



**AUSTRALIAN SMALL SCALE OFFERINGS BOARD LIMITED ABN 21 109 469 383**

**Notice of Annual General Meeting – 25 November 2014**

to be held at

**A Suite 1401, Level 14, The Rocket  
203 Robina Town Centre Drive  
Robina QLD 4230**

**On Tuesday, 25 November 2014 at 2.00 pm AEST (Brisbane time)**

If you are unable to attend the meeting you are encouraged to complete and return the proxy form included with this notice.

The completed proxy form must be received by Boardroom Pty Limited no later than 2.00 pm AEST (Brisbane Time) Sunday 23 November 2014, being 48 hours before the meeting commences.

If you appoint a proxy you are encouraged to direct your proxy how to vote on each item by marking the appropriate boxes on the proxy form.

**ITEMS OF BUSINESS**

**Annual Financial Statements and Reports**

To receive and discuss the Company's financial statements, Directors' and Auditor's reports for the year ended 30 June 2014.

**Resolution 1 – Remuneration Report**

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

*"That the Remuneration Report for the year ended 30 June 2014 be adopted."*

**Voting prohibition statement for resolution 1**

A vote on resolution 1 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 is included in the Remuneration Report; and/or
- (b) A closely related party of such a member

However, the above persons may cast a vote on resolution 1 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 the resolution (directed proxy); or
- (b) The voter is the Chair and the appointment of the Chair as proxy:
  - Does not specify the way the proxy is to vote on the resolution; and
  - Expressly authorises the Chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

**Resolution 2 – Re-election of Anthony Puls**

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

*"That Anthony Puls, who retires by rotation in accordance with clause 20.2 of the Company's constitution, and being eligible, offers himself for re-election, be re-elected as a Director."*

**By order of the board**

**Susan Williams  
Company Secretary  
24<sup>th</sup> October 2014**

## PROXIES AND VOTING

### Voting entitlement

In accordance with Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) the Company has determined that the shareholding of each shareholder for the purpose of voting entitlements for the Annual General Meeting or adjourned meeting will be as it appears in the Share Register at 7.00pm Sydney time on Friday 21 November 2014.

### Voting by proxy

If you do not wish to attend and vote in person you may appoint a proxy to attend and vote on your behalf. A proxy may be an individual or body corporate and need not be a shareholder. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the shareholder's voting rights. If the shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes. A personalised proxy form is included with this Notice of Meeting. If you require a second proxy form please contact Boardroom Pty Limited on (within Australia) 1300 737 760 or (outside Australia) +61 2 9290 9600.

### Lodging your proxy form

- Mailing it to Boardroom Pty Limited using the reply paid envelope
- Posting it to Boardroom Pty Limited, GPO Box 3993, Sydney NSW 2001 Australia
- Faxing it to +61 2 9290 9655
- Hand delivering it to Boardroom Pty Limited, Level 7, 207 Kent Street, Sydney NSW Australia

### How the Chairman of the meeting will vote undirected proxies

If you have marked the box appointing the Chairman to vote on your behalf, the Chairman will vote your undirected proxy in favour of resolution 1. The Chairman of the meeting will vote undirected proxies on resolution 2, and in favour of, that motion.

### Voting by attorney

A member entitled to attend and vote at the meeting may appoint an attorney to vote at the meeting. Attorneys should bring to the meeting an original or certified copy of the power of attorney.

### Corporate representatives

A corporation who is a member, or who has been appointed as a proxy by a member, may appoint a person to act as its representative in accordance with s. 250D of the Corporations Act 2001 to vote at the meeting. Evidence of the appointment must be brought to the meeting together with any authority under which it is signed. A pro forma Certificate of Appointment of Corporate Representative may be obtained from Boardroom Pty Limited by calling (within Australia) 1300 737 760 or (outside Australia) +61 2 9290 9600.

### Voting procedure

The Chairman of the meeting intends to call a poll vote on each resolution, which will be decided by a majority of 50%. Each member present in person, by proxy, attorney or representative, has one vote on a show of hands and one vote for each fully paid share held on a poll.

### Jointly held shares

If shares are jointly held, only one of the members can vote. If more than one joint member votes, only the vote of the member whose name appears first on the register of members will be counted.

