



## Netccentric Limited

ABRN: 605 927 464

### Notice of Annual General Meeting and Explanatory Memorandum

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<b>Date of Meeting:</b>	Monday, 7 <sup>th</sup> May 2018
<b>Time of Meeting:</b>	11:30am (GMT+8 AWST) Registration from 11:15am (GMT+8 AWST)
<b>Place of Meeting:</b>	Unit 33-8, The Boulevard, Mid Valley City, Lingkaran Syed Putra, 59200, Kuala Lumpur, Malaysia.

This Notice should be read in its entirety. If the CDI Holders are in doubt as to how they should vote, they should see professional advice from, amongst others, 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 +61 403 711 233.

For personal use only

**NETCCENTRIC LIMITED**

ABRN: 605 927 464

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Annual General Meeting of CDI Holders of Netccentric Limited (the “Company”) will be held at Unit 33-8, The Boulevard, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur, Malaysia, on Monday, 7<sup>th</sup> May 2018 at 11:30AM (GMT+8 AWST) (“Meeting”).

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the CDI Voting Instruction Form form part of this Notice. Terms and abbreviations used in this Notice (including the Explanatory Memorandum) are defined in Schedule One.

The Directors have determined that the persons eligible to vote at the Meeting are those who are registered as CDI Holders no later than Friday, 4<sup>th</sup> May 2018 at 5:00 PM (GMT+8 AWST) .

The attached Explanatory Memorandum is provided to supply CDI Holders with information to enable CDI Holders to make an informed decision regarding the Resolutions set out in this Notice. The Explanatory Memorandum is to be read in conjunction with this Notice.

This Notice should be read in its entirety. If CDI Holders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

**ORDINARY BUSINESS**

**2017 Annual Financial Statements**

To receive and consider the annual financial report of the Company for the financial year ended 31 December 2017 together with the declaration of the Directors’ and the reports of the Directors and Auditors.

While no resolution is required in relation to this item, CDI Holders will be given the opportunity to ask questions and make comments on the Company’s annual financial statements and reports.

A representative of Company’s Auditor, RSM Chio Lim LLP, will be present at the Meeting and CDI Holders will have an opportunity to ask the Auditor’s representative questions in relation to the conduct of the audit, the Auditor’s report, the Company’s accounting policies, and the independence of the Auditor.

The Netccentric Limited 2017 Annual Report can be viewed online at the Company’s website [www.netccentric.com](http://www.netccentric.com) on the “Company Securities Exchange Announcements” page under “Investor Centre”, or via the Australian Securities Exchange website at [www.asx.com.au](http://www.asx.com.au), or a copy can be requested from the Company Secretary.

**Retirement of Non-Executive Director – Mr Martyn Thomas**

As announced by the Company on 12<sup>th</sup> February 2018, and for the purposes of compliance with ASX Listing Rule 14.4, articles 84, and 88 of the Company’s Constitution, and for all other purposes, Mr Martyn Thomas, a current Non-Executive Director and Chairman of the Company will retire from the Company at the conclusion of this Annual General Meeting and does not seek re-election.

Mr Thomas has served as the Company’s Non-Executive Director and Chairman for the past 3 years and was instrumental during both the preparation and listing of the Company during the IPO process, as well as steering the Company through its change of CEO, management, and Board composition during the past 12 months.

The Board thanks Mr Thomas for his guidance, leadership and service during his tenure and wish him well in the future.

**Resolution 1 - Election of Non-Executive Director – Mr David Chiam Joy Yeow**

To consider, and if thought fit, to pass, the following resolution as an ordinary resolution:

*“That, Mr David Chiam Joy Yeow, who was appointed to fill a casual vacancy position on the board and being eligible for election in accordance with article 92 of the Company’s Constitution, ASX Listing Rule 14.5, and for all other purposes, offers himself for election, be elected as a Director.”*

Further details in respect of Resolution 1 are set out in the Explanatory Memorandum accompanying this Notice of Annual General Meeting.

**Resolution 2 - Election of Non-Executive Director – Ms Joanne Khoo Su Nee**

To consider, and if thought fit, to pass, the following resolution as an ordinary resolution:

*“That, Ms Joanne Khoo Su Nee, who was appointed to fill a casual vacancy position on the board and being eligible for election in accordance with article 92 of the Company’s Constitution, ASX Listing Rule 14.5, and for all other purposes, offers herself for election, be elected as a Director.”*

Further details in respect of Resolution 2 are set out in the Explanatory Memorandum accompanying this Notice of Annual General Meeting.

**Resolution 3 - Approval of Re-Appointment of Auditor**

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

*“That, pursuant to, and in accordance with, Section 205(2) of the Companies Act and for all other purposes, Auditor RSM Chio Lim LLP, having consented to act as the Company’s auditor, be appointed as the Company’s Auditor 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 with said Auditor as deemed appropriate.”*

Further details in respect of Resolution 3 are set out in the Explanatory Memorandum accompanying this Notice of Annual General Meeting.

**Resolution 4 - Approval of Directors’ Emoluments**

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

*“That, pursuant to, and in accordance with, Section 169 of the Companies Act, ASX Listing Rule 10.17, and for all other purposes, payment of the Directors’ fees of up to A\$160,000 per annum in aggregate, be approved for the financial year ending 31 December 2018 on the terms and conditions in the Explanatory Memorandum”*

**Voting Exclusion Statement:**

The Company will disregard any votes cast on this Resolution by any Director, and any of their respective associates.

However, the Company need not disregard a vote if:

- a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the CDI Voting Instruction Form; or
- b) it is cast by the Chairman as proxy for a person who is entitled to vote, in accordance with a direction on the CDI Voting Instruction Form to vote as the proxy decides.

Further details in respect of Resolution 4 are set out in the Explanatory Memorandum accompanying this Notice of Annual General Meeting.

For and on behalf of the Board of Directors;

**Peter Vaughan**

Company Secretary

Dated: Wednesday, 18<sup>th</sup> April 2018.

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### 1. Proxy Instructions

A CDI Holder entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of the CDI Holder. Where the CDI Holder is entitled to cast two or more votes, the CDI Holder may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

If the CDI Holder appoints two proxies and the appointment does not specify the proportion or number of the CDI Holder's votes each proxy may exercise, each proxy may exercise half of the votes, in which case any fraction of votes will be disregarded. A proxy may, but need not, be a CDI Holder.

To be effective, the instrument of appointment of a proxy (and power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority) must be lodged to the Company's Share Registry Link Market Services or sent by facsimile transmission to the office of the Company's Company Secretaries on +61 (0)3 9822 7735 by no later than 5:00pm (GMT+8 AWST) on Friday 4<sup>th</sup> May 2018.

The proxy form must be signed by the CDI Holder (or in the case of a joint holding, by each joint holder) or his/her attorney duly authorised in writing or, if the member is a corporation, in a manner permitted by the Companies Act. A proxy given by a foreign corporation must be executed in accordance with the laws of that corporation's place of incorporation.

If you sign the proxy form and do not appoint a proxy, you will have appointed the Chairman of the meeting as your proxy.

The appointment of one or more duly appointed proxies will not preclude a CDI Holder from attending this meeting and voting personally. If the CDI Holder votes on a resolution, the proxy must not vote as the CDI Holder's proxy on that resolution.

A proxy form is attached to this Notice.

### 2. Undirected Proxies

The Chairman of the meeting will vote undirected proxies on, and in favor of, all of the proposed resolutions (this includes Resolution 4).

If you appoint the Chairman of the meeting as your proxy (or if he may be appointed by default), but you do not direct the Chairman how to vote in respect of Resolution 4 your election to appoint the Chairman as your proxy will be deemed to constitute an express authorisation by you directing the Chairman to vote your proxy in favor of Resolution 4 (unless you have exercised your right to direct the Chairman otherwise in respect of a particular Resolution by marking the 'against' or 'abstain' column in respect of any of the relevant resolutions).

This express authorisation acknowledges that the Chairman may vote your proxy even if he or she has an interest in the outcome of Resolutions even if the Resolutions are connected directly or indirectly with remuneration of a member of the Directors of the Company (or if the Company is part of a consolidated entity, for the entity) and accordingly your votes will be counted in calculating the required majority if a poll is called.

### 3. Corporate Representatives

Corporate representatives are requested to bring appropriate evidence of appointment as a representative in accordance with the constitution of the Company. Attorneys are requested to bring the original or a certified copy of the power of attorney pursuant to which they were appointed. Proof of identity will also be required for corporate representatives and attorneys.

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#### 4. Determination of Voting Entitlement

CDI Holders entered on the Company's Register of Members no later than 5:00pm (GMT+8 AWST) on Friday 4<sup>th</sup> May 2018 are entitled to attend and vote at the meeting.

Unless a poll is demanded in advance of voting on a resolution, voting on each resolution will initially be by way of a show of hands. On a show of hands, each member present in person or by proxy or, in the case of a body corporate, by a representative, shall have one vote.

On a poll, every member present in person or by attorney or by proxy or, in the case of a body corporate, by a representative, shall have one vote for each share held by him, her or it.

#### 5. Questions and Comments by CDI Holders at the Meeting

A reasonable opportunity will be given to CDI Holders to ask questions and/or make comments on the management of the Company at the Meeting.

A reasonable opportunity will be given for CDI Holders to ask questions of the Company's external auditor where the questions are only relating to:

- a) the conduct of the audit;
- b) the preparation and contents of the audit report;
- c) the accounting policies adopted by the Company in relation to the preparation of its financial statements; and
- d) the independence of the auditor in relation to the conduct of the audit.

CDI Holders are requested to submit their written question to Auditor RSM Chio Lim LLP if the question is relevant to the content of the audit report or the conduct of its audit of the Company's financial report for the year ended 31 December 2017. Relevant written questions for the external auditor must be received by the Company by no later than no later than 5:00pm (GMT+8 AWST) on Friday 4<sup>th</sup> May 2018. A representative of Auditor RSM Chio Lim LLP will provide answers to the questions at the Meeting.

## EXPLANATORY MEMORANDUM

### PURPOSE OF INFORMATION

This Explanatory Memorandum ("this Memorandum") accompanies and forms part of the Company's Notice of the 2017 Annual General Meeting ("AGM") to be held at Unit 33-8, The Boulevard, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur, Malaysia, on Monday, 7<sup>th</sup> May 2018 at 11:30AM (GMT+8 AWST) ("Meeting").

The Notice of the 2017 Annual General Meeting incorporates, and should be read together with, this Memorandum.

### ORDINARY BUSINESS

#### 2017 Annual Financial Statements

To receive and consider the annual financial report of the Company for the financial year ended 31 December 2017 together with the declaration of the Directors' and the reports of the Directors and Auditors.

The Netccentric Limited 2017 Annual Report can be viewed online at the Company's website [www.netccentric.com](http://www.netccentric.com) on the "Company Securities Exchange Announcements" page under "Investor Centre", or via the Australian Securities Exchange website at [www.asx.com.au](http://www.asx.com.au), or a copy can be requested from the Immuron Company Secretary.

While no resolution is required in relation to this item, CDI Holders will be given a reasonable opportunity to ask questions about, or comment on the Management of the Company, and ask the Company's external auditor questions where the questions are only relating to:

- a) the conduct of the audit;
- b) the preparation and contents of the audit report;
- c) the accounting policies adopted by the Company in relation to the preparation of its financial statements; and
- d) the independence of the auditor in relation to the conduct of the audit.

CDI Holders are requested to submit their written question to Auditor RSM Chio Lim LLP if the question is relevant to the content of the audit report or the conduct of its audit of the Company's financial report for the year ended 31 December 2017. Relevant written questions for the external auditor must be received by the Company by no later than no later than 5:00pm (GMT+8 AWST) on Friday 4<sup>th</sup> May 2018. A representative of Auditor RSM Chio Lim LLP will provide answers to the questions at the Meeting.

#### Retirement of Director

For the purposes of compliance with ASX Listing Rule 14.4, articles 84, and 88 of the Company's Constitution, and for all other purposes, Mr Martyn Thomas, a current Non-Executive Director and Chairman of the Company will retire from the Company at the conclusion of this Annual General Meeting and does not seek re-election.

Article 84 of the Constitution provides that at each 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.

#### Resolution 1, and 2 - Election of Directors

Article 92 of the Constitution provides that any Director appointed to fill a casual vacancy or as an addition to the existing Directors shall hold the office until the next following annual general meeting, and shall then be eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation at that meeting.

