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## **NETCCENTRIC LIMITED**

ABRN 605 927 464

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

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**TIME:** 3.00 PM (AEST)

**DATE:** 15 APRIL 2016, FRIDAY

**PLACE:** PRESS ROOM 1 & 2, RADISSON BLU PLAZA SYDNEY, 27 O'CONNELL STREET,  
SYDNEY, NEW SOUTH WALES 2000 AUSTRALIA

*This Notice of Meeting should be ready in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.*

*Should you wish to discuss the matters in this Notice of Annual General Meeting, please do not hesitate to contact Company Secretary on +612 9299 9690.*

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**NETCCENTRIC LIMITED**

**ABRN 605 927 464**

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**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Annual General Meeting of shareholders of Netccentric Limited (the "Company") will be held at Press Room 1 & 2, Radisson Blu Plaza Sydney, 27 O'Connell Street, Sydney, New South Wales 2000 Australia on Friday, 15 April 2016 at 3 p.m. (AEST) ("**Meeting**").

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum, Proxy Form or CDI Voting Instruction Form (as applicable) form part of this Notice.

The Directors have determined that the persons eligible to vote at the Meeting are those who are registered as Shareholders on 13 April 2016, Wednesday at 3.00 p.m. (AEST).

Terms and abbreviations used in this Notice (including the Explanatory Memorandum) are defined in Schedule 1.

**AGENDA**

**ORDINARY BUSINESS**

**1. AUDITED FINANCIAL STATEMENTS**

To receive and consider the Audited Financial Statements of the Company for the financial year ended 31 December 2015 together with the Directors' Statement and Auditors' Report.

**2. RESOLUTION 1 – ELECTION OF TIAH EWE TIAM AS DIRECTOR**

To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution the following:

*" That, pursuant to and in accordance with Regulations 84 and 89 of the Constitution and for all other purposes, Tiah Ewe Tiam, Director, retires and being eligible, is elected as a Director on the terms and conditions in the Explanatory Memorandum"*

**3. RESOLUTION 2 – ELECTION OF CHEO MING SHEN @ TONG MING SHEN AS DIRECTOR**

To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution the following:

*" That, pursuant to and in accordance with Regulations 84 and 89 of the Constitution and for all other purposes, Cheo Ming Shen @ Tong Ming Shen, Director, retires and being eligible, is elected as a Director on the terms and conditions in the Explanatory Memorandum"*

**4. RESOLUTION 3 – APPROVAL OF APPOINTMENT OF AUDITORS**

To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution the following:

*"That, pursuant to and in accordance with Section 205(2) of the Companies Act, Cap. 50 (the "Act") and for all other purposes, RSM Chio Lim LLP, having consented to act as the Company's auditors, is appointed as the Company's auditors effective from the date of the Meeting to hold office until conclusion of the next Annual General Meeting of the Company and the Directors be authorised to agree the remuneration."*

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## SPECIAL BUSINESS

### 5. RESOLUTION 4 – APPROVAL OF DIRECTORS' FEES

To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution the following:

*“ That, pursuant to and in accordance with Section 169 of the Act and for all other purposes, to approve payment of the Directors’ fees of up to A\$100,000/- for the financial year ending 31 December 2016 on the terms and conditions in the Explanatory Memorandum.”*

### 6. RESOLUTION 5 – APPROVAL OF AUTHORITY TO ISSUE SHARES

To consider and, if thought fit, to pass with or without amendment, as an ordinary resolution the following:

*“ That, pursuant to and in accordance with Section 161 of the Act and with regard to the Listing Rules, the Directors be authorised to :*

- (a) issue Shares (whether by way of rights issue, bonus issue or otherwise);*
- (b) make or grant offers, agreements, or options (collectively, **Instruments**) that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures, other instruments convertible or exchangeable into Shares; and*
- (c) issue Shares in pursuance of any instruments made or granted by the Directors while this Resolution is in force,*

*provided that:*

- (a) the aggregate number of Shares to be issued pursuant to this Resolution (including Shares to be issued in pursuance of the Instruments made or granted pursuant to this Resolution and including Shares which may be issued pursuant to any adjustment effected under any relevant Instruments) shall not exceed such limit as may be prescribed under the Listing Rules;*
- (b) in exercising the power to make or grant Instruments (including the making of any adjustment under any relevant instrument), the Company shall comply with the Listing Rules and regulations of the ASX for the time being in force (unless such compliance has been waived by ASX) and the Constitution; and*
- (c) unless revoked or varied by the Company in general meeting, such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company, or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier.”*

**BY ORDER OF THE BOARD**



**MARTYN THOMAS**  
**CHAIRMAN, NON-EXECUTIVE DIRECTOR**

Date: 31 March 2016

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**NETCENTRIC LIMITED****ABRN 605 927 464**

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**EXPLANATORY MEMORANDUM**

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**1. INTRODUCTION**

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held Press Room 1 & 2, Radisson Blu Plaza Sydney, 27 O'Connell Street, Sydney, New South Wales 2000 Australia, on Friday, 15 April 2016 at 3.00 p.m. (AEST).

This Explanatory Memorandum forms part of the Notice which should be read in its entirety. This Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted.

This Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolutions:

Section 2	Action to be taken by Shareholders
Section 3	Audited Financial Statements
Section 4	Resolution 1 – Election of Tiah Ewe Tiam as Director
Section 5	Resolution 2 – Election of Cheo Ming Shen @ Tong Ming Shen as Director
Section 6	Resolution 3 – Approval of appointment of auditors
Section 7	Resolution 4 – Approval of Directors' fees
Section 8	Resolution 5 – Approval of authority to issue shares
Schedule 1	Definitions and Interpretations

A Proxy Form or CDI Voting Instruction Form (as applicable) is located at the end of this Explanatory Memorandum.

If you have any doubt about what to do in relation to the Resolutions, you should consult your financial or other professional adviser.

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**2. ACTION TO BE TAKEN BY SHAREHOLDERS**

If applicable, a Proxy Form is attached to this Notice. This form is to be used by Shareholders of the Company only.

Shareholders should read the Notice including this Explanatory Memorandum and the Proxy Form carefully before deciding how to vote on the Resolutions.

Proxy Forms must be received by the Company's share registry by 3:00pm on Wednesday, 13 April 2016 (AEST), being not later than 48 hours before the commencement of the Annual General Meeting. Any Proxy Form received after that time will be invalid.

**2.1 ACTION TO BE TAKEN BY CDI HOLDERS / CDIs**

If applicable, a CDI Voting Instruction Form is attached to the Notice. This is to be used by CDI Holders only to direct CDI on how to vote at the Meeting, as CDI Holders are not entitled to vote in person at the Meeting.

CDI Voting Instruction Forms must be received by the Company's share registry by 3:00pm on Tuesday, 12 April 2016 (AEST), being not later than 72 hours before the commencement

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of the Annual General Meeting. Any CDI Voting Instruction Form received after that time will be invalid.

The CDI Voting Instruction Form provides further details on voting at the Meeting.

CDI Holders are welcome, and encouraged, to attend the Meeting, despite not being able to vote in person.

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### **3. AUDITED FINANCIAL STATEMENTS**

The Annual Financial Statements must be laid before the Annual General Meeting.

At the Meeting, Shareholders will be offered the opportunity to:

- (a) discuss the Audited Financial Statements which is available online [www.netccentric.com](http://www.netccentric.com);
- (b) ask question about, or comment on the management of the Company; and
- (c) ask the auditor questions about the conduct of the audit and the preparation and content of the Auditors' Report.

In addition to taking questions at the Meeting, written questions to the Chairman about the management of the Company, or to the Company's auditor about :

- (a) the preparation and content of the Auditors' Report;
- (b) the conduct of the audit;
- (c) accounting policies of the Company in relation to the preparation of the financial statements; and
- (d) the independence of the auditor in relation to the conduct of the audit

may be submitted no later than 5 business days before the Meeting to the Company Secretary at the Company's registered office.

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### **4. RESOLUTION 1 - ELECTION OF TIAH EWE TIAM AS DIRECTOR**

ASX Listing Rule 14.5 provides that an entity which has directors must hold an election of directors each year.

Regulation 84 of the Company's Constitution provides that at the annual general meeting one-third of the Directors for the time being, or, if their number is not 3 or a multiple of 3, then the number nearest one-third, shall retire from office.

Regulation 89 of the Company's Constitution provides that a retiring Director shall be eligible for re-election.

In accordance with ASX Listing Rule 14.5 and Regulations 84 and 89 of the Company's Constitution, Mr Tiah Ewe Tiam, having retired from office, and being eligible, offers himself for re-election pursuant to Resolution 1.

Mr Tiah Ewe Tiam ("Mr Tiah") is the Co-Founder and Chief Operating Officer of the Company. Mr Tiah was appointed as an Executive Director of the Company on 18 August 2006.

Mr Tiah graduated from University College London with a Bachelor of Science in Economics.

Mr Tiah Ewe Tiam created and implemented monetisation strategies and product lines for the Company's businesses. He currently leads the regional office to replicate and implement strategies across all countries.

In 2007, Mr Tiah was awarded the Asia's 25 Best Young Entrepreneurs by Bloomberg Businessweek. He was also a Malaysian finalist in the emerging category EY's Entrepreneur of the Year program.

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## **5. RESOLUTION 2 - ELECTION OF CHEO MING SHEN @TONG MING SHEN AS DIRECTOR**

ASX Listing Rule 14.5 provides that an entity which has directors must hold an election of directors each year.

Regulation 84 of the Company's Constitution provides that at the annual general meeting one-third of the Directors for the time being, or, if their number is not 3 or a multiple of 3, then the number nearest one-third, shall retire from office.

Regulation 89 of the Company's Constitution provides that a retiring Director shall be eligible for re-election.

In accordance with ASX Listing Rule 14.5 and Regulations 84 and 89 of the Company's Constitution, Mr Cheo Ming Shen @ Tong Ming Shen, having retired from office, and being eligible, offers himself for re-election pursuant to Resolution 2.

Mr Cheo Ming Shen @ Tong Ming Shen ("Mr Cheo") is the Co-Founder and Chief Executive Officer of the Company. Mr Cheo was appointed as an Executive Director of the Company on 16 March 2007.

As Co-Founder and Chief Executive Officer, Mr Cheo created and grew the first core suite of businesses for the Company: Nuffnang, Churp and RippleWerkz. He conceived and implemented the Nuffnang and Churp talent program, which has secured exclusive access to over 350 top bloggers and influencers in the region, cementing Netccentric's position as a market leader in social media influencers. He also led the ideation, creation and implementation of mobile blogging app Dayre. Mr Cheo currently leads the creation and implementation of regional and horizontal expansion strategies for the Company.

In Together with Mr Tiah, Mr Cheo was named as one of Asia's 25 Best Young Entrepreneurs by Bloomberg Businessweek in 2007.

Mr Cheo has a Bachelor of Science (Honours) in Government and Economics from the London School of Economics.

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## **6. RESOLUTION 3 – APPROVAL OF APPOINTMENT OF AUDITORS**

The current auditors, RSM Chio Lim LLP, were appointed as auditors of the Company on 5 October 2015. Section 205(2) of the Act states :-

“(2) A company shall at each Annual General Meeting of the Company appoint a person or persons to be the auditor or auditors of the Company, and any auditor or auditors so appointed shall, subject to this section, hold office until the conclusion of the next Annual General Meeting of the Company.”

