

# Invest Nexus Limited

ACN 168 564 056

## Notice of Meeting

NOTICE IS GIVEN that the Annual General Meeting of Invest Nexus Limited ACN 168 564 056 ("Company") will be held at Level 35, 31 Market Street, Sydney, NSW 2000, Australia, on Monday, 24 November 2014, at 9:00am AEDT, for the purpose of transacting the business set out in this Notice of Meeting.

If you are unable to attend the Annual General Meeting, you are requested to complete the form of proxy enclosed with this Notice of Meeting ("Proxy Form"). This Proxy Form (and any Power of Attorney under which it is signed) must be received at the address below by no later than 9:00 am AEDT on 22 November 2014 (being 48 hours before the commencement of the Annual General Meeting). Any Proxy Form received after that time will not be valid for the scheduled Annual General Meeting.

Hand deliveries: Boardroom Limited Level 7 / 207 Kent Street Sydney NSW 2000

Postal address: Boardroom Limited GPO Box 3993 Sydney NSW 2001

Fax number: +61 2 9290 9655

### ORDINARY BUSINESS:

#### Item 1 – Financial Statements and Reports

To receive and consider the Financial Report, the Directors' Report and the Auditor's Report of the Company and its controlled entities for the year ended 30 June 2014.

#### Item 2 – Remuneration Report

To consider, and if thought fit, to pass the following resolution as a non-binding ordinary resolution.

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

#### Item 3 – Appointment of Auditor

To confirm the appointment of Walker Wayland NSW as auditors of the Company.

#### Item 4 – Re-election of Director

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

"That David Batten be re-elected a director of the Company."

#### Item 5 – Election of Director

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

"That Ms Luciana Ozcan, be elected a director the Company"

#### Item 6 – Other Business

To transact any other business which may properly be brought before the Annual General Meeting.



David Batten  
Director  
24 October 2014

## **Explanatory Memorandum**

This **Explanatory Memorandum** has been prepared to provide shareholders with material information to enable them to make an informed decision on the business to be conducted at the Annual General Meeting of the Company. Amongst other things, this Explanatory Memorandum provides shareholders with the information required to be provided to shareholders by the Corporations Act 2001 (Cth) ("Corporation Act") and the ASX Listing Rules issued by ASX Limited ACN 008 624 691 ("ASX Listing Rules").

This Explanatory Memorandum sets out an explanation of each of the resolution to be put to shareholders.

### **Item 1 – Financial Statements and Reports**

The Corporations Act requires that the Financial Report, Director's Report and Auditor's Report be tabled before the Annual General Meeting each year. There is no requirement either in the Corporations Act or the Company's Constitution for shareholders to vote on, approve or adopt these reports.

Shareholders will have a reasonable opportunity at the Annual General Meeting to ask the Chairperson questions and make comments on the business, operations and management of the Company. The auditor of the Company will also be available to take shareholders' questions and comments about the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.

In addition to taking questions at the Annual General Meeting, written questions to the Company's auditor about the conduct of the audit of the Financial Report and the preparation and content of the Auditor's Report, may be submitted no later than the fifth business day before the day on which the Annual General Meeting is held (i.e. no later than 5:00 pm on 17 November 2014) to:

The Company Secretary  
Level 39, 385 Bourke Street  
Melbourne VIC 3000  
Australia  
Email: [info@investnexus.com.au](mailto:info@investnexus.com.au)  
Tel: 03 8459 2137

The Company will pass all written questions on to the auditor. The auditor will prepare and provide to the Company a question list which sets out the questions that the Company has passed on to the auditor and that the auditor considers to be relevant to the conduct of the audit of the Financial Report or the content of the Auditor's Report. Please note that a question may not be included in the question list if the question list includes a question that is substantially the same as that question or if it is not practicable to include the question in the question list because of the time when the question is passed on to the auditor.

There is no requirement for the auditor to provide written answers to the questions, however, if the auditor chooses to prepare written answers to any of the questions, the Chairperson may permit the auditor to table the written answers at the Annual General Meeting. The auditor will also answer questions asked at the Annual General Meeting however where questions concern issues raised in the written questions, the auditor may refer shareholders to the written answers (if any).

# Invest Nexus Limited

ACN 168 564 056

## Item 2 – Remuneration Report

The Corporations Act requires that the Remuneration Report be adopted at the Company's Annual General Meeting by a resolution. While there is a requirement for a formal resolution, the shareholders' vote is advisory only and does not bind the Company, nor will it require the Company to alter any arrangements detailed in the Remuneration Report should the resolution not be passed. However, the Directors will take the outcome of the vote into consideration when reviewing the remuneration policies and practices of the Company in the future.

The Remuneration Report is set out on pages 4 to 5 of the Company's 2014 Annual Report. The Remuneration Report explains the structure of, and policy behind, the Company's remuneration practices and the link between the remuneration of employees and the Company's performance. The Report also sets out remuneration details of each Director and for any specified executive of the Company.

Voting on Resolution by the Chairperson

The Chairperson will vote all undirected proxies in favour of the resolution.

## Item 3 – Appointment of Auditor

Upon registration of the Company the directors appointed Walker Wayland NSW as the auditors for the year ended 30 June 2014.

Victoria and Emily Pty Limited, a shareholder of the company, has nominated Walker Wayland NSW be appointed as auditor of the company.

Shareholders are being asked to vote upon the confirmation of such appointment.

Voting on Resolution by the Chairperson

The Chairperson will vote all undirected proxies in favour of the resolution.

## Item 4 – Re-election of David Batten as a Director

David Batten retires by rotation in accordance with the provisions of the constitution and, being eligible, offers himself for re-election.

