

**To the Shareholders****New Project and Funding Notice of Special General Meeting**

On the occasion of the 2014 Annual General Meeting the Chairman wrote to you with positive news of the future of your company as we explored the further development of the SuperSorghum business in Australia.

I am writing to request your support for a further change for the benefit of all shareholders. Attached to this letter is a Notice for a Special General Meeting to be held on **25 June 2015**. Resolution 2 on the notice is seeking your approval for placements of \$2.45 million and I confirm we are holding all these funds which will be available to the company upon your approval of the resolution.

Failed SuperSorghum Funding

At the time of the 2014 AGM we had no indication of the possible or likely failure of the agreed funding from Ocean Pacific Management ("OPM"). An enormous effort was made by the management of the company to secure an environment favourable for investors, and to this end the management, directors, shareholders and previous noteholders all played a positive and supportive role. The directors particularly appreciated the support shown by the noteholders in changing the notes to converting notes and thus leaving the company debt free on 31 December 2014.

The company issued default notices to OPM in November 2014 and January 2015 for its failure to provide \$2.4 million of an agreed funding of \$2.5 million. This failure to provide the agreed funding has placed the company in serious financial difficulties and has prevented the company from completing the exclusivity distribution agreement for SuperSorghum. The board and its advisors have made significant efforts to replace this failed funding but the long term nature of the SuperSorghum project made this very difficult and indeed the company has not been able to secure substitute funding.

New Funding for a New Project

During the past several months as the company sought further funding we have been approached by new investors who are prepared to assist with new funding of \$2.65 million but for new projects. Without this funding the company will not be able to continue to trade and the board would need to give serious consideration to placing the company in administration. Although you may consider the proposed terms for the new investment favourable to the new investors, in the current market for capital the independent directors believe the terms are reasonable and in the best interests of all shareholders and the board recommends the approval of the resolution approving the funding.

The company remains a general investment company and the new proposed projects fit within the investment strategy adopted by the company in late 2013, which saw the company re-focus its attention into either health or food industries. From this strategy re-focus the SuperSorghum project was identified as a suitable and appropriate investment for the company. Your company was successful in identifying several important opportunities for SuