



I M QUARRIES LIMITED

(Incorporated in the Republic of Singapore)
(UEN 201120428N | ARBN 154 095 897)

NOTICE OF ANNUAL GENERAL MEETING

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

Place: Gardenasia
240 Neo Tiew Crescent
Singapore 718898

Date: 12 August 2018

Time: 11:30 a.m.

to transact the following business:

- (A) To accept the Directors' Report, Statement by directors and audited financial statements of the Company for the financial year ended 31 March 2018 (collectively, the "**2018 Annual Report**").

Explanatory Note:

Note 1 of the attached Explanatory Notes sets out information and instruction on how to obtain your copy of the 2017 Annual Report.

- (B) To consider and, if thought fit, to pass with or without modification the following proposed resolutions:-

AS ORDINARY RESOLUTIONS

1. THAT Ms Chua Soon Beng Ellen, being a person who is over the age of 70, be and is hereby reappointed as a director of the Company and, in accordance with Section 153(6) of the Companies Act, hold such office until the conclusion of the next Annual General Meeting.

Explanatory Note:

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

2. THAT Mr Lam Peck Heng, being a person who is over the age of 70, and be and is hereby reappointed as a director of the Company and,

in accordance with Section 153(6) of the Companies Act, hold such office until the conclusion of the next Annual General Meeting.

Explanatory Note:

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

3. THAT Mr Bryan Phillip LOH Chuun-Ming who retires pursuant to Article 20.2 and, being eligible, had offered himself for reappointment, be and is hereby reappointed as a director of the Company.

Explanatory Note:

Note 4 of the attached Explanatory Notes sets out the reason for and the effect of this Resolution, if passed.

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

Explanatory Note:

Note 5 of the attached Explanatory Notes sets out the reason for and the effect of this Resolution, if passed.

5. THAT MGI Singapore PAC be and is hereby reappointed as auditors of the Company for the next financial year AND THAT the directors be and are hereby authorised to fix their remuneration.

By Order of the Board



LAM PECK HENG

Non-Executive Chairman

Singapore

12 July 2018

VOTING EXCLUSION STATEMENT

- (1) Ms Chua Soon Beng Ellen will abstain from voting on the proposed Resolution 1, and the Company will disregard any votes cast on the proposed Resolution 1 by Ms Chua Soon Beng Ellen and her associates.
- (2) Mr Lam Peck Heng and his associates does not own any shares in the Company.
- (3) Mr Bryan Phillip Loh Chuun-Ming will abstain from voting on the proposed Resolution 3, and the Company will disregard any votes cast on the proposed Resolution 3 by Mr Bryan Phillip Loh Chuun-Ming and his associates, including Mr John Basil Loh.

EXPLANATORY NOTES

Explanatory Note 1:

A copy of the 2018 Annual Report may be obtained, **free of cost**, after 2:30PM AEST on 13 July 2018 in one or more of the following manner:

1. by downloading an electronic copy thereof from:
 - (a) NSX's market announcements portal on NSX's official website (URL: www.nsx.com.au) under the "Market Data | Announcements" tab.
 - (b) the Company's official website (URL: www.imquarries.com)
2. by requesting for an electronic copy thereof to be e-mailed to you by sending your request by e-mail to ir@imquarries.com; or
3. by requesting for a printed copy thereof to be posted to you by ordinary mail by sending your request:
 - (a) by e-mail to ir@imquarries.com;
 - (b) by telephone to 02 82807100.

Explanatory Note 2:

Reason for proposed Resolution 1

Section 153(6) of the Companies Act requires that a person of or over the age of 70 years may, by an ordinary resolution passed at an annual general

meeting of a company, be appointed or re-appointed as a director of the company to hold office until the next annual general meeting of the company. Ms Chua Soon Beng Ellen is above the age of 70. Therefore, she is subject to reappointment under this Section 153(6) of the Companies Act.

Effect of proposed Resolution 1

The proposed Resolution 1, if passed, will allow Ms Chua Soon Beng Ellen to hold office as director from the passing thereof until conclusion of the next annual general meeting.

Explanatory Note 3

Reason for proposed Resolution 2

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

Effect of proposed Resolution 2

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

Explanatory Note 4

Reason for proposed Resolution 3

1. Article 20.2 requires that one-third of the directors for the time being (excluding director(s) appointed under Article 19.4) retire at an annual general meeting. This article is not applicable to the Company's Managing Director. Article 20.3 allows a director retiring under Article 20.2 to be eligible for reappointment as director.
2. The Company's board currently comprise Ms Chua Soon Beng Ellen, Mr Lam Peck Heng, Mr Mah Seong Kum, Mr Bryan Phillip Loh Chuun-Ming and Mr Chong Hock Tat Robin. Accordingly, Mr Bryan Phillip Loh Chuun-Ming, being the director longest in office since his last election, will be the director retiring pursuant to Article 20.2 and, being eligible, offer himself for reappointment.

