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**MINDAX LIMITED**

**ACN 106 866 442**

**NOTICE OF GENERAL MEETING**

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**TIME:** 10:00 am (WST)

**DATE:** 17 July 2018

**PLACE:** Quest West Perth  
54 Kings Park Road  
West Perth WA 6005

*This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.*

*Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 8 9389 2111.*

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## IMPORTANT INFORMATION

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### Time and place of Meeting

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Notice is given that the Meeting will be held at 10:00 am (WST) on 17 July 2018 at:

Quest West Perth  
54 Kings Park Road  
West Perth WA 6005

### Your vote is important

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The business of the Meeting affects your Shareholding and your vote is important.

### Voting eligibility

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The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 10:00 am (WST) on 15 July 2018.

### Voting in person

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To vote in person, attend the Meeting at the time, date and place set out above.

### Voting by proxy

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To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that changes to the Corporations Act made in 2011 mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details on these changes are set out below.

**Proxy vote if appointment specifies way to vote**

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does:**

- the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (ie as directed); and
- if the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands; and
- if the proxy is the chair of the meeting at which the resolution is voted on, the proxy must vote on a poll, and must vote that way (ie as directed); and
- if the proxy is not the chair, the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (ie as directed).

**Transfer of non-chair proxy to chair in certain circumstances**

Section 250BC of the Corporations Act provides that, if:

- an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- the appointed proxy is not the chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
  - the proxy is not recorded as attending the meeting; or
  - the proxy does not vote on the resolution,

the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

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## **BUSINESS OF THE MEETING**

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### **AGENDA**

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#### **RESOLUTION 1 – ISSUE OF SHARES TO RELATED PARTY IN LIEU OF CASH PAYMENT FOR DIRECTOR FEES AND CONSULTING FEES – BENJAMIN CHOW**

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

*“That, for the purposes of ASX Listing Rule 10.11, section 195(4) of the Corporations Act and for all other purposes, approval is given for the Company to issue up to 85,600,000 Shares to Mr Chow (or his nominee) on the terms and conditions set out in the Explanatory Statement.”*

#### **Voting Exclusion Statement:**

The Company will disregard any votes cast in favour of this Resolution by Mr Chow (or his nominee) or any of his associates respectively. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the Chairman 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.

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#### **RESOLUTION 2 – ISSUE OF SHARES TO RELATED PARTY IN LIEU OF CASH PAYMENT FOR DIRECTOR FEES AND CONSULTING FEES – MR KGAI MUN (ERIC) LOH**

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

*“That, for the purposes of ASX Listing Rule 10.11, section 195(4) of the Corporations Act and for all other purposes, approval is given for the Company to issue up to 36,000,000 Shares to Mr Loh (or his nominee) on the terms and conditions set out in the Explanatory Statement.”*

#### **Voting Exclusion Statement:**

The Company will disregard any votes cast in favour of this Resolution by Mr Loh (or his nominee) or any of his associates respectively. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the Chairman 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.

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#### **RESOLUTION 3 – ISSUE OF SHARES TO RELATED PARTY IN LIEU OF CASH PAYMENT FOR DIRECTOR FEES – MR ANDREW TSANG**

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

*“That, for the purposes of ASX Listing Rule 10.11, section 195(4) of the Corporations Act and for all other purposes, approval is given for the Company to issue up to 22,000,000 Shares to Mr Tsang (or his nominee) on the terms and conditions set out in the Explanatory Statement.”*

#### **Voting Exclusion Statement:**

The Company will disregard any votes cast in favour of this Resolution by Mr Tsang (or his nominee) or any of his associates respectively. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the Chairman 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.

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**RESOLUTION 4 – ISSUE OF SHARES TO RELATED PARTY IN LIEU OF CASH PAYMENT FOR DIRECTOR FEES – MR YONGGANG LI**

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

*“That, for the purposes of ASX Listing Rule 10.11, section 195(4) of the Corporations Act and for all other purposes, approval is given for the Company to issue up to 22,000,000 Shares to Mr Li (or his nominee) on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion Statement:**

The Company will disregard any votes cast in favour of this Resolution by Mr Li (or his nominee) or any of his associates respectively. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the Chairman 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.