Voting on Resolution by the Chairperson

The Chairperson will vote all undirected proxies in favour of the resolution.

## Item 5 – Election of Luciana Ozcan

Luciana Ozcan was appointed during the year fill a casual vacancy following the resignation of Jun Ling, accordingly Luciana Ozcan retires in accordance with the provisions of the constitution and being eligible offers herself for election

Ms Ozcan is extremely motivated self starter and a passionate & innovative leader with over 20 years in the Financial & Banking services industry, including Derivative & Foreign Exchange (FX) with strong focus on both client experience and operational expedience. She is a key performer in delivering business results consistently within risk & compliance guidelines she has held management of million dollar budget for Chinese/Asian & mainstream PR, Branding, Marketing, Media buy in, Lead generation, Sponsorships, Expos, Seminars & Event management. She is also Proactive Business Development and Networking

## **Invest Nexus Limited**

**ACN 168 564 056**

specialist with strong & credible connections to the Chinese, Asian and mainstream community. She is marketing director of Asian Media Centre from July 2014 to present. She is also Marketing Manager for Forbes Wealth Pty Ltd from June 2014 to present. She was also took place as Executive Committee of Temasek Club (NSW) Inc from January 2014 to now. She has also had one year experience as co-founder of Australian RM Services Pty Ltd since November 2013. She had experience as director and Associate Director in City Index from April 2010 to January 2013. She has also worked for Commonwealth Bank, Macquarie Group and HSBC from 1999 to 2007. She joined the board on 11 October 2014 and is a member of the Corporate Governance, Nomination and Remuneration Committee.

Voting on Resolution by the Chairperson

The Chairperson will vote all undirected proxies in favour of the resolution.

## **Explanatory Memorandum**

### **Voting Instructions**

#### **Entitlement to vote**

For the purposes of the Corporations Regulation 7.11.37, the Board has determined that in relation to the Annual General Meeting being convened by this Notice of Meeting and the entitlement to attend and vote at the Annual General Meeting, shares will be taken to be held by the persons who are registered shareholders at 7:00 pm AEDT on Friday, 21 November 2014.

Accordingly share transfers registered after that date will be disregarded in determining entitlements to attend and vote at the Annual General Meeting.

#### **Voting by proxy**

- A shareholder entitled to attend and vote, is entitled to appoint a proxy.
- A shareholder entitled to attend and vote at the Annual General Meeting may appoint not more than two proxies to attend and vote at the Annual General Meeting. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the shareholder's voting rights. If two proxies are appointed and the appointment does not specify the proportion or number of votes that the proxy may exercise, each proxy may exercise half the votes.
- A proxy may but need not be a shareholder of the Company.
- Appointment of a proxy by a shareholder who is a corporation must be under its common seal or the hand of its attorney or the hand of a person duly authorised by the corporation.
- The instrument appointing the proxy must be in writing, legally valid and signed by the appointer or the appointer's attorney.
- The instrument of proxy (and the power of attorney or other authority, if any, under which it is signed) must be received at the address notified by the Company on page 1 of this Notice of Meeting, no later than 48 hours before the commencement of the Annual General Meeting. Any proxy form received after that time will not be valid for the scheduled Annual General Meeting.

Shareholders should refer to the proxy form for further information on appointing a proxy.

#### **Directing your proxy**

When appointing a proxy, shareholders can choose to direct the proxy as to how to vote on each resolution.

If a shareholder directs the proxy (i.e. a directed proxy) by marking either **'For'**, **'Against'** or **'Abstain'** on the proxy form for a resolution the proxy must vote in that manner regardless of who is appointed as proxy.

If a shareholder does not direct the proxy as to how to vote (i.e. an undirected proxy), the proxy appointed by the shareholders may vote as he or she thinks sees fit, subject to the following:

- (a) If the Chairperson of the Meeting is appointed as proxy, the Chairperson will vote undirected proxies in the following way on the resolutions as put to this Annual General Meeting:

# Invest Nexus Limited

ACN 168 564 056

- (i) In favour of Resolution 1,
  - (ii) In favour of Resolution 2; and
  - (iii) In favour of Resolution 3.
- (b) If any member of the Company's Key Management Personnel whose remuneration details are included in the Remuneration Report or any of their Closely Related Parties, except the Chairperson, is appointed as proxy, that person will not vote your proxy on the following resolutions as put to the meeting:
- (i) Resolution 1,

"Key Management Personnel" of the Company includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or non-executive) of the Company.

"Closely Related Parties" to a member of the Key Management Personnel is a term defined in the Corporations Act as including a member's spouse, child, spouse's child, dependent on the member or their spouse, a company the member controls, member's family who may be expected to influence, or be influenced by, the member in the members dealings with the Company.

The above information on directing your proxy should be read together with any Voting Exclusion Statement relevant to a particular resolution as the Voting Exclusion Statement for a particular resolution might mean that the proxy vote must be disregarded and the relevant directions in the Proxy Form.

If you do not wish for your vote to be cast at the discretion of your proxy in respect of any Resolutions put to the vote at the Annual General Meeting, you should direct your proxy how to vote on these Resolutions.

## **Corporate Representatives attending**

If your shareholding is registered in a company name and you would like to attend the Annual General Meeting (and do not intend to return a proxy form), please bring with you to the Annual General Meeting a duly completed Certificate of Appointment of Corporate Representative to enable you to attend and vote at the Annual General Meeting. Alternatively contact the Company's share registry, Boardroom Limited on 1300 737 760 or +61 2 9290 9600, who will forward to you a form for completion.