Effect of proposed Resolution 3

The proposed Resolution 3, if passed, will allow Mr Bryan Phillip Loh Chuun-

Ming to hold office as director from the passing thereof until he resigns, otherwise cease as or retires as a director (whichever is earlier).

Explanatory Note 5

Reason for proposed Resolution 4

Singapore law requires that the issue of any new shares or securities be approved by Shareholders of the Company. This proposed resolution does not seek Shareholders' approval to issue shares and/or convertible securities to related parties such as Directors of the Company and their associates or to issue such number of shares in excess of that directors may issue without shareholders' approval under the Listing Rules. Therefore, the proposed resolution, if passed:

- (a) will empower the Directors to issue such number of shares and/or convertible securities representing up to 15% of the Company's existing share capital;
- (b) is not a Shareholders' approval under Listing Rule 6.25 to issue securities in excess of such number of shares directors are permitted to issue without shareholders' approval; and
- (c) is not a Shareholders' approval under Listing Rule 6.44 to issue securities to a related party or person.



I M Quarries Limited
ARBN 154 095 897

LODGE YOUR VOTE



ONLINE

www.linkmarketservices.com.au



BY MAIL

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



BY FAX

+61 2 9287 0309



BY HAND

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



ALL ENQUIRIES TO

Telephone: +61 1300 554 474



X99999999999

VOTING FORM

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

STEP 1 Please mark either A or B

A

DIRECTION TO CHESSE DEPOSITORY NOMINEES PTY LTD



I/We being a holder of CHESSE Depository Interests (CDI) of I M Quarries Limited (the Company) hereby direct CHESSE Depository Nominees Pty Ltd (CDN) to vote the shares underlying my/our CDI holding at the Annual General Meeting of the Company to be held at **11:30am (SGT) on Sunday, 12 August 2018 at Gardenasia, 240 Neo Tiew Crescent, Singapore 718898, (the Meeting)** and at any adjournment of that meeting, in the manner set out below.

OR

B

APPOINT A PROXY

OR if you are **NOT** appointing Chess Depository Nominees Pty Ltd as your proxy, please write the name of the person or body corporate you are appointing as your proxy below

or failing the person/body corporate named, or if no person/body corporate is named, the Chess Depository Nominees Pty Ltd, as my/our proxy and to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at **11:30am (SGT) on Sunday, 12 August 2018 at Gardenasia, 240 Neo Tiew Crescent, Singapore 718898, (the Meeting)** and at any adjournment or postponement of the meeting.

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

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

For Against Abstain*

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<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 SECURITYHOLDERS – THIS MUST BE COMPLETED

CDI Holder 1 (Individual)

Sole Director and Sole Company Secretary

CDI Holder 2 (Individual)

Director/Company Secretary (Delete one)

CDI Holder 3 (Individual)

Director

This form should be signed by the securityholder. If a joint holding, either securityholder may sign. If signed by the securityholder'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).

IM1 PRX1801N



HOW TO COMPLETE THIS VOTING FORM

YOUR NAME AND ADDRESS

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

DIRECTION TO CHESS DEPOSITORY NOMINEES PTY LTD BOX A

Each CHESS Depository Interest (CDI) is evidence of an indirect ownership in a Common Share. The underlying Common Shares are registered in the name of CHESS Depository Nominees Pty Ltd (CDN). As holders of CDI's are not the legal owners of the Common Shares, CDN is entitled to vote at meetings of shareholders on the instruction of the registered holder of the CDI's. For voting purposes each CDI is equivalent to one Common Share.

VOTING UNDER BOX B – APPOINTMENT OF A PROXY

If you do not wish to appoint Chess Depository Nominees Pty Ltd (CDN) as your proxy by marking Box A, please write the name of the Person or body Corporate you are appointing as your proxy in Box B. If you leave this section blank, or your named proxy does not attend the meeting, the Chess Depository Nominee Pty Ltd will be your proxy. A proxy need not be a securityholder of the company. A proxy may be an individual or a body corporate.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You should direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities 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 Voting Form may be obtained by telephoning the company's security registry or you may copy this form.

To appoint a second proxy you must:

- on each of the first Voting Form and the second Voting Form state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- 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 securityholder may sign.

Power of Attorney: to sign under Power of Attorney, you must have already lodged 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 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.

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 security registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A VOTING FORM

This Voting Form (and any Power of Attorney under which it is signed) must be received at an address given below by **11:30am (SGT) on Friday, 10 August 2018**, being not later than 48 hours before the commencement of the Meeting. Any Voting Form received after that time will not be valid for the scheduled Meeting.

Voting Forms may be lodged:



ONLINE

www.linkmarketservices.com.au

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



BY MAIL

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



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138

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



COMMUNICATION 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

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).

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.