

**Ascend Group Limited**

ABN 69 114 162 631

**NSX/Media Announcement  
(NSX: AMJ)****16 July 2010****Results of Annual General Meeting of Members held 16 July 2010**

In accordance with section 251AA (2) of the Corporations Act 2001, we advise the following results of resolutions at the General Meeting of Ascend Group Limited held at the offices of Martin Place Securities Pty Ltd, 14 Martin Place, Sydney NSW 2000 at 10:00 am on 16 July 2010.

**Resolution 1:  
election of Mr Ian  
Mutton as a Director**

That Mr Ian Mutton, being a Director of the Company, who retires in accordance with the Company's Constitution and, being eligible, offers himself for election, is hereby elected as a Director of the Company.

Instructions given to all validly appointed proxies in respect of the resolution were as follows:

	For	Open	Against	Abstain
All Proxies	219,701,578	0	0	0

The motion was carried on a show of hands.

**Resolution 2: re-  
election of Mr Alan  
Beasley as a Director**

That Mr Beasley, being a Director of the Company, who retires in accordance with the Company's Constitution and, being eligible, offers himself for re-election, is hereby re-elected as a Director of the Company.

Instructions given to all validly appointed proxies in respect of the resolution were as follows:

	For	Open	Against	Abstain
All Proxies	219,201,578	0	500,000	0

The motion was carried on a show of hands.

**Resolution 3:  
election of Mr Barry  
Dawes as a Director**

That Mr Dawes, being a Director of the Company, who retires in accordance with the Company's Constitution and, being eligible, offers himself for election, is hereby elected as a Director of the Company.

Instructions given to all validly appointed proxies in respect of the resolution were as follows:

	For	Open	Against	Abstain
All Proxies	219,701,578	0	0	0

The motion was carried on a show of hands.

**Resolution 4:  
election of Mr Kevin  
Lynn as a Director**

That Mr Lynn, being a Director of the Company, who retires in accordance with the Company's Constitution and, being eligible, offers himself for election, is hereby elected as a Director of the Company.

Instructions given to all validly appointed proxies in respect of the resolution were as follows:

	For	Open	Against	Abstain
All Proxies	219,701,578	0	0	0

The motion was carried on a show of hands.

**Resolution 5: issue  
of shares to Mr Ian  
Mutton**

That, for the purposes of Listing Rules 6.25 and 6.44, Chapter 2E of the Corporations Act and all other purposes, the Company approves the allotment and issue of 15,000,000 Shares in the capital of the Company to Mr Mutton or his nominee on the terms and conditions set out in the Explanatory Memorandum accompanying and forming part of this Notice of General Meeting.

Instructions given to all validly appointed proxies in respect of the resolution were as follows:

	For	Open	Against	Abstain
All Proxies	53,342,418	0	500,000	160,859,160

The motion was carried on a show of hands.

**Resolution 6: issue  
of shares to Mr Alan  
Beasley**

That, for the purposes of Listing Rules 6.25 and 6.44, Chapter 2E of the Corporations Act and all other purposes, the Company approves the allotment and issue of 15,000,000 Shares in the capital of the Company to Mr Beasley or his nominee on the terms and conditions set out in the Explanatory Memorandum accompanying and forming part of this Notice of General Meeting.

Instructions given to all validly appointed proxies in respect of the resolution were as follows:

	For	Open	Against	Abstain
All Proxies	180,579,148	0	19,974,464	19,974,464

The motion was carried on a show of hands.

**Resolution 7: issue of shares to Mr Barry Dawes**

That, for the purposes of Listing Rules 6.25 and 6.44, Chapter 2E of the Corporations Act and all other purposes, the Company approves the allotment and issue of 15,000,000 Shares in the capital of the Company to Mr Dawes or his nominee on the terms and conditions set out in the Explanatory Memorandum accompanying and forming part of this Notice of General Meeting.

Instructions given to all validly appointed proxies in respect of the resolution were as follows:

	For	Open	Against	Abstain
All Proxies	64,342,418	0	19,974,464	160,859,160

The motion was carried on a show of hands.

**Resolution 8: issue of shares to Mr Kevin Lynn**

That, for the purposes of Listing Rules 6.25 and 6.44, Chapter 2E of the Corporations Act and all other purposes, the Company approves the allotment and issue of 15,000,000 Shares in the capital of the Company to Mr Lynn or his nominee on the terms and conditions set out in the Explanatory Memorandum accompanying and forming part of this Notice of General Meeting.

Instructions given to all validly appointed proxies in respect of the resolution were as follows:

	For	Open	Against	Abstain
All Proxies	210,501,572	0	0	9,200,006

The motion was carried on a show of hands.

**Resolution 9: issue of shares to Mr Hean Siew**

That, for the purposes of Listing Rule 6.25 and all other purposes, the Company approves the allotment and issue of 15,000,000 Shares in the capital of the Company to Mr Siew or his nominee on the terms and conditions set out in the Explanatory Memorandum accompanying and forming part of this Notice of General Meeting.

