

## **ALHAMRA HOTELS AND RESORTS LTD**

### **NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the Annual General Meeting of ALHAMRA HOTELS AND RESORTS LIMITED will be held at One Pacific Place, level 11, Sudirman Central Business District Jl. Jend Sudirman Kav. 52-53 Jakarta 12190, Indonesia on the 18<sup>th</sup> day of April 2017 at 9.00 am to consider and if thought fit pass as ordinary resolutions following the resolutions set out below:

#### **ORDINARY:**

**1. ADOPTION OF ANNUAL FINANCIAL ACCOUNTS**

**2. ELECTION OF DIRECTOR**

That Mohammad Bobsaid, having been appointed a director on incorporation retires in accordance with Article 18.4 of the Company's Articles of Association, and being eligible who offers herself for election, be elected a director.

**3. ELECTION OF DIRECTOR**

That Abul Razzaq, having been appointed a director retires in accordance with Article 18.4 of the Company's Articles of Association, and being eligible who offers himself for election, be elected a director.

**4. ELECTION OF DIRECTOR**

That Andrew Bristow, having been appointed a director on incorporation retires in accordance with Article 18.4 of the Company's Articles of Association, and being eligible who offers himself for election, be elected a director.

**5. RATIFICATION OF CDI PLACEMENTS**

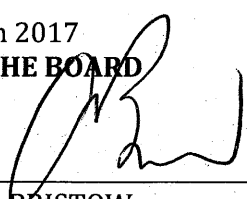
For the purposes of Listing Rule 6.25 and for all other purposes the placement of 900,000 CDIs since listing are hereby ratified. By ratifying the placement of 900,000 CDIs the Company will refresh its ability to issue CDIs in the 12 month period from the date of the meeting up to the 15% annual placement capacity set out in NSX Listing Rule 6.25 without the requirement to obtain prior Shareholder approval.

**6. APPROVAL TO ISSUE SHARES**

For the purposes of Listing Rule 6.25 and for all other purposes the Directors be authorised to issue up to an additional 2,000,000 CDIs at a minimum of \$0.10 each in the period until 31 December 2017.

DATED 20 March 2017

**BY ORDER OF THE BOARD**



ANDREW DAVID BRISTOW  
SECRETARY  
Proxies

Members entitled to vote may attend the general meeting in person or by proxy. A proxy form for the meeting is attached. Proxy forms must be completed and signed by a member wishing to appoint a proxy. Proxies must be lodged at Alhamra Hotels and Resorts, Suite 214, Level 2, 33 Lexington Drive Bella Vista NSW 2153 or at the following electronic address [Highgatecorporateadvisors@gmail.com](mailto:Highgatecorporateadvisors@gmail.com) at least 48 hours prior to the meeting.

#### CDI HOLDERS

Holders of Chess Depository Instruments (CDI's) are invited to attend but are not entitled to vote personally at the Annual General Meeting. Chess Depositing Nominees Pty Ltd (CDN) holds legal title to the Company's shares for and behalf of the CDI holders as the beneficial owners of the Company's shares held by CDN, CDI holders should direct CDN on how to vote with respect of the resolutions described in the Notice of Meeting. CDN must exercise its right to vote by proxy at the Annual General Meeting in accordance with the Directions of CDI holders. A form of Direction to CDN is attached.

## EXPLANATORY MEMORANDUM

### ITEMS 2, 3 AND 4

Items 2, 3 and 4 on the Notice of Annual General Meeting relate to the elections of Mohammad Bobsaid, Abul Razzaq and Andrew Bristow as directors. Mr Bristow and Mr Bobsaid were appointed as directors on the incorporation of the Company and Mr Razzaq in February 2017 after the resignation of Rina Rosarina Maria. Pursuant to Article 18.4 of the Articles of Association each must retire at this Annual General Meeting and seek election by the members. Each of them is eligible for election and offer themselves for election.

### ITEM 5

Item 5 ratification of CDI placements.

NSX Listing Rule 6.25 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period. By ratifying the issue of Shares pursuant to the Placement, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in NSX Listing Rule 6.25 without the requirement to obtain prior Shareholder approval. As of the date of this notice the Company has allotted 900,000 CDIs in the previous 12 months, these CDIs were issued relying on Listing Rule 6.25.

### ITEM 6

The Approval sought in Item 6 of the Notice of Annual General Meeting will permit the Company to issue up to 2,000,000 CDIs at a minimum of \$0.10 each on the conditions set out in the resolution between the date of the meeting and 31 December 2017, being the end of the current financial year.

The Company has on issue 6,900,000 shares represented by CDIs. The issue of new shares will have a dilutionary impact on existing security holders unless they acquire shares themselves in proportion to their current holdings. Assuming resolution is passed, the Company could issue up to 3,025,000, 1,035,000 as the Directors saw fit and 2,000,000 at a minimum of \$0.10. The Company Seeks to risk additional capital to fund the expansion of its restaurants and work on the construction of its hotel.

The number of shares that will be issued prior to 31 December 2017 is unknown at this stage. The dilutionary impact of various number of share being issued on the existing security holders can be seen in the table below:

Number of New Shares	Percentage held by New Holders	Percentage Held by Existing Holders
500,000	6.7%	93.24%
1,000,000	12.66%	87.34%
2,000,000	22.47%	73.53%
3,000,000	30.30%	69.70%