

6<sup>th</sup> June 2016

Announcements  
National Stock Exchange of Australia  
PO Box 283  
NEWCASTLE NSW 2300

## **Market Announcement – Notice of Extraordinary General Meeting**

**iQN Ltd (NSX:IQN)** (the Company) provides notice of the Company's Extraordinary General Meeting to be held at Level 2, The Grace Hotel, 77 York Street, Sydney, NSW 2000, at 10 am (AEST) on Tuesday, 5 July 2016.

For and on behalf of the Board.



**Kelvin Boateng**  
Company Secretary  
iQnovate Ltd

Sydney: Level 7, 222 Clarence Street, Sydney, NSW 2000, Australia • Phone: +61 2 8239 5400  
New York: 400 Madison Avenue, Suite 10A, New York City NY10017 USA | +1 212 433 2630  
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### *Safe Harbor Statement*

*Any statements in this announcement that relate to the Company's expectations are forward-looking statements, within the meaning of the Private Securities Litigation Reform Act. The Private Securities Litigation Reform Act of 1995 (PSLRA) implemented several significant substantive changes affecting certain cases brought under the federal securities laws, including changes related to pleading, discovery, liability, class representation and awards fees. Since this information may involve risks and uncertainties and are subject to change at any time, the Company's actual results may differ materially from expected results. Additional risks associated with iQnovate's business can be found in its periodic filings with the National Stock Exchange of Australia.*

### **SOURCE iQnovate Ltd**

*iQnovate Ltd is a life science organisation, providing intellectual property asset management services and scientific advice to the global Biopharmaceutical industry.*

*Whether the asset is a pharmaceutical, medical device, technology platform or a compound in development, iQnovate will effectively manage your asset through its complete life cycle, from clinical trials right through to maturity.*

*iQnovate clients are pharmaceutical, biotechnology, medical device companies as well as financial institutions, academic and government organisations.*



**iQnovate Limited**  
**(ACN 149 731 644)**

**NOTICE OF EXTRAORDINARY GENERAL MEETING AND EXPLANATORY STATEMENT**

An Extraordinary General Meeting of

**IQNOVATE LIMITED**  
*ACN 149 731 644*

will be held on

Tuesday, 5 July 2016

at 10.00 am (AEST)

Level 2  
The Grace Hotel  
77 York Street  
Sydney NSW 2000

*This Notice of Extraordinary General Meeting and Explanatory Statement should be read in its entirety. If members eligible to vote are in doubt as to how they should vote, or how to consider any of the items raised in this document they should seek advice from their accountant, solicitor or other suitably qualified professional adviser.*

**iQnovate Limited**  
**(ACN 149 731 644)**

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

Notice is hereby given that an Extraordinary General Meeting (**EGM**) of iQnovate Limited will be held at Level 2, The Grace Hotel, 77 York Street, Sydney, NSW 2000 in the **Marra Room** at 10 am (AEST) on on **Tuesday, 5 July 2016**.

The Explanatory statement which accompanies this Notice of EGM describes the various matters to be considered. The purpose of the Meeting is to consider, and if thought fit, pass the following resolutions.

**ORDINARY BUSINESS**

**RESOLUTIONS**

**Resolution 1.      Withdrawal of NSX Listing**

*To consider, and if thought fit, to pass the following resolution as a special resolution:*

That, for the purposes of Listing Rule 2.25 of the National Stock Exchange of Australia (NSX) and for all other purposes, and subject to the Company being granted admission to the official list of the Australian Stock Exchange ("ASX") and the Company's securities being quoted on the ASX, approval is given for the Directors to voluntarily withdraw the Company's securities from listing on the NSX.

**Resolution 2.      Approval to Divide Ordinary Shares into Larger Number**

*To consider, and if thought fit, to pass the following resolution:*

That, for the purposes of section 254H of the Corporations Act 2001, as well as Listing Rule 6.26 of the NSX and for all other purposes, approval is given to divide the current Ordinary Share allocation in the order of 3 shares per existing share, resulting in a total allocation of 124,339,170 shares, with the proposed allocation to take effect on 5 July 2016 (as described in the Explanatory Notes).

By Order of the Board

**Kelvin Boateng**  
Company Secretary  
6 June 2016

## **EXPLANATORY NOTES**

These Explanatory Notes form part of the Notice of EGM dated 6 June 2016 and should be read in conjunction with that Notice as these Explanatory Notes contain important information on the proposed Resolutions.