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

In accordance with articles 92 of the Constitution and Listing Rule 14.5, Mr David Chiam Joy Yeow and Ms Joanne Khoo Su Nee, having retired from office, and being eligible, offer themselves for re-election pursuant to Resolutions 1 and 2, respectively.

The bibliographical details for each proposed Directors are as follows:

(a) Mr David Chiam Joy Yeow

Mr Chiam has over 16 years of experience in the legal and governance sectors. Having begun his career in 2 reputable law firms in Malaysia specialising in intellectual property and brand protection law, he undertook a 5-year government stint in 2004 handling legal, administrative and policy matters for the Malaysian Ministry of Youth and Sports and then the Ministry of Tourism. Having left government service, David returned to the corporate sector by joining British American Tobacco Malaysia in 2010 as its Senior Legal Counsel and was subsequently promoted as Head of Legal and Secretarial Services in 2015. In June 2017, David assumed his current role as Legal Director and Company Secretary at Dairy Farm Malaysia.

(b) Ms Joanne Khoo Su Nee

Ms Khoo also serves as an Independent Director of Kitchen Culture Holdings Ltd, Teho International Inc Ltd and Excelpoint Technology Ltd, companies listed on the Singapore Exchange Securities Trading Limited. She has more than 20 years of experience in corporate finance and business advisory services. From February 2008 to October 2012, she was a director of corporate finance at Canaccord Genuity Singapore Pte. Ltd. (formerly known as Collins Stewart Pte. Limited). Prior to this, she was involved in a wide range of corporate finance activities in the employment of Phillip Securities Pte Ltd and Hong Leong Finance Limited. From 2000 to 2004, she was with Stone Forest Consulting Pte Ltd where she was involved in providing consultancy services to companies seeking public listings in Singapore. From 1997 to 2000, she was with PricewaterhouseCoopers. During that period, she was involved in both the corporate finance and recovery department as well as the audit and business advisory services department.

Ms Khoo graduated with a Bachelor of Business in Accountancy from Royal Melbourne Institute of Technology University in 1996. She was admitted as a Certified Public Accountant by the CPA Australia in 1999 and a Chartered Accountant under the Malaysian Institute of Accountants in 2000.

Resolutions 1, and 2 are all ordinary resolutions.

The Chairman intends to exercise all available proxies in favour of Resolutions 1, and 2.

The Board (excluding Mr David Chiam Joy Yeow) supports the re-election of Mr David Chiam Joy Yeow and recommends that CDI Holders vote in favour of Resolution 1.

The Board (excluding Ms Joanne Khoo Su Nee) supports the re-election of Ms Joanne Khoo Su Nee and recommends that CDI Holders vote in favour of Resolution 2.

### **Resolution 3 - Approval of Re-Appointment of Auditor**

The current auditors, RSM Chio Lim LLP, were appointed as auditor of the Company on 31 May 2017. Section 205(2) of the Companies 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.”

The Board has been satisfied with the services of RSM Chio Lim LLP as auditor of the Company and thanks RSM Chio Lim LLP for these services and proposes to re-appoint them as auditor of the Company for the 2018 financial year.

Resolution 3, being an ordinary resolution, seeks to re-appoint RSM Chio Lim LLP as auditor of the Company until the conclusion of the next Annual General Meeting of the Company.

The Board supports the appointment of RSM Chio Lim LLP as auditor of the Company, and recommends that CDI Holders vote in favour of Resolution 4. The Chairman intends to exercise all available proxies in favour of Resolution 3.

#### Resolution 4 - Approval of Directors' Emoluments

Section 169 of the Companies Act requires that Directors' emoluments (which includes fees as well as non-cash benefits) in respect of their office as such be approved by CDI Holders.

CDI Holders previously set the maximum aggregate Directors' fees for the financial year ending 31 December 2017 at A\$160,000 of which only A\$120,000 was paid to the Directors as remuneration.

Whilst at this stage the Board does not currently anticipate that the full \$160,000 remuneration pool will be used during the 2018 financial year, Directors believe that it is appropriate for the pool to remain at this level for the year to ensure the Board has the flexibility to appoint and remunerate new additional Director(s) should it deem it necessary.

Listing Rule 10.17 provides that the Company may not increase the total aggregate amount of Directors' fees payable to all of its non-executive Directors without CDI Holder approval.

