



**I M QUARRIES LIMITED**  
(Incorporated in the Republic of Singapore)  
( UEN 201120428N | ARBN 154 095 897)

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Annual General Meeting of I M Quarries Limited (the "**Company**") will be held at the following place, date and time:

**Place:** Gardenasia  
240 Neo Tiew Crescent  
Singapore 718898

**Date:** 28 August 2016

**Time:** 11:30 AM

to transact the following business:

### AS ORDINARY RESOLUTIONS

1. THAT the Directors' Report, Statement by directors and audited financial statements of the Company for the financial year ended 30 March 2016 (collectively, the "**2016 Annual Report**") be and are hereby adopted.

Explanatory Note:

Note 1 of the attached Explanatory Notes sets out information and instruction on how to obtain your copy of the 2015 Annual Report.

2. THAT Ms Chua Soon Beng Ellen, being a person:
  - (a) who is over the age of 70, and
  - (b) who retires pursuant to Article 20.2 and, being eligible, had offered herself for reappointment,

be and is hereby reappointed as a director of the Company and, in accordance with Section 153(6) of the Companies Act, hold such office until the conclusion of the next Annual General Meeting.

Explanatory Note:

Note 2 of the attached Explanatory Notes sets out the reason for and the effect of this Resolution, if passed.

3. THAT Mr Lam Peck Heng, being a person who is over the age of 70 be and is hereby reappointed as a director of the Company and, in accordance with Section 153(6) of the Companies Act, hold such office until the conclusion of the next Annual General Meeting.

Explanatory Note:

Note 3 of the attached Explanatory Notes sets out the reason for and the effect of this Resolution, if passed.

4. THAT pursuant to Section 161 of the Companies Act (Cap. 50), full authority be and is hereby given to the directors of the Company to issue such number of the Company's unissued share capital to such persons at such times and for such consideration as the directors in their discretion shall determine to be in the best interests of the Company AND THAT such authority shall continue in force until the conclusion of the next Annual General Meeting PROVIDED ALWAYS that such number of new shares issued under this mandate (if any) shall not exceed 15% of the Company's issued and paid up share capital and all other terms of such issue thereof shall be in accordance with the Listing Rules of the National Stock Exchange of Australia.
5. THAT MGI Singapore PAC be and is hereby reappointed as auditors of the Company for the next financial year AND THAT the directors be and are hereby authorised to fix their remuneration.

By Order of the Board



LAM PECK HENG

Non-Executive Chairman

Singapore, 25 July 2016

*An investment in securities issued by the Company (the "Securities") is highly speculative. Investors should exercise caution when dealing in the Securities. If you have question about the Securities or about any dealing in the Securities, you should consult your professional adviser. The fact that the Securities is listed on the NSX should not be taken in any way as an indication of the merits of the Securities.*

## VOTING EXCLUSION STATEMENT

Ms Chua Soon Beng Ellen will abstain from voting on the proposed Resolution 2, and the Company will disregard any votes cast on the proposed Resolution 7 by Ms Chua Soon Beng Ellen and her associates. As of the date of this Notice of Annual General Meeting, Ms Chua Soon Beng Ellen holds 2,797,000 shares.

None of Mr Lam Peck Heng and his associates have any shares in the Company, and therefore will not be casting any vote on the proposed Resolution 3.

However, the Company will not disregard a vote if it is cast by an above-mentioned person:

- (a) who votes in accordance with the directions on the proxy form, or
- (b) if it is cast by that person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

## EXPLANATORY NOTES

### Explanatory Note 1:

The audited financial statements of the Company and its subsidiaries for the financial year ended 31 March 2016 together with the reports of directors and auditor thereon are set out in the Annual Report which will be dispatched separately in electronic form to you at least fourteen days prior to the annual general meeting. The Annual Report will also be available for download from the company announcements platform of the National Stock Exchange of Australia. If you have not received the Annual Report or wish to obtain additional copies thereof, you may do so in one or more of the following manners:

- (a) by requesting for an electronic copy thereof to be e-mailed to you by sending your request by e-mail to [info@imquarries.com](mailto:info@imquarries.com); or
- (b) by requesting for a printed copy thereof to be posted to you by ordinary mail by sending your request:
  - (i) by e-mail to [info@imquarries.com](mailto:info@imquarries.com); or
  - (ii) by telephone to +61 2 82807100.