## **ORDINARY BUSINESS**

### **RESOLUTION 1.      Withdrawal of NSX Listing**

As indicated in the Company's announcement to the NSX of 27 April 2016 in relation to the proposed migration of the Company's listing from the NSX to the ASX, the Board is required to voluntarily withdraw the Company's listing on the NSX as part of a migration of the Company's listing from the NSX to the ASX. It is proposed that any withdrawal from the NSX would be subject to the admission of the Company to the ASX and the subsequent quotation of the Company's securities on the ASX.

NSX Listing Rule 2.25 requires Shareholder to approval by a three quarter majority vote at a duly convened meeting of the Members, for a voluntary withdrawal of listing.

The Directors believe that listing on the ASX will give the Company a greater profile and greater exposure to institutional investors as well as capital in order to further advance the Company's growth opportunities. The Board is at an advanced stage of its detailed consideration of the proposed withdrawal and subsequent listing of securities on the ASX and is taking the opportunity to put the issue to Shareholders at this meeting in order to approve the proposed migration to the ASX and to inform Shareholders of the issue of a prospectus to accompany a public offering of the Company's securities to raise additional capital.

It is proposed that if the Company is not admitted to the official list of ASX and/or official quotation of the Company's existing shares on ASX is not obtained, that the Company will continue to maintain its listing on the NSX.

The Directors recommend the passing of this special resolution.

### **RESOLUTION 2.      Approval to Divide Ordinary Shares into Larger Number**

In order to effect Resolution 1 in the form proposed at this EGM, the Directors, by operation of section 254H of the Corporations Act 2001, unanimously recommend that members vote to approve the proposed division of the current share allocation in the order of 3 shares per existing share, resulting in a total allocation of 124,339,170 shares.

Under the terms of the proposed reorganisation of capital, all shareholders will be issued and allotted an additional 2 new IQN ordinary shares for every 1 existing IQN ordinary share held as at **7.00 pm (AEST) on 5 July 2016** (record date). The proposed reorganisation of capital will take effect immediately after 7.00 pm (AEST) on the record date.

The directors believe that the proposed reorganisation of capital will make the Company's shares more affordable to smaller investors and will contribute to increasing the Company's marketability and liquidity in the market.

## **Entitlement to Vote**

The Company has determined in accordance with Part 7.11 of the Corporations Regulations that for the purpose of voting at the meeting, shares will be taken to be held by those persons recorded on the Company's register as at 7.00 pm (AEST) on Sunday, 3 July 2016.

## **Corporate Representatives**

For a corporate representative to vote, they will require a Certificate of Appointment of Corporate Representative executed in accordance with the Corporations Act.

## **Voting**

On a show of hands, every member present in person or by proxy or by attorney or, in the case of a corporation, by duly appointed representative, shall have one vote and on a poll one vote for every share held provided that if a member appoints two proxies or two attorneys, neither proxy nor attorney shall be entitled to vote on a show of hands.

## **Appointment of Proxies**

Each Shareholder entitled to vote at the Meeting may appoint a proxy to attend and vote at the Meeting. A proxy need not be a Shareholder and can be an individual or a body corporate. A body corporate appointed as a Shareholder's proxy may appoint a representative to exercise any of the powers the body may exercise as a proxy at the Meeting. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

A Shareholder entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise in accordance with the instructions on the Proxy Form. If a Shareholder appoints 2 proxies and the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half the Shareholder's votes.

## **Lodgement of Proxy Documents**

For an appointment of a proxy for the Meeting to be effective:

- the proxy's appointment; and
- if the appointment is signed by the appointer's attorney – the authority under which the appointment was signed (e.g. a power of attorney) or a certified copy of it,

must be received by the Company **by no later than 10.00 am (AEST) on Sunday, 3 July 2016**, using one of the following methods:

**By hand:** Boardroom Pty Ltd  
Level 12, 225 George Street,  
SYDNEY NSW 2000

**By Mail:** Boardroom Pty Ltd  
GPO Box 3993,  
SYDNEY NSW 2001

**By fax:** + 61 2 9290 9655



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**All Correspondence to:**

✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993  
Sydney NSW 2001 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 10:00am (AEST) on Sunday, 3 July 2016.**

### 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 **10:00am (AEST) on Sunday, 3 July 2016**. 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** Boardroom Pty Limited  
Level 12, 225 George Street,  
Sydney NSW 2000 Australia

#### Attending the Meeting

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

☐**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 **iQnovate Limited** (Company) and entitled to attend and vote hereby appoint:

☐

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 Extraordinary General Meeting of the Company to be held at **The Grace Hotel, Level 2, Marra Room, 77 York Street, Sydney NSW 2000 on Tuesday, 5 July, 2016 at 10:00am (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.

The Chair of the Meeting intends to vote undirected proxies in favour of each of the items of business.

**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	Withdrawal of NSX Listing	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Approval to Divide Ordinary Shares into Larger Number	<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 / / 2016