

18<sup>th</sup> December 2015

ASX

Company Announcements Platform

(ASX: VIP)

## **Results of the Extraordinary General Meeting 2015- 18<sup>th</sup> December 2015**

### **Results of an Extraordinary General Meeting**

In accordance with Listing Rules 3.13.2 and Section 251AA of the Corporations Act, Voltage IP Limited advises of the following results at the Company's 2015 Extraordinary General Meeting:

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

*“That, subject to the passing of each of the Essential Resolutions, for the purpose of Listing Rule 7.1 and for all other purposes, the Company is authorised to issue the Convertible Notes under the Loan and Convertible Note Agreements (as described in the Explanatory Statement).”*

The instructions given to validly appointed proxies in respect of the resolution are as follows:

<b>Manner in which proxies directed</b>			
<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Proxy's Discretion</b>
1,851,210	32,009	280	2,429,435

The motion was carried as an ordinary resolution on a show of hands.

#### **Resolution 2: Conversion of Shares into small number**

*“That, subject to the passing of each of the Essential Resolutions, pursuant to section 254H of the Corporations Act and for all other purposes, the Shareholders approve the conversion of all Shares (on issue immediately before the Meeting) into a smaller number on the basis that every 25 Shares will be consolidated into 1 Share with effect immediately following the allotment of the Convertible Notes contemplated by Resolution 1 (as described in the Explanatory Statement).”*

The instructions given to validly appointed proxies in respect of the resolution are as follows:

<b>Manner in which proxies directed</b>			
<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Proxy's Discretion</b>
1,835,793	47,706	0	2,429,435

The motion was carried as an ordinary resolution on a show of hands.

**Resolution 3: Cancellation of Shares issued to Pok Seng Kong**

*“That, subject to the passing of each of the Essential Resolutions, pursuant to section 254H of the Corporations Act and for all other purposes, the Shareholders approve the conversion of all Shares (on issue immediately before the Meeting) into a smaller number on the basis that every 25 Shares will be consolidated into 1 Share with effect immediately following the allotment of the Convertible Notes contemplated by Resolution 1 (as described in the Explanatory Statement).”*

The instructions given to validly appointed proxies in respect of the resolution are as follows:

<b>Manner in which proxies directed</b>			
<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Proxy’s Discretion</b>
1,879,548	3,951	0	2,429,435

The motion was carried as an ordinary resolution on a show of hands.

**Resolution 4: Change the nature and scale of activities**

*“That, subject to the passing of each of the Essential Resolutions, for the purpose of Listing Rule 11.1.2 and for all other purposes, approval is given for the Company to:*

- (a) make a significant change in the nature and scale of its activities;*
- (b) issue the Consideration Options and the Sanston Options with an exercise price of \$0.10 per Option;*
- (c) issue Shares with an issue price of \$0.05 per Share under the Public Offer; and*
- (d) issue Shares with a deemed issue price of \$0.03 per Share under the Debt to Equity Offer and the Noteholder Offer,*

*in each case, as described in the Explanatory Statement.”*

The instructions given to validly appointed proxies in respect of the resolution are as follows:

<b>Manner in which proxies directed</b>			
<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Proxy’s Discretion</b>
1,851,252	18,047	14,200	2,429,435

The motion was carried as an ordinary resolution on a show of hands.

**Resolution 5: Issue of Consideration Shares**

*“That, subject to the passing of each of the Essential Resolutions, for the purpose of item 7 of section 611 of the Corporations Act, section 208 of the Corporations Act, Listing Rule 7.1, Listing Rule 10.11 and for all other purposes, the Shareholders approve the issue by the Company to the Vendors of 210,526,300 Consideration Shares (as described in the Explanatory Statement), with that allotment occurring at the same time as the allotment of all other Shares to be issued under the Prospectus and which will result in Wee Min Chen, Chin Eng Khoo, Wee Onn Chen and Ei Ling Chong each increasing their Voting Power from 0% up to a maximum of 67.72%.”*

The instructions given to validly appointed proxies in respect of the resolution are as follows:

<b>Manner in which proxies directed</b>			
<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Proxy’s Discretion</b>
1,850,041	33,458	0	2,429,435

The motion was carried as an ordinary resolution on a show of hands.

**Resolution 6: Issue of Consideration Options**

*“That, subject to the passing of each of the Essential Resolutions, for the purpose of item 7 of section 611 of the Corporations Act, section 208 of the Corporations Act, Listing Rule 7.1, Listing Rule 10.11 and for all other purposes, the Shareholders approve the issue by the Company to the Vendors of 20,000,000 Consideration Options (as described in the Explanatory Statement), with that allotment occurring at the same time as the allotment of all Shares to be issued under the Prospectus and which would have the potential to result in Wee Min Chen, Chin Eng Khoo, Wee Onn Chen and Ei Ling Chong each increasing their Voting Power from 67.72% (being the maximum Voting Power arising from the passing of Resolution 5) up to a maximum of 69.67%.”*

The instructions given to validly appointed proxies in respect of the resolution are as follows:

<b>Manner in which proxies directed</b>			
<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Proxy’s Discretion</b>
1,835,793	47,706	0	2,429,435

The motion was carried as an ordinary resolution on a show of hands.

