

**Notice of Annual General Meeting**  
**OceanEthix International Holdings Limited**  
**A.B.N 91 161 170 707**

Notice is given that the Annual General Meeting of members of OceanEthix International Holdings Limited will be held at

- 11 am HKT
- At Room 1102, Kowloon Building, 555 Nathan Road, Kowloon
- Hong Kong
- Wednesday the 27<sup>th</sup> November 2013.



## ITEMS of BUSINESS

1. CHAIRMAN'S ADDRESS

Dr Chuly Lee.

2. MANAGING DIRECTORS ADDRESS

Mr Lloyd Moskalik.

3. VACATION OF OFFICE BY DIRECTORS OF COMPANY

In accordance with Clause 20.2 of the Company's Constitution, being the earliest Directors, Nigel Wong and Nicole Tang retire from office.

**NOTE:**

**All dollar figures in \$A.**

## RESOLUTIONS

RE-ELECTION of RETIRING DIRECTOR

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

In accordance with Clause 20.3 of the Company's Constitution, that Mr Nigel Wong, being eligible and who offers himself for re-election, is re-elected as a Director of the Company

RE-ELECTION of RETIRING DIRECTOR

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

In accordance with Clause 20.3 of the Company's Constitution, that Ms Nicole Tang, being eligible and who offers himself for re-election, is re-elected as a Director of the Company

4. AUDITOR REAPPOINTMENT

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

“That Cannings & Co be re-appointed as the auditor of the Company and that the Directors be authorised to agree their remuneration”.

5. FINANCIAL REPORT, DIRECTORS’ AND AUDIT REPORTS

To receive and consider for approval the Financial Report of the Company together with the report of the Directors and Auditors for the year ended 30<sup>th</sup> June 2013.

6. REMUNERATION REPORT:

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

That the remuneration report as set out on page 20 of the Annual Report for the financial year 2012-13 be adopted.

7. ISSUE OF SHARES TO CHULY LEE

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

That for the purposes of NSX listing rule 6.25 and for all other purposes, the shareholders approve the grant of shares as follows for nil consideration:

Chuly Lee	Annual bonus	Listing bonus	Price per share	Value of shares
	800,000	2,000,000	\$A0.05	\$140,000

8. ISSUE OF SHARES TO LLOYD MOSKALIK

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

That for the purposes of NSX listing rule 6.25 and for all other purposes, the shareholders approve the grant of shares as follows for nil consideration:

Lloyd Moskalik	Annual bonus	Listing bonus	Price per share	Value of shares
	1,500,000	2,000,000	\$A0.05	\$175,000

9. ISSUE OF SHARES TO BRIAN WONG

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

That for the purposes of NSX listing rule 6.25 and for all other purposes, the shareholders approve the grant of shares as follows for nil consideration:

Brian Wong	Annual bonus	Listing bonus	Price per share	Value of shares
	720,000	2,000,000	\$A0.05	\$136,000

10. ISSUE OF SHARES TO DEREK CONDELL

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

That for the purposes of NSX listing rule 6.25 and for all other purposes, the shareholders approve the grant of shares as follows for nil consideration:

Derek Condell	Annual bonus	Listing bonus	Price per share	Value of shares
	720,000	NIL	\$A0.05	\$36,000

11. ISSUE OF SHARES TO NICOLE TANG

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

That for the purposes of NSX listing rule 6.25 and for all other purposes, the shareholders approve the grant of shares as follows for nil consideration:

Nicole Tang	Annual bonus	Listing bonus	Price per share	Value of shares
	NIL	500,000	\$A0.05	\$25,000

12. ISSUE OF OPTIONS FOR CHULY LEE

To consider and if thought fit, to pass the Resolution as an ordinary resolution approving the issues of options, the terms of which are in the Explanatory Notes:

That for the purposes of NSX listing rule 6.25 and for all other purposes, the shareholders approve the issues of options as follows:

Chuly Lee	Strike price and date: 4c, 30 Nov 2015	<b>Vesting at 27-11-2013</b>	<b>Vesting 01-07-2014</b>	<b>Vesting 01-07-2015</b>
		1,150,000	1,150,000	1,150,000

Chuly Lee	Strike price and date: 4c, 30 Nov 2017	<b>Vesting at 27-11-2013</b>	<b>Vesting 01-07-2015</b>	<b>Vesting 01-07-2017</b>
		1,150,000	1,150,000	1,150,000

