria on Friday, 18 December, 2015 at 3:45pm (AEDT)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolution 1, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this/these Resolution even though Resolution 1 is connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolution 1). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS

* 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 vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	To Adopt the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Spill Meeting	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	To elect Mr Pok Seng Kong as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	To elect Mr Chin Hing How as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	To elect Mr Henry Choo as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Change of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Increase aggregate director fees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SHAREHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2015