### Questions from shareholders

In addition to asking questions at the meeting, written questions to the Chairman of the meeting about the management of ASSOB, or to ASSOB's Auditor about the content of the Auditor's Report and the conduct of the audit, may be submitted no later than Tuesday, 18 November 2014 to:

The Chairman  
Australian Small Scale Offerings Board Limited  
Suite 14, "Riverwalk Place"  
2 Waterfront Place  
ROBINA QLD 4226

Or by fax: +61 7 5591 9555  
Or by email: [info@assob.com.au](mailto:info@assob.com.au)

### Annual reports

The Australian Government introduced legislation in 2007 changing the default option for receiving annual reports to be via a Company's web site. As a result, an electronic copy of the Annual Report is available by going to the NSX website at <https://www.nsx.com.au/ftp/news/021729163.PDF> The Annual Report has also been sent by post to those shareholders who have previously elected to receive a hard copy.

### Explanatory notes

To assist you in deciding how to vote on the above resolutions, further details as background information to the resolutions are set out in the explanatory statement forming part of this notice of meeting.



## EXPLANATORY NOTES

These Explanatory Notes set out information in connection with the business to be considered at the Annual General Meeting of Shareholders proposed to be held at A Suite 1401, Level 14, The Rocket, 203 Robina Town Centre Drive, Robina QLD 4230 on 25 November 2014 at 2.00 pm AEST (Brisbane time).

The following items of ordinary business will be considered at the meeting:

### **Annual Report**

Section 317 of the Corporations Act requires the Financial Report, Directors' Report and Auditor's Report to be received and considered at the meeting. Neither the Corporations Act nor the Company's constitution requires shareholders to vote on these reports. The Chairman of the meeting will allow a reasonable opportunity for shareholders to ask questions about these reports or regarding the management of the Company. Shareholders will also be given a reasonable opportunity to ask the Auditor questions about the conduct of the Audit and the content of the Auditors' report.

### **Resolution 1: Remuneration Report**

Section 250R(2) of the Corporations Act requires that a resolution to adopt the Remuneration Report be put to the non-binding vote of the Company. The Remuneration Report is included in the Directors' Report on pages 7 to 9 within the Company's Annual Report. The Annual Report can be downloaded from <https://www.nxxa.com.au/ftp/news/021729163.PDF>. A voting exclusion statement applies to this item of business, as set out in the Notice of Meeting.

### **Resolution 2: Re-election of Mr Anthony Puls**

Mr Anthony Puls retires by rotation in accordance with clause 20.2 of the Company's Constitution and offers himself for re-election.

Tony Puls is the founding Chairman of Australian Small Scale Offerings Board Limited. After lobbying government and corporate regulators for more than 27 years, he lodged the first official applications to the NSW Corporate Affairs Commission and the National Companies and Securities Commission (now ASIC) for the creation of a platform which would allow unlisted companies to easily access private capital. In May 1997, ASIC issued a Class Order exemption allowing companies to appoint an ASSOB consultant to act on their behalf and assist them to raise capital through the ASSOB process. The Australian Small Scale Offerings Board was then born.



#### All Correspondence to:

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

Level 7, 207 Kent Street,  
Sydney NSW 2000 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** [www.boardroomlimited.com.au](http://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 2:00pm AEST on Sunday, 23<sup>rd</sup> of November, 2014.**

### 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 **2:00pm AEST on Sunday, 23<sup>rd</sup> of November, 2014.** 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 7, 207 Kent Street,  
Sydney NSW 2000 Australia

#### Attending the Meeting

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

# Australian Small Scale Offerings Board Limited

ABN 21 109 469 383

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## 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 **Australian Small Scale Offerings Board Limited** (Company) and entitled to attend and vote hereby appoint:

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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 Annual General Meeting of the Company to be held at **A Suite 1401, Level 14, The Rocket, 203 Robina Town Centre Drive, Robina Queensland 4230 on Tuesday, 25<sup>th</sup> of November, 2014 at 2:00pm AEST** 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 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	To Re-elect Mr Anthony Puls as a Director	<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 / / 2014