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**RESOLUTION 5 – RATIFICATION OF ISSUE OF SHARES**

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 ASX Listing Rule 7.4 and for all other purposes, Shareholders approve and ratify the issue of 74,000,000 Shares to the parties, for the purposes and on the terms set out in the Explanatory Statement.”*

**Voting Exclusion Statement:**

For the purposes of Listing Rule 7.5, the Company will disregard any votes cast on this Resolution by any person who participated in the issue or any of their Associates, unless it is cast:

- (a) by a person as proxy for a person who is entitled to vote (in accordance with the directions on the proxy form); or
  - (b) by the 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).
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**RESOLUTION 6 – ISSUE OF SHARES TO RELATED PARTY**

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

*“That, for the purposes of ASX Listing Rule 10.11, and all other purposes, approval is given to the Company to issue up to 10,000,000 Shares to Mr Tsang & Mrs Chunxiang Zeng & Mr Qinglong Zeng <Zeng Superannuation Fund A/C> on the terms and conditions set out in the Explanatory Statement.”*

**Voting Exclusion Statement:**

The Company will disregard any votes cast on this Resolution by Mr Tsang & Mrs Chunxiang Zeng & Mr Qinglong Zeng <Zeng Superannuation Fund A/C> or any of their associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form, or, it is cast by the Chairman 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.

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**Dated:** 6 June 2018

**By order of the Board**

**DENNIS WILKINS  
COMPANY SECRETARY**

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## EXPLANATORY STATEMENT

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This Explanatory Statement has been prepared to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions.

### **Forward looking statements**

Certain statements in this Explanatory Statement relate to the future. These statements reflect views only as of the date of this Explanatory Statement. While the Company believes that the expectations reflected in the forward-looking statements are reasonable, neither the Company nor any other person gives any representation, assurance or guarantee that the occurrence of an event expressed or implied in any forward looking statements in this Explanatory Statement will actually occur.

### **Disclaimers**

No person is authorised to give any information or make any representation in connection with the Resolutions that is not contained in this Explanatory Statement. Any information or representation not contained in this Explanatory Statement may not be relied on as having been authorised by the Company or the Board in connection with the Resolutions.

### **Responsibility for information**

The information contained in this Explanatory Statement has been prepared by the Company and is the responsibility of the Company.

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## RESOLUTIONS 1, 2, 3 AND 4 – ISSUE OF SHARES TO DIRECTORS

Resolutions 1, 2, 3 and 4 seek Shareholder approval for the issue of Shares to the Directors (or their nominees) in lieu of directors' fees and consulting fees for the period from 1 April 2015 to 30 June 2018. As a consequence, no cash payment by way of director's fees and the relevant consulting fees for this period has been contemplated apart from \$154,000 that has been paid to Mr Chow since the commencement of his consulting agreement.

The directors' remuneration is currently set at \$50,000 per annum for the Chairman, Mr Chow, plus committee member fees of \$7,500. Mr Chow is also paid a monthly consultancy fee of \$10,000 plus \$1,000 per month to cover use of Mr Chow's equipment including computers, printers, communication equipment and consumables. This fee is in addition to Mr Chow's current director fee which does not cover executive duties. This agreement commenced on 1 June 2014 and since that date \$154,000 has been paid to Mr Chow.

As the sole executive of the Company, Mr Chow is responsible for oversight of, and reporting to the Board on, all functions of the Company. In discharging these functions, Mr Chow has undertaken travel from his location in Sydney to China and Perth on a number of occasions as the Company's representative for meetings involving shareholders, prospective investors, brokers, project or prospective project vendors and related Company activities. A summary of the travel undertaken is as follows:

- 2015: 1 trip to China, 5 trips to Perth;
- 2016: Nil trips to China, 3 trips to Perth; and
- 2017: 2 trips to China, 3 trips to Perth.

Mr Chow has attended to enquiries and had meetings and discussions with at least six parties over the last three years interested in investing or to participate in the restructuring of Mindax Limited by introducing new projects into the Company.

Mr Loh's remuneration is currently set at \$25,000 per annum, plus committee member fees of \$7,500. Mr Loh is also paid a monthly consultancy fee of \$2,000 for services rendered. Mr Tsang's and Mr Li's remuneration is currently set at \$25,000 per annum, plus committee member fees of \$2,500 each. In order to preserve the Company's cash, the directors' have agreed, subject to shareholder approval, to receive their fees in shares in the Company in lieu of cash.