Resolution 3 therefore seeks to appoint RSM Chio Lim LLP as auditors of the Company until the conclusion of the next Annual General Meeting of the Company.

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## **7. RESOLUTION 4 – APPROVAL OF DIRECTORS' FEES**

Section 169 of the Act requires that Directors' fees for the financial year ending 31 December 2016 be approved by Shareholders.

The Remuneration Committee reviews and approves the Company's remuneration policy in order to ensure that the Company is able to attract and retain executives and Directors who will create value for Shareholders, having regard to the amount considered to be commensurate for an entity of the Company's size and level of activity as well as the relevant Directors' time, commitment and responsibility.

Resolution 4 therefore seeks approval for the proposed aggregate Directors' fees of S\$100,000/- for the financial year ending 31 December 2016.

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## **8. RESOLUTION 5 – APPROVAL OF AUTHORITY TO ISSUE SHARES**

Under Section 161 of the Act, companies are required to first obtain shareholder approval before issuing or allotting any new shares. It is general practice for Directors to be granted such approval from the shareholders at the Annual General Meeting to cover shares to be issued during the next 12 months to fund the Company's ongoing activities and general working capital requirements so such issues may be made in a timely fashion.

The Company requests shareholders to approve pursuant to Section 161 of the Act, to grant a general mandate to the Directors to issue further shares in the capital of the Company at any time to such persons, and upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit, and that such authority shall continue to be in force until the conclusion of the next Annual General Meeting of the Company or the expiration of the period within which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier.

Notwithstanding approval of Resolution 5, the Company remains subject to the restrictions in the ASX Listing Rules concerning issuing new capital including ASX Listing Rules 7.1, 10.11 and 10.14.

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## **Schedule 1 – Definitions and Interpretation**

In the Notice and this Explanatory Memorandum, unless the context otherwise requires:

**A\$** means Australian dollars.

**AEST** means Australian eastern standard time.

**ASX** means ASX Limited ABN 98 008 624 691 and, where the context requires, the Australian Securities Exchange operated by ASX Limited.

**ASX Settlement Rules** means ASX Settlement Operating Rules of ASX Settlement Pty Ltd (ABN 49 008 504 532).

**Auditors' Report** means the auditors' report on the Audited Financial Statements.

**Board** means the board of Directors from time to time.

**CDI** means CHESS Depository Interest issued by CDN, where each CDI represents a beneficial interest in one Share.

**CDI Voting Instruction Form** means the CDI voting instruction form attached to the Notice (as applicable)

**CDN** means CHESS Depository Nominees Pty Ltd (ABN 75 071 346 506), in its capacity as depository of the CDIs under the ASX Settlement Rules.

**Companies Act** means the Companies Act (Cap. 50) of Singapore.

**Company** means Netccentric Limited ARBN 605 927 464.

**Constitution** means the Company's constitution.

**Directors** mean the current directors of the Company.

**Explanatory Statement** means the explanatory statement accompanying the Notice.

**Proxy Form** means the proxy form attached to the Notice (as applicable).

**Notice of Meeting** means the notice of meeting that accompanies this Explanatory Statement.

**Resolutions** mean any resolution detailed in the Notice as the context requires.

**Section** means a section of this Explanatory Memorandum.

**Schedule** means a schedule to the Notice.

**Share** means a fully paid ordinary share in the capital of the Company or a CDI, as applicable.

**Shareholder** means a registered holder of Shares in the Company.


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**LODGE YOUR PROXY**

 **BY MAIL**  
 Netccentric Limited  
 C/o BDO Corporate Services Pte Ltd  
 21 Merchant Road #04-01  
 Singapore 058267

 **BY HAND**  
 BDO Corporate Services Pte Ltd  
 21 Merchant Road #04-01  
 Singapore 058267

 **ALL ENQUIRIES TO**  
 Telephone: +61 1300 554 474


**X999999999999**
**PROXY FORM**

I/We being a member(s) of Netccentric Limited and entitled to attend and vote hereby appoint:

**APPOINT A PROXY**
 **the Chairman of the Meeting (mark box)**

**OR** if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **3:00pm on Friday, 15 April 2016 in Press Room 1 & 2, Radisson Blu Plaza Sydney, 27 O'Connell Street, Sydney, NSW 2000** (the **Meeting**) and at any postponement or adjournment of the Meeting.


**The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.**

**VOTING DIRECTIONS**

**Proxies will only be valid and accepted by the Company 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*		For	Against	Abstain*
1 Election of Tiah Ewe Tiam as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5 Approval of authority to issue shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Election of Cheo Ming Shen @ Tong Ming Shen as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
3 Approval of appointment of auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
4 Approval of Directors' fees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

 \* 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 votes will not be counted in computing the required majority on a poll.

**SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED**

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)




Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's memorandum and articles of association.

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STEP 1

STEP 2

STEP 3



## HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

### YOUR NAME AND ADDRESS

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

### APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

### DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form.

### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

### APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares 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; and
- (b) return both forms together.

### 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, either shareholder may sign.

**Power of Attorney:** to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. 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:** 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 179(6) of the Companies Act, Cap 50) 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.

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

### LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **3:00pm on Wednesday, 13 April 2016**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



#### BY MAIL

Netccentric Limited  
C/o BDO Corporate Services Pte Ltd  
21 Merchant Road #04-01  
Singapore 058267



#### BY HAND

delivering it to BDO Corporate Services Pte Ltd\*  
21 Merchant Road #04-01  
Singapore 058267

\* During business hours (Monday to Friday, 8:45am to 5:45pm)


**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.  
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**


**LODGE YOUR INSTRUCTION**

**ONLINE**  
[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

**BY MAIL**  
 Netccentric 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; or  
 Level 12, 680 George Street, Sydney NSW 2000


**ALL ENQUIRIES TO**  
 Telephone: (02) 9299 9690

**X99999999999**
**CDI VOTING INSTRUCTION FORM**
**DIRECTION TO CHESSE DEPOSITARY NOMINEES PTY LTD**

I/We being a holder of CHESSE Depositary Interests (CDIs) of Netccentric Limited (Company) hereby direct CHESSE 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 **3:00pm on Friday, 15 April 2016 in Press Room 1 & 2, Radisson Blu Plaza Sydney, 27 O'Connell Street, Sydney, NSW 2000**, 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.

**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.

**VOTING INSTRUCTIONS**

**Voting instructions will only be valid and accepted by CDN if they are signed and received no later than 72 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an**

**Resolutions**

	For	Against	Abstain*		For	Against	Abstain*
1 Election of Tiah Ewe Tiam as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	5 Approval of authority to issue shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Election of Cheo Ming Shen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
3 Approval of appointment of auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
4 Approval of Directors' fees	<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.

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

CDI Holder 1 (Individual)

Sole Director and Sole Company Secretary

Joint CDI Holder 2 (Individual)

Director/Company Secretary (Delete one)

Joint CDI Holder 3 (Individual)

Director

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

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## 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 CHESSE DEPOSITARY NOMINEES PTY LTD

Each CHESSE Depository 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 CHESSE Depository 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.

### 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 below by **3:00pm on Tuesday, 12 April 2016**, being not later than 72 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 or:



#### ONLINE

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

Login to the Link website using the holding details as shown on the CDI Voting Instruction Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, stockholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the CDI Voting Instruction Form).



#### BY MAIL

Netccentric Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia



#### BY FAX

+61 2 9287 0309



#### BY HAND

delivering it to Link Market Services Limited\*  
1A Homebush Bay Drive  
Rhodes NSW 2138  
or  
Level 12  
680 George Street  
Sydney NSW 2000

\* in business hours (Monday to Friday, 9:00am–5:00pm)

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