13. ISSUE OF OPTIONS FOR LLOYD MOSKALIK

To consider and if thought fit, to pass the Resolution as an ordinary resolution approving the issues of options, the terms of which are in the Explanatory Notes:

That for the purposes of NSX listing rule 6.25 and for all other purposes, the shareholders approve the issues of options as follows:

Lloyd Moskalik	4c 30 Nov 2015	<b>Vesting at 27-11-2013</b>	<b>Vesting 01-07-2014</b>	<b>Vesting 01-07-2015</b>
		1,150,000	1,150,000	1,150,000

Lloyd Moskalik	Strike price and date: 4c, 30 Nov 2017	<b>Vesting at 27-11-2013</b>	<b>Vesting 01-07-2015</b>	<b>Vesting 01-07-2017</b>
		1,150,000	1,150,000	1,150,000

14. ISSUE OF OPTIONS FOR BRIAN WONG

To consider and if thought fit, to pass the Resolution as an ordinary resolution approving the issues of options, the terms of which are in the Explanatory Notes:

That for the purposes of NSX listing rule 6.25 and for all other purposes, the shareholders approve the issues of options as follows:

Brian Wong	Strike price and date: 4c, 30 Nov 2015	<b>Vesting at 27-11-2013</b>	<b>Vesting 01-07-2014</b>	<b>Vesting 01-07-2015</b>
		575,000	575,000	575,000

Brian Wong	Strike price and date: 4c, 30 Nov 2017	<b>Vesting at 27-11-2013</b>	<b>Vesting 01-07-2015</b>	<b>Vesting 01-07-2017</b>
		575,000	575,000	575,000

15. ISSUE OF OPTIONS FOR DEREK CONDELL

To consider and if thought fit, to pass the Resolution as an ordinary resolution approving the issues of options, the terms of which are in the Explanatory Notes:

That for the purposes of NSX listing rule 6.25 and for all other purposes, the shareholders approve the issues of options as follows:

Derek Condell	Strike price and date: 4c, 30 Nov 2015	<b>Vesting at 27-11-2013</b>	<b>Vesting 01-07-2014</b>	<b>Vesting 01-07-2015</b>
		575,000	575,000	575,000

Derek Condell	Strike price and date: 4c, 30 Nov 2017	<b>Vesting at 27-11-2013</b>	<b>Vesting 01-07-2015</b>	<b>Vesting 01-07-2017</b>
		575,000	575,000	575,000

16. ISSUE OF OPTIONS FOR NICOLE TANG

To consider and if thought fit, to pass the Resolution as an ordinary resolution approving the issues of options, the terms of which are in the Explanatory Notes:

That for the purposes of NSX listing rule 6.25 and for all other purposes, the shareholders approve the issues of options as follows:

Nicole Tang	Strike price and date: 4c, 30 Nov 2015	<b>Vesting at 27-11-2013</b>	<b>Vesting 01-07-2014</b>	<b>Vesting 01-07-2015</b>
		150,000	150,000	150,000

Nicole Tang	Strike price and date: 4c, 30 Nov 2017	<b>Vesting at 27-11-2013</b>	<b>Vesting 01-07-2015</b>	<b>Vesting 01-07-2017</b>
		150,000	150,000	150,000

17. ISSUE OF OPTIONS FOR NIGEL WONG

To consider and if thought fit, to pass the Resolution as an ordinary resolution approving the issues of options, the terms of which are in the Explanatory Notes:

That for the purposes of NSX listing rule 6.25 and for all other purposes, the shareholders approve the issues of options as follows:

Nigel Wong	Strike price and date: 4c, 30 Nov 2015	<b>Vesting at 27-11-2013</b>	<b>Vesting 01-07-2014</b>	<b>Vesting 01-07-2015</b>
		150,000	150,000	150,000

Nigel Wong	Strike price and date: 4c, 30 Nov 2017	<b>Vesting at 27-11-2013</b>	<b>Vesting 01-07-2015</b>	<b>Vesting 01-07-2017</b>
		150,000	150,000	150,000

18. ISSUE OF OPTIONS FOR JOHN ZHONG

To consider and if thought fit, to pass the Resolution as an ordinary resolution approving the issues of options, the terms of which are in the Explanatory Notes:

That for the purposes of NSX listing rule 6.25 and for all other purposes, the shareholders approve the issues of options as follows:

John Zhong	Strike price and date: 4c, 30 Nov 2015	<b>Vesting at 27-11-2013</b>	<b>Vesting 01-07-2014</b>	<b>Vesting 01-07-2015</b>
		150,000	150,000	150,000

John Zhong	Strike price and date: 4c, 30 Nov 2017	<b>Vesting at 27-11-2013</b>	<b>Vesting 01-07-2015</b>	<b>Vesting 01-07-2017</b>
		150,000	150,000	150,000

19. ISSUE OF OPTIONS FOR MANAGEMENT

To consider and if thought fit, to pass the Resolution as an ordinary resolution approving the issues of options, the terms of which are in the Explanatory Notes:

That for the purposes of NSX listing rule 6.25 and for all other purposes, the shareholders approve the issues of options as follows:

MANAGEMENT	Strike price and date: 4c, 30 Nov 2015	<b>Vesting at 27-11-2013</b>	<b>Vesting 01-07-2014</b>	<b>Vesting 01-07-2015</b>
		650,000	650,000	650,000

MANAGEMENT	Strike price and date: 4c, 30 Nov 2017	<b>Vesting at 27-11-2013</b>	<b>Vesting 01-07-2015</b>	<b>Vesting 01-07-2017</b>
		650,000	650,000	650,000

20. CAPITAL RAISING BY NEW SHARE ISSUES:

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

That, for the purposes of Listing Rule 6.25 (1), the company may issue up to the lower of

- 58,048,000 in new shares in the year 2013-14, such number being 20% of the capital diluted as per Resolutions 8 to 11 and excluding the vesting of options, or
- 20% of the capital diluted as per Resolutions 8 to 11 that are approved by the Meeting, and excluding the vesting of options

See Explanatory Notes.

21. RESTRICTED SECURITIES:

It is noted that the NSX (Practice Note 12) will impose restrictions on securities issued to Directors and accordingly the company will write to have the securities locked by the Share Register, Boardroom, and the NSX.

22. VOTING EXCLUSION:

The Company will disregard any votes cast on any of the Resolutions 7 to 19 by the Director and any Associate of his / hers to which the Resolution applies.

However the Company need not disregard a vote by a Director or his / her Associate if the vote 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 the vote 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.

23. DIRECTORS' RECOMMENDATION

Your Directors unanimously recommend the approval of the Resolutions and encourage Shareholders to vote IN FAVOUR of the Resolutions.

---

By order of the Board

Derek Condell, ph: +61 419 498 345

Secretary and Director

**Enquiries**

Chuly Lee, ph: +86 136 7166 8787

Lloyd Moskalik, ph: +852 5170 7875.



## EXPLANATORY STATEMENT

### RESOLUTIONs 13 to 20

#### TERMS OF THE OPTIONS:

The options:

- will not be listed,
- application will be made to the NSX for quotation of the new shares, being those that are converted from the Options, being applications
  1. for series 1 options, 30 November 2015, and
  2. for series 2 options, 30 November 2017

Other terms of the options are:

1. All participants must pay \$1 for their package of options shortly after the vesting date
2. As European options, they may be exercised on or within 7 days before the exercise date.
3. Vesting terms: The options vest as follows:
  - a. Upon approval by the Members, for one-third,
  - b. Or for the balance of two-thirds of the options, a package of one third on each of the dates nominated (eg, 1 July 2014) subject to the person being engaged or employed as a Director, secretary or employee on that date
  - c. a/ and b/ being subject to payment by the person of \$1 per tranche per series within one month of the date of vesting: ie, \$1 needs to be paid per series, per tranche so as to have both series vested to the person
4. the strike / exercise price of the options is \$0.04
5. the company shall seek, immediately after the exercise date of the November 2015 series of options, a listing date for any options converted to shares,
6. the company shall seek, immediately after the exercise date of the November 2017 series of options, a listing date for any options converted to shares.

**RESOLUTION 21**

## Capital Table

Shares on Issue 30 June 2013	<u>Comment</u>	280,000,000
Bonus Shares issued	Annual bonus and Listing bonus to Directors	10,240,000
Sub total:	Maximum shares on issue post approval of Resolutions:	290,240,000
Approval sought to issue new shares:	Maximum number of new shares that may be issued to support capital raising, being 20% of the sub-total	58,048,000
TOTAL potential shares on issue as at 30 June 2014		348,288,000

PROXY APPOINTMENT FORM  
OCEANETHIX INTERNATIONAL HOLDINGS LTD  
A.B.N 91 161 170 707

This document must be lodged with the company Secretary not later than 11am HKT or 2pm AEDT 25 November 2013.