In the absence of any other Company executives or senior staff other than Mr Chow, Mr Loh has undertaken financial oversight activities that do not fall within the scope of non-executive director duties. These include, but are not limited to, review and approval of expenses incurred and signatory on all payments made by the Company, assistance with capital raising activities and attendance at associated meetings.

The issue price of the shares is \$0.005 per share. If shareholders do not approve the issue of shares, the remuneration will be paid in cash, once the Company has the ability to do so.

Chapter 2E of the Corporations Act prohibits a public company from giving a financial benefit to a related party of the public company unless either:

- (a) the giving of the financial benefit falls within one of the nominated exceptions to the provision; or
- (b) shareholder approval is obtained prior to the giving of the financial benefit and the benefit is given within 15 months after obtaining such approval.

Under the Corporations Act, a director of a company (or an entity controlled by a director) is a related party of the company. Messrs Chow, Loh, Tsang and Li are related parties of the Company by virtue of being Directors.

The issue of Shares to Messrs Chow, Loh, Tsang and Li (or their nominees) constitutes the giving of a financial benefit to a related party of the Company and therefore requires Shareholder approval under Chapter 2E of the Corporations Act unless a relevant exception applies.

Section 210 of the Corporations Act broadly provides that Shareholder approval under Chapter 2E is not required where the financial benefit provided by the public company to the related party is on arm's length terms (or less favourable for the related party).

The proposed Shares to be issued to Messrs Chow, Loh, Tsang and Li (or their nominees) will be issued at a deemed price of \$0.005 per Share and as such, is considered to be an arm's length exception pursuant to section 210 of the Corporations Act by virtue the Shares will be issued on the same terms and conditions to those issued on 23 May 2018 to unrelated parties of the Company.

Accordingly, Shareholder approval under Chapter 2E of the Corporations Act for the issue of Shares to Messrs Chow, Loh, Tsang and Li (or their nominees) is not required.

ASX Listing Rule 10.11 requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party, or a person whose relationship with the entity or a related party is, in ASX's opinion, such that approval should be obtained unless an exception in ASX Listing Rule 10.12 applies.

As the proposed grants involve the issue of Shares to related parties of the Company, Shareholder approval pursuant to ASX Listing Rule 10.11 is required.

The following information is provided in relation to the proposed issue:

1. the related parties are Messrs Chow, Loh, Tsang and Li and they are related parties by virtue of being Directors;
2. Mr Chow was appointed on 6 October 2009, Mr Loh was appointed on 18 October 2010, Mr Tsang was appointed on 28 March 2012 and Mr Li was appointed on 18 April 2013. The remuneration and emoluments from the Company to the Directors are set out below:

Director	Annual Director Fee Current Financial Year	Director Fees Accrued 1 April 2015 to 30 June 2018	Consulting Fees Accrued to 30 June 2018
Benjamin Chow	\$50,000	\$230,000	\$198,000
Kgai Mun (Eric) Loh	\$25,000	\$130,000	\$50,000
Andrew Tsang	\$25,000	\$110,000	Nil
Yonggang Li	\$25,000	\$110,000	Nil

3. the calculation of shares in lieu of fees is:

Director	Total Director and Consulting Fees Accrued to 30 June 2018	Share Issue Price	Shares
Benjamin Chow	\$428,000	\$0.005	85,600,000
Kgai Mun (Eric) Loh	\$180,000	\$0.005	36,000,000
Andrew Tsang	\$110,000	\$0.005	22,000,000
Yonggang Li	\$110,000	\$0.005	22,000,000

4. the maximum number of Shares (being the nature of the financial benefit being provided) to be issued to the Directors is set out in the table below:

Director	Relevant Interest held on Date of Issue of this Notice of Meeting	Maximum Shares subject to Resolutions 1, 2, 3 and 4	Relevant Interest assuming approval of Resolutions 1, 2, 3 and 4	% Relevant Interest in the Company assuming approval of Resolutions 1, 2, 3 and 4
Benjamin Chow	198,000	85,600,000	85,798,000	10.30%
Kgai Mun (Eric) Loh	Nil	36,000,000	36,000,000	4.32%
Andrew Tsang	249,319,543	22,000,000	271,319,543	32.57%
Yonggang Li	Nil	22,000,000	22,000,000	2.64%

#### Dilution Effect

Resolutions 1, 2, 3 and 4 will have the following dilution effect on shareholders if passed:

