

**ENERGY SOLUTIONS INTERNATIONAL LTD**

**NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the Annual General Meeting of ENERGY SOLUTIONS INTERNATIONAL LIMITED will be held at B-4 (4th Floor) House 32, Road-10, Sector -06, Uttara Model Town, Dhaka -1230, Bangladesh on the 25<sup>th</sup> day of May 2017 at 12.00pm to consider and if thought fit pass as ordinary resolutions the resolutions set out below:

**ORDINARY:**

1. ADOPTION OF ANNUAL FINANCIAL ACCOUNTS
2. ELECTION OF DIRECTOR

That Ratri Azri, having been appointed a director during the year 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.

**SPECIAL:**

3. APPROVAL TO ISSUE UP TO 1,000,000 CDIs AT A PRICE THAT IS NO MORE THAN A 20% DISCOUNT TO THE THEN MARKET PRICE ON ANY EXCHANGE THE COMPANY IS LISTED ON

An explanatory memorandum with respect to the resolution accompanies this notice.

DATED 24<sup>th</sup> April 2017

**BY ORDER OF THE BOARD**



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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 Energy Solutions International, 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 (CDIs) 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

## SPECIAL BUSINESS

## ITEM 3

Item 3 Approval to issue additional CDIs.

The Board seeks approval for the issue of new CDIs from the date of this notice to 31 December 2017. Pursuant to NSX Listing Rules 6.25 the Directors cannot issue more than 15% of the number of securities on issue in any 12 month period without shareholder approval.

The company has on issue 8,379,613 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. The above resolutions provide for the issue of up to 1,000,000 new shares represented by CDIs at a price no lower than 20% below the then prevailing market price on any stock exchange upon which the company's CDIs are listed.

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
100,000	1.18%	98.82%
250,000	2.89%	97.10%
500,000	5.63%	94.37%
1,000,000	10.66%	89.34%