### Explanatory Note 2:

1. Section 153(6) of the Companies Act requires that a person of or over the age of 70 years may, by an ordinary resolution passed at an annual general meeting of a company, be appointed or re-appointed as a director of the company to hold office until the next annual general meeting of the company. Ms Chua Soon Beng is over the age of 70 years as of the date of the next annual general meeting. Therefore, she is subject to this provision of the Companies Act.

2. Article 20.2 requires that one-third of the directors for the time being (excluding director(s) appointed under Article 19.4) retire at an annual general meeting. This article is not applicable to the Company's Managing Director. Article 20.3 allows a director retiring under Article 20.2 to be eligible for reappointment as director.
3. The Company's board currently comprise Ms Chua Soon Beng Ellen, Mr Lam Peck Heng, Mr Mah Seong Kung and Mr Chong Hock Tat Robin who is the Company's Managing Director. Accordingly, amongst the directors (other than Mr Chong Hock Tat Robin), Ms Chua Soon Beng Ellen, being one-third in number of such directors, will be the director retiring pursuant to Article 20.2 and, being eligible, offer herself for reappointment.

*Effect of proposed Resolution 2*

4. The proposed Resolution 2, if passed, will allow Ms Chua Soon Beng Ellen to hold office as director from the passing thereof until conclusion of the next annual general meeting.

**Explanatory Note 3**

*Reason for proposed Resolution 3*

1. Section 153(6) of the Companies Act requires that a person of or over the age of 70 years may, by an ordinary resolution passed at an annual general meeting of a company, be appointed or re-appointed as a director of the company to hold office until the next annual general meeting of the company. Mr Lam Peck Heng is over the age of 70 years as of the date of the next annual general meeting. Therefore, he is subject to this provision of the Companies Act.

*Effect of proposed Resolution 3*

2. The proposed Resolution 3, if passed, will allow Mr Lam Peck Heng to hold office as director from the passing thereof until conclusion of the next annual general meeting.

**Explanatory Note 4**

*Reason for proposed Resolution 4*

1. Section 161 of the Companies Act provides that the directors can exercise powers to issue shares only with the prior approval of the Company in general meeting.

*Effect of proposed Resolution 4*

2. As of the date of this notice, the Company has in issue 77,020,000 shares. This means that the proposed Resolution 4, if passed, will allow directors to issue up to a total of 11,553,000 new shares in the Company without seeking separate shareholders' approval there-for.



**I M Quarries Limited**  
ARBN 154 095 897

## LODGE YOUR VOTE



### BY MAIL

I M Quarries Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia



### BY FAX

+61 2 9287 0309



### BY HAND

Link Market Services Limited  
1A Homebush Bay Drive, Rhodes NSW 2138



### ALL ENQUIRIES TO

Telephone: +61 1300 554 474

## LODGEMENT OF A CDI VOTING INSTRUCTION FORM

This CDI Voting Instruction Form (and any Power of Attorney under which it is signed) must be received at an address given above by **11:30am on Friday, 26 August 2016**, being not later than 48 hours before the commencement of the Meeting. Any CDI Voting Instruction Form received after that time will be invalid.

CDI Voting Instruction Forms may be lodged using the reply paid envelope.

## HOW TO COMPLETE THIS CDI VOTING INSTRUCTION FORM

### YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's CDI register. If this information is incorrect, please make the correction on the form. CDI Holders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your CDIs using this form.**

### DIRECTION TO CHESS DEPOSITARY NOMINEES PTY LTD

Each CHESS Depositary Interest (CDI) is evidence of an indirect ownership in the Company's shares of common stock (Shares). The underlying Shares are registered in the name of CHESS Depositary Nominees Pty Ltd (CDN). As holders of CDIs are not the legal owners of the Shares, CDN is entitled to vote at the Meetings of stockholders on the instruction of the registered holders of the CDIs.