Name and address of member or joint members

**Appointment of proxy**

I/We, being a member/s of OceanEthix International Holdings Limited and entitled to attend and vote, appoint

or if that person fails to attend or, if no person is named, the Chairman of the meeting to attend, act generally and vote as directed below, or, if no directions are given, as the proxy or the Chairman sees fit, at the general meeting of the Company to be held on 27 NOVEMBER 2013 and at any adjournment.

Voting directions to your proxy – please mark the box ☐ with a tick ✓ to indicate your directions.

RESOLUTION	FOR	AGAINST	ABSTAIN *
3.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

7.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
17.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
18.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
19.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
20.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

\* If you mark the Abstain box for a particular item of business, you are directing your proxy not to vote on that item on a show of hands or on a poll and your shares will not be counted in computing the required majority on a poll.

### **Signatures.**

**Individual member, solely authorised joint individual member, attorney or solely authorised company member**



---

**Member, Attorney or Joint Member , eg Trustees**

---

**Sole director or company secretary**

--	--

---

Contact name	Contact daytime telephone	Date
--------------	---------------------------	------

--	--	--

## INSTRUCTIONS FOR COMPLETION OF PROXY APPOINTMENT FORM

It must be lodged with Forest Accounting not later than 11am HKT or 2pm AEDT 25 November 2013.

### **Your name and address**

This is your name and address as it appears on the register of members of the Company. If this information is incorrect, please make the correction on the Proxy Appointment Form. Members sponsored by a broker should advise their broker of any changes. **Please note that you cannot change ownership of your shares using this Proxy Appointment Form.**

### **Appointment of proxy**

If you are entitled to vote at the meeting you have a right to appoint a proxy and should use this Proxy Appointment Form. The proxy need not be a member of the Company and can be an individual or a body corporate.

If you wish to appoint someone other than the Chairman of the meeting as your proxy, please write the name of that person in the appropriate box. Members cannot appoint themselves. If you leave the box blank, or your named proxy does not attend the meeting, the Chairman of the meeting will be your proxy and vote on your behalf.

Your proxy's authority to speak and vote for you at the meeting is suspended if you are present at the meeting.

### **Voting directions to your proxy**

You may direct your proxy how to vote by marking **X** in one of the three boxes opposite each item of business. All your votes will be cast in accordance with your direction, unless you indicate only a portion of votes are to be cast on any item by inserting the percentage of your voting rights applicable to the proxy appointed by this Proxy Appointment Form in the appropriate box. If you do not mark any of the boxes relating to the items of business, your proxy will vote as he or she chooses. If you mark more than one box relating to the same item of business any vote by your proxy on that item will be invalid.

## **Signing instructions**

This Proxy Appointment Form must be signed and dated by the member or the member's attorney. Any joint member may sign.

If this form is signed by an attorney and you have not previously lodged the power of attorney with the Company for notation, please attach a certified copy of the power of attorney to this form when you return it.

If the member is a company that has a sole director or a sole director who is also the sole company secretary, this form must be signed by that person. Otherwise, this form must be signed by two directors or one director and a company secretary. Please indicate the office held by signing in the appropriate place.

A member who is entitled to cast 2 or more votes may appoint 2 proxies and must specify the proportion or number of votes that each proxy is appointed to exercise.

## **Lodgement of Proxy Appointment Form**

Proxy Appointment Forms and proxy appointment authorities, for example, the original or a certified copy of the power of attorney (if the Proxy Appointment Form is signed by an attorney) must be received:

**not later than 2.00 pm on Monday 25 November 2013, and sent to:**

OceanEthix International Holdings Limited  
4 Russell Ave  
French's Forest, Sydney, 2086, ph +612 9755 6155, or  
by email to [dereks1@bigpond.com](mailto:dereks1@bigpond.com).

Documents received after that time will not be valid for the scheduled meeting.

## **Privacy**

Chapter 2C of the Corporations Act requires information about you (including your name, address and details of the shares you hold) to be included in the Company's public register of members. This information must continue to be included in the public register if you cease to hold shares. These statutory obligations are not altered by the Privacy Amendment (Private Sector) Act 2000 (Cth). Information is collected to administer your shareholding which may not be possible if some or all of the information is not collected.