	Shares
Current Shares on Issue	741,424,008
Shares to be issued under Resolutions 1, 2, 3 and 4	165,600,000
<b>Total shares on issue after Resolutions 1, 2, 3 and 4</b>	<b>907,024,008</b>
Dilutionary effect	18.26%



5. the Shares will be issued to the Directors no later than 1 month after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules) and it is anticipated the Shares will be issued on one date;
6. the actual issue price of the Shares is nil, however the deemed issue price per share is \$0.005;
7. the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
8. the trading history of the Shares on ASX in the 12 months before the date of this Notice is set out below:

	<b>Price</b>	<b>Date</b>
Highest	\$0.012	26 June 2017
Lowest	\$0.004	11 December 2017
Last	\$0.006	6 June 2018

9. the primary purpose of the issue of shares to the Directors is to preserve cash resources of the Company and in lieu of payment of director's fees and consulting fees as set out above. No funds will be raised from the issue of shares;
10. each Director declines to make a recommendation to Shareholders in relation to Resolutions 1, 2, 3 and 4 due to their material personal interest in the outcome of the Resolutions on the basis that each Director is to be issued Shares should Resolutions 1, 2, 3 and 4 be passed; and
11. the Board is not aware of any other information that would be reasonably required by Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass Resolutions 1, 2, 3 and 4.

Approval pursuant to ASX Listing Rule 7.1 is not required for the participation as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the issue of Shares to the Directors (or their nominee) will not be included in the use of the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1.

## **RESOLUTION 5 – RATIFICATION OF ISSUE OF SHARES**

### **General**

The Company issued a total of 74,000,000 Shares on 3 April 2018 and 23 May 2018 at an issue price of \$0.005 per Share in accordance with Listing Rule 7.1 and now seeks, pursuant to Resolution 5 of the Notice, to ratify the allotment and issue of those Shares.

Listing Rule 7.1 provides that (subject to certain exceptions) prior approval of shareholders is required for an issue of securities by a company if the securities will, when aggregated with the securities issued by a company during the previous 12 months, exceed 15% of the number of the ordinary securities on issue at the commencement of that 12 month period.

Listing Rule 7.4 sets out the procedure and effect of Shareholder approval of a prior issue of securities and provides that where shareholders in general meeting ratify a previous issue of securities made without approval under Listing Rule 7.1, provided that the previous issue of securities did not breach Listing Rule 7.1, those securities shall be deemed to have been made with shareholder approval for the purposes of Listing Rule 7.1.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

### **Information required by Listing Rule 7.5**

The following information is provided to Shareholders for the purposes of Listing Rule 7.5:

- (a) 74,000,000 Shares were allotted and issued by the Company;
- (b) The issue price per Share was \$0.005;
- (c) The Shares allotted were fully paid ordinary shares which rank equally with all other fully paid ordinary shares on issue;
- (d) The Shares were allotted to sophisticated and professional investors who are not related parties of the Company;
- (e) The funds raised were to satisfy obligations relating to the Company's Mt Forrest Project and for working capital purposes; and
- (f) A voting exclusion statement is included in the Notice.

### **Directors' Recommendation**

The Directors of the Company believe that Resolution 5 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution.

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## RESOLUTION 6 – ISSUE OF SHARES TO RELATED PARTY

### General

Shareholders are being asked to approve Resolution 6 to allow Mr Tsang & Mrs Chunxiang Zeng & Mr Qinglong Zeng <Zeng Superannuation Fund A/C> to be issued shares in relation to funds that have been received for working capital requirements. The funds were received in January 2018 and recorded as an unsecured loan by the Company. The Company now seeks to issue Shares to Mr Tsang & Mrs Chunxiang Zeng & Mr Qinglong Zeng <Zeng Superannuation Fund A/C> in satisfaction of this loan.

Resolution 6 is required to be approved in accordance ASX Listing Rule 10.11 to issue securities to a Director, being a related party of the Company. If approval is given under Listing Rule 10.11, approval is not required under Listing Rule 7.1.

### Chapter 2E of the Corporations Act – related party transactions

Chapter 2E of the Corporations Act regulates the provision of financial benefits to related parties of a public company. Section 208 of the Corporations Act provides that, for a public company to give a financial benefit to a related party of the company, the company must:

- (a) obtain the approval of the company's shareholders in the manner set out in Chapter 2E of the Corporations Act; and
- (b) give the benefit within 15 months following such approval, unless the giving of the financial benefit falls within one of the exemptions set out in Chapter 2E of the Corporations Act.

For the purposes of Chapter 2E, a Director is a related party of the Company by virtue of section 228(2) of the Corporations Act and the issue of Shares to a Director may constitute the giving of a financial benefit.

The Board (other than Mr Tsang, who does not provide a view because he has an interest in the Proposal) considers that the issue of Shares forming the subject of Resolution 6 to be on arm's length terms. The financial benefits contemplated by Resolution 6 fall within the "arm's length terms" exception in section 210 of the Corporations Act, and therefore do not require Shareholder approval for the purposes of Chapter 2E of the Corporations Act.

The issue of shares to Mr Tsang & Mrs Chunxiang Zeng & Mr Qinglong Zeng <Zeng Superannuation Fund A/C> at an issue price of \$0.005 will be issued on the same terms as funds raised from the issue of shares to non-related parties of the Company in May 2018, and as such, Shareholder approval is not required for the purposes of Chapter 2E of the Corporations Act.

### Information required by Listing Rule 10.13

Listing Rule 10.13 contains certain requirements as to the contents of a notice sent to Shareholders for the purposes of Listing Rule 10.11.

The following information is included in this Explanatory Statement for the purpose of Listing Rule 10.13.

- (a) The Shares the subject of Resolution 6 will be granted to Mr Tsang and Mrs Chunxiang Zeng and Mr Qinglong Zeng <Zeng Superannuation Fund A/C>;
- (b) Mrs Chunxiang Zeng is Mr Tsang's spouse and Mr Qinglong Zeng is Mr Tsang's son. Mr Tsang and Mrs Chunxiang Zeng and Mr Qinglong Zeng are trustees of the Zeng Superannuation Fund.
- (c) The maximum number of Shares to be issued pursuant to Resolution 6 is 10,000,000;
- (d) The Shares will be allotted and issued on a date which will be no later than 1 month after the date of the Meeting;
- (e) The Shares the subject of Resolution 6 will rank equally in all respects with the Company's existing Shares on issue. The Shares will be issued at the Issue Price, being \$0.005;
- (f) A voting exclusion statement is included in this Notice; and
- (g) \$50,000 has been received by the Company for the issue of Shares pursuant to Resolution 6. The funds will be used for corporate expenses and general working capital.

### Directors' Recommendation

All Directors, other than Mr Tsang, believe that Resolution 6 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution.

## GLOSSARY

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**\$** means Australian dollars.

**ASIC** means the Australian Securities & Investments Commission.

**Associate** has the meaning set out in sections 11 to 17 of the Corporations Act.

**ASX** means ASX Limited (ACN 008 624 691) or the financial market operated by ASX Limited, as the context requires.

**ASX Listing Rules** means the Listing Rules of ASX.

**Board** means the current board of Directors of the Company.

**Chair** means the chair of the Meeting.

**Company** or **Mindax** means Mindax Limited (ACN 106 866 442).

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

**Corporations Act** means the *Corporations Act 2001* (Cth).

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

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

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

**GM** means general meeting.

**Listing Rules** means the Listing Rules of the ASX.

**Meeting** has the meaning in the introductory paragraph of the Notice.

**Notice** or **Notice of Meeting** means this notice of meeting including the Explanatory Statement and the Proxy Form.

**Proxy Form** means the proxy form accompanying the Notice.

**Resolutions** means the resolutions set out in the Notice, or any one of them, as the context requires.

**Share** means a fully paid ordinary share in the capital of the Company.

**Shareholder** means a registered holder of a Share.

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

**Voting Power** has the meaning given by section 610 of the Corporations Act.

**WST** means Western Standard Time as observed in Perth, Western Australia.

**LODGE YOUR VOTE ONLINE**



**ONLINE VOTE**

[www.advancedshare.com.au/investor-login](http://www.advancedshare.com.au/investor-login)



**MOBILE DEVICE VOTE**

Lodge your proxy by scanning the QR code below, and enter your registered postcode.  
It is a fast, convenient and a secure way to lodge your vote.

**2018 GENERAL MEETING - VOTING/PROXY FORM**

I/We being shareholder(s) of Mindax Limited and entitled to attend and vote hereby:

**APPOINT A PROXY**

The Chairman of the meeting

**OR**



**PLEASE NOTE:** If you leave the section blank, the Chairman of the Meeting will be your proxy.

**STEP 1**

or failing the individual(s) or body corporate(s) named, or if no individual(s) or body corporate(s) are named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting 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 law, as the proxy sees fit), at the General Meeting of the Company to be held at Quest West Perth, 54 Kings Park Road, West Perth WA 6005 on 17 July 2018 at 10.00am (WST) and at any adjournment or postponement of that Meeting.

**CHAIR'S VOTING INTENTION IN RELATION TO UNDIRECTED PROXIES:**

The Chair intends to vote undirected proxies in favour of all Resolutions. In exceptional circumstances the Chair may change his/her voting intention on any Resolution. In the event this occurs an ASX announcement will be made immediately disclosing the reasons for the change.

**VOTING DIRECTIONS**

**Agenda Items**

		For	Against	Abstain*
1	ISSUE OF SHARES TO RELATED PARTY IN LIEU OF CASH PAYMENT FOR DIRECTOR FEES AND CONSULTING FEES – BENJAMIN CHOW	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	ISSUE OF SHARES TO RELATED PARTY IN LIEU OF CASH PAYMENT FOR DIRECTOR FEES AND CONSULTING FEES – MR KGAI MUN (ERIC) LOH	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	ISSUE OF SHARES TO RELATED PARTY IN LIEU OF CASH PAYMENT FOR DIRECTOR FEES – MR ANDREW TSANG	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	ISSUE OF SHARES TO RELATED PARTY IN LIEU OF CASH PAYMENT FOR DIRECTOR FEES – MR YONGGANG LI	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	RATIFICATION OF ISSUE OF SHARES	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6	ISSUE OF SHARES TO RELATED PARTY	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**STEP 2**



\* 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

**STEP 3**

This form should be signed by the shareholder. If a joint holding, all the shareholder should 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 constitution and the Corporations Act 2001 (Cth).

Email Address



Please tick here to agree to receive communications sent by the company via email. This may include meeting notifications, dividend remittance, and selected announcements.

## HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

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

### CHANGE OF ADDRESS

This form shows your address as it appears on 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.

### APPOINTMENT OF A PROXY

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

### DEFAULT TO THE CHAIRMAN OF THE MEETING

If you leave Step 1 blank, or if your appointed proxy does not attend the Meeting, then the proxy appointment will automatically default to the Chairman of the Meeting.

### VOTING DIRECTIONS – PROXY APPOINTMENT

You may direct your proxy on 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 a given item, your proxy may vote as they choose to the extent they are permitted by law. If you mark more than one box on an item, your vote on that item will be invalid.

**PLEASE NOTE:** If you appoint the Chairman as your proxy (or if he is appointed by default) but do not direct him how to vote on an item (that is, you do not complete any of the boxes "For", "Against" or "Abstain" opposite that item), the Chairman may vote as he sees fit on that item.

### 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 Advanced Share Registry Limited or you may copy this form and return them both together.

To appoint a second proxy you must:

- On each 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
- Return both forms together.

### CORPORATE REPRESENTATIVES

If a representative of a nominated 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 Corporate Representative Form may be obtained from Advanced Share Registry.

### SIGNING INSTRUCTIONS ON THE PROXY FORM

#### Individual:

Where the holding is in one name, the security holder must sign.

#### Joint Holding:

Where the holding is in more than one name, all of the security holders should sign.

#### Power of Attorney:

If you have not already lodged the Power of Attorney with Advanced Share Registry, please attach the original or 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 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held.

### LODGE YOUR VOTE

This Proxy Form (and any power of attorney under which it is signed) must be received at an address given below by 10.00 am (WST) on 15 July 2018, being not later than 48 hours before the commencement of the Meeting. Proxy Forms received after that time will not be valid for the scheduled meeting.



#### ONLINE VOTE

[www.advancedshare.com.au/investor-login](http://www.advancedshare.com.au/investor-login)



#### BY MAIL

Advanced Share Registry Limited  
110 Stirling Hwy, Nedlands WA 6009; or  
PO Box 1156, Nedlands WA 6909



#### BY FAX

+61 8 9262 3723



#### BY EMAIL

[admin@advancedshare.com.au](mailto:admin@advancedshare.com.au)



#### IN PERSON

Advanced Share Registry Limited  
110 Stirling Hwy, Nedlands WA 6009; or



#### ALL ENQUIRIES TO

Telephone: +61 8 9389 8033