### APPOINTMENT OF A PROXY

If you wish to attend the Meeting in person or appoint some person or company other than CDN, who need not be a stockholder, to attend and act on your behalf at the Meeting or any adjournment or postponement thereof, please insert your name(s) or the name of your chosen appointee in the box in Step 2. Link will then send you a legal form of proxy which will grant you or the person specified by you the right to attend and vote at the Meeting. Please remember that a legal proxy is subject to all terms and conditions that apply to proxies as outlined in the *Notice of Annual General Meeting* including any cut off time for receipt of valid proxies.

### SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

**Individual:** where the holding is in one name, the holder must sign.

**Joint Holding:** where the holding is in more than one name, all of the holders should sign.

**Power of Attorney:** to sign under Power of Attorney, you must lodge the Power of Attorney with Link. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** with respect to an Australian company, where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place. With respect to a U.S. company or other entity, this form may be signed by one officer. Please give full name and title under the signature.

NAME SURNAME  
ADDRESS LINE 1  
ADDRESS LINE 2  
ADDRESS LINE 3  
ADDRESS LINE 4  
ADDRESS LINE 5  
ADDRESS LINE 6



X99999999999

## CDI VOTING INSTRUCTION FORM

STEP 1

### DIRECTION TO CHESS DEPOSITARY NOMINEES PTY LTD

I/We being a holder of CHESS Depositary Interests (CDIs) of I M Quarries Limited (Company) hereby direct CHESS Depositary Nominees Pty Ltd (CDN) to vote the shares underlying my/our CDI holding at the Annual General Meeting of stockholders of the Company to be held at **11:30am on Sunday, 28 August 2016 at Gardenasia, 240 Neo Tiew Crescent, Singapore 718898**, and at any adjournment or postponement of that Meeting, in accordance with the following directions. By execution of this CDI Voting Instruction Form the undersigned hereby authorises CDN to appoint such proxies or their substitutes in their discretion to vote in accordance with the directions set out below.

STEP 2

### PROXY APPOINTMENT – *this only needs to be completed if you wish to attend the Meeting or appoint another person to attend the Meeting*

If you wish to attend the Meeting in person or appoint some person or company other than CDN, who need not be a stockholder, to attend and act on your behalf at the Meeting or any adjournment or postponement thereof, please insert your name(s) in this box.

Link will then send you a legal form of proxy which will grant you or the person specified by you the right to attend and vote at the Meeting. Please remember that a legal proxy is subject to all terms and conditions that apply to proxies as outlined in the *Notice of Annual General Meeting* including any cut off time for receipt of valid proxies.

STEP 3

### VOTING INSTRUCTIONS

**Voting instructions will only be valid and accepted by CDN if they are signed and received no later than 48 hours before the Meeting.**

**Please read the voting instructions overleaf before marking any boxes with an ☒.**

#### Resolutions

	For	Against	Abstain*
2 Re-appointment of Ms Chua Soon Beng Ellen as director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-appointment of Mr Lam Peck Heng as director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 THAT pursuant to Section 161 of the Companies Act (Cap. 50), full authority be and is hereby given to the directors of the Company to issue such number of the Company's unissued share capital to such persons at such times and for such consideration as the directors in their discretion shall determine to be in the best interests of the Company AND THAT such authority shall continue in force until the conclusion of the next Annual General Meeting PROVIDED ALWAYS that such number of new shares issued under this mandate (if any) shall not exceed 15% of the Company's issued and paid up share capital and all other terms of such issue thereof shall be in accordance with the Listing Rules of the National Stock Exchange of Australia.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 THAT MGI Singapore PAC be and is hereby reappointed as auditors of the Company for the next financial year AND THAT the directors be and are hereby authorised to fix their remuneration.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



\* If you do not mark the "For", "Against" or "Abstain" box your vote will not be counted.

STEP 4

### SIGNATURE OF CDI HOLDERS – THIS MUST BE COMPLETED

CDI Holder 1 (Individual)

Joint CDI Holder 2 (Individual)

Joint CDI Holder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the CDI Holder in accordance with the instructions overleaf.

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