Resolution 4 therefore, seeks approval for the proposed maximum aggregate Directors' fees payable to all of its non-executive directors to be set at A\$160,000 for the financial year ending 31 December 2018. The total amount of non-executive Directors' fees payable includes superannuation contributions made by the Company for the benefit of non-executive Directors and any fees which a non-executive Director agrees to sacrifice on a pre-tax basis.

No securities were issued to a non-executive Director under Listing Rule 10.11 or 10.14 with CDI Holders approval at any time within the last 3 years.

The proposed level of permitted fees does not mean that the Company must pay the entire amount approved as fees in each year. However, the Board considers that it is reasonable and appropriate to establish this amount as this will provide the Company with the flexibility to attract appropriately qualified Directors and to act quickly if the circumstances require it.

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 CDI Holders, 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, being an ordinary resolution, seeks approval for the proposed maximum aggregate Directors' fees of A\$160,000 for the financial year ending 31 December 2018.

The Chairman intends to exercise all available proxies in favour of Resolution 4. A voting exclusion statement is included in the Notice for Resolution 4.



**Schedule One – Definitions and Interpretations**

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

**A\$** means Australian dollars.

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

**Annual Financial Statements** means the Directors' Report, the Financial Reports and the Auditor's Report in respect to the financial period ended 31 December 2017.

**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 Financial Reports.

**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 Holder** means a holder of one or more Shares (including CDN in its capacity as depository of the CDIs under the ASX Settlement Rules), or holder of one or more CDIs, as applicable, in Netccentric Limited (ABRN 605 927 464)

**CDI Voting Instruction Form** means the CDI voting instruction form attached to the Notice.

**CDN** means CHESS Depository Nominees Pty Ltd (ABN 75 071 346 506) (AFSL 254514), in its capacity as depository of the CDIs under the ASX Settlement Rules.

**Chairman** means the person appointed to chair the Meeting. Companies Act means the Companies Act (Cap. 50) of Singapore.

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

**Director** means any director of the Company and Directors means all of them.

**Directors' Report** means the annual directors' report of the Company and its controlled entities.

**Equity Security** has the same meaning as in the Listing Rules and Equity Securities has the corresponding meaning.

**Explanatory Memorandum** means the explanatory memorandum accompanying the Notice of Annual General Meeting.

**Financial Reports** means the annual financial reports of the Company and its controlled entities. Listing Rules means the official listing rules of the ASX.

**Meeting, or Annual General Meeting** means the Annual General Meeting of the Company to be held at Unit 33-8, The Boulevard, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur, Malaysia, on Monday, 7<sup>th</sup> May 2018 at 11:30AM (GMT+8 AWST).

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

**Resolution(s)** mean any resolution detailed in the Notice as the context requires.

**S\$** means Singapore dollars.

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

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

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

**Shareholder** means a holder of one or more Shares (including CDN in its capacity as depository of the CDIs under the ASX Settlement Rules), or holder of one or more CDIs, as applicable, in Netccentric Limited (ABRN 605 927 464)

**Trading Day** means a day determined by ASX to be a trading day in accordance with the Listing Rules


**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


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

**X999999999999**
**CDI VOTING INSTRUCTION FORM**
**DIRECTION TO CHESSE DEPOSITARY NOMINEES PTY LTD**

I/We being a holder of CHESSE Depository Interests (**CDIs**) of Netccentric Limited (**Company**) hereby direct CHESSE Depository 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 (GMT+8 AWST) on Monday, 7 May 2018 at Unit 33-8, The Boulevard, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur, Malaysia**, 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.

**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*
1 Election of Non-Executive Director – Mr David Chiam Joy Yeow	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Election of Non-Executive Director – Ms Joanne Khoo Su Nee	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Approval of Re-appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Approval of Directors' Emoluments	<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.



For personal use only

## 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.

### 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 holder may 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 **11:30am (GMT+8 AWST) on Friday, 4 May 2018**, 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

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



### COMMUNICATIONS PREFERENCE

We encourage you to receive all your shareholder communication via email. This communication method allows us to keep you informed without delay, is environmentally friendly and reduces print and mail costs.



#### ONLINE

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

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Communications' and click the first button to receive all communications electronically and enter your email address. To use the online facility, securityholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).