**Resolution 7: Issue of Shares under the Public Offer, Debt to Equity Offer and Noteholder Offer**

*“That, subject to the passing of each of the Essential Resolutions, for the purpose of section 208 of the Corporations Act, Listing Rule 7.1, Listing Rule 10.11 and for all other purposes, the Shareholders approve the issue by the Company of all Shares under the Public Offer, the Debt to Equity Offer and the*

***Noteholder Offer (which may result in the allotment of up to 139,365,549 Shares, as described in the Explanatory Statement), with those allotments under the Prospectus all occurring at the same time.”***

The instructions given to validly appointed proxies in respect of the resolution are as follows:

<b>Manner in which proxies directed</b>			
<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Proxy’s Discretion</b>
1,851,252	18,327	13,920	2,429,435

The motion was carried as an ordinary resolution on a show of hands.

**Resolution 8: Escrow arrangements**

***“That, subject to the passing of each of the Essential Resolutions, for the purpose of item 7 of section 611 of the Corporations Act and for all other purposes, the Shareholders approve the acquisition by the Company of a Relevant Interest in the 210,526,300 Consideration Shares to be issued to the Vendors (together with any Shares that are issued as a result of the exercise of the 20,000,000 Consideration Options that are to be issued to the Vendors), acquired as a result of the escrow restrictions described in section Error! Reference source not found. of the Explanatory Statement.”***

The instructions given to validly appointed proxies in respect of the resolution are as follows:

<b>Manner in which proxies directed</b>			
<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Proxy’s Discretion</b>
1,844,553	18,089	14,200	2,436,092

The motion was carried as an ordinary resolution on a show of hands.

**Resolution 9: Appointment of Wee Min Chen**

***“That, subject to the passing of each of the Essential Resolutions, Wee Min Chin (having consented to act) be elected as a director of the Company with effect from completion of the Acquisition.”***

The instructions given to validly appointed proxies in respect of the resolution are as follows:

<b>Manner in which proxies directed</b>			
<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Proxy’s Discretion</b>
1,844,553	18,369	13,920	2,436,092

The motion was carried as an ordinary resolution on a show of hands.

**Resolution 10: Appointment of Ai Ling Chong**

*“That, subject to the passing of each of the Essential Resolutions, Ai Ling Chong (having consented to act) be elected as a director of the Company with effect from completion of the Acquisition.”*

The instructions given to validly appointed proxies in respect of the resolution are as follows:

Manner in which proxies directed			
For	Against	Abstain	Proxy’s Discretion
1,844,553	18,369	13,920	2,436,092

The motion was carried as an ordinary resolution on a show of hands.

**Resolution 11: Ratification of the appointment of Francesco (Frank) Licciardello**

*“That the appointment of Francesco (Frank) Licciardello as a director of the Company be ratified and approved by Shareholders.”*

The instructions given to validly appointed proxies in respect of the resolution are as follows:

Manner in which proxies directed			
For	Against	Abstain	Proxy’s Discretion
1,844,595	18,327	13,920	2,436,092

The motion was carried as an ordinary resolution on a show of hands.

**Resolution 12: Appointment of Craig Sanford**

*“That, subject to the passing of each of the Essential Resolutions, Craig Sanford (having consented to act) be elected as a director of the Company with effect from completion of the Acquisition.”*

The instructions given to validly appointed proxies in respect of the resolution are as follows:

Manner in which proxies directed			
For	Against	Abstain	Proxy’s Discretion
1,844,833	18,089	13,920	2,436,092

The motion was carried as an ordinary resolution on a show of hands.

**Resolution 13: Adoption of new Constitution**

*“That, for the purpose of section 136(2) of the Corporations Act and for all other purposes, the Company adopts a new Constitution in the form as signed by the Chair of the Meeting for identification purposes, in lieu of the existing Constitution of the Company.”*

The instructions given to validly appointed proxies in respect of the resolution are as follows:

Manner in which proxies directed			
For	Against	Abstain	Proxy’s Discretion
1,844,833	18,089	13,920	2,436,092

The motion was carried as an ordinary resolution on a show of hands.

**Resolution 14: Financial benefit to a company controlled by Frank Licciardello**

*“That, for the purpose of Listing Rule 7.1, Listing Rule 10.11 and for all other purposes, the Shareholders approve the allotment of 3,500,000 Options to Sanston (a company controlled by Frank Licciardello) in accordance with the terms of the Sanston Mandate (as described in the Explanatory Statement), with that allotment occurring at the same time as the allotment of all Shares to be issued under the Prospectus..”*

The instructions given to validly appointed proxies in respect of the resolution are as follows:

Manner in which proxies directed			
For	Against	Abstain	Proxy’s Discretion
1,829,136	47,706	0	2,436,092

The motion was carried as an ordinary resolution on a show of hands.

Any queries regarding this announcement should be directed to the Company on +61 398677199.

Andrew Metcalfe  
Company Secretary

18<sup>th</sup> December 2015