The Chairman advised that instructions given to all validly appointed proxies in respect of the resolution were as follows:

	For	Open	Against	Abstain
All Proxies	210,501,572	0	0	9,200,006

The motion was carried on a show of hands.

**Resolution 10: Share issue under a Private Placement**

That, for the purposes of NSX Listing Rule 6.25 and all other purposes, Shareholders approve the placement of up to 24,659,859 Shares at 2 cents per Share on the terms and conditions described in the Explanatory Memorandum.

Instructions given to all validly appointed proxies in respect of the resolution were as follows:

	For	Open	Against	Abstain
All Proxies	213,701,578	0	6,000,000	0

The motion was carried on a show of hands.

**Resolution 11:  
change of activity**

That, in accordance NSX Listing Rule 6.41 the Shareholders approve that the predominant activity of the Company be changed to the evaluation and, where commercially advantageous, the exploitation of technologies generally and in the projection of images with an appearance of three dimensions and confirms the change in direction of the Company as the most appropriate course of action for Directors to take for the benefit of the Company and its Shareholders.

Instructions given to all validly appointed proxies in respect of the resolution were as follows:

	For	Open	Against	Abstain
All Proxies	219,701,578	0	0	0

The motion was carried on a show of hands.

**Resolution 12: Share  
issue**

That, for the purposes of NSX Listing Rule 6.25 and under the provisions of section 708 of the Corporations Act and for all other purposes, approval is given for the Company to issue and allot up to 30% of the undiluted share capital of the Company being, the issue and allotment of:

- not more than 73,979,577 Shares in the capital of the Company, if Resolutions 5 to 10 are not approved by Members; and
- not more than 103,877,535 Shares in the capital of the Company, if Resolutions 5 to 10 are approved by Members;

at an issue price of not less than 85% of the average market price for the Shares (such average price being calculated over the last 5 days on which sales in Shares were recorded on NSX before the day on which the issue is to be made) or 2 cents (whichever is the greater) and such Shares to be issued within 3 months of the date of this Meeting (or such later date as permitted by any NSX waiver) to the allottees as specified in the Explanatory Memorandum accompanying and forming part of this Notice of General Meeting.

Instructions given to all validly appointed proxies in respect of the resolution were as follows:

	For	Open	Against	Abstain
All Proxies	219,201,578	0	0	500,000

The motion was carried on a show of hands.

**Resolution 13:  
ratification of  
agreement with Mr  
Donald Martin**

That, approval is given for:

1. the ratification and confirmation of the Agreement made on 4 May 2010 between the Ascend and Mr Donald Martin; and
2. for the purposes of NSX Listing Rule 6.25 and all other purposes, the Company to issue and grant up to 19.9% of the undiluted share capital of the Company to S<sup>3</sup>, being, the issue and allotment of:
  - not more than 61,264,818 Shares in the capital of the Company, if Resolutions 5 to 10 and Resolution 12 are not approved by Members; and
  - not more than 111,831,537 Shares in the capital of the Company, if Resolutions 5 to 10 and Resolution 12 are approved by Members

on the terms and conditions of which are set out in the Explanatory Memorandum accompanying and forming part of this Notice of General Meeting.

Instructions given to all validly appointed proxies in respect of the resolution were as follows:

	For	Open	Against	Abstain
All Proxies	219,701,578	0	0	0

The motion was carried on a show of hands.

**Resolution 14: s.195  
approval**

That, for the purpose of section 195(4) of the Corporations Act and for all other purposes, Shareholders approves and authorise the Directors to complete the transactions as contemplated in this Notice.

Instructions given to all validly appointed proxies in respect of the resolution were as follows:

	For	Open	Against	Abstain
All Proxies	219,701,578	0	0	0

The motion was carried on a show of hands.

**Resolution 15:  
removal of Duncan  
Dovico as auditors**

That, Duncan Dovico be removed as at the completion of the meeting as auditor of Ascend Group Limited.

Instructions given to all validly appointed proxies in respect of the resolution were as follows:

	For	Open	Against	Abstain
All Proxies	219,701,578	0	0	0

The motion was carried on a show of hands.

**Resolution 16:  
appointment of KS  
Black & Co as  
Auditors**

That KS Black & Co Chartered Accountants, of 460 Church Street, North Parramatta NSW 2151, having been nominated by a member of the Company pursuant to Section 328B (3) of the Corporations Act 2001 (Cth) ("Act") and consented in writing to act, be appointed as auditors of the Company pursuant to Section 327B of the Act, effective from the close of this Meeting.

Instructions given to all validly appointed proxies in respect of the resolution were as follows:

	For	Open	Against	Abstain
All Proxies	219,601,578	0	0	100,000

The motion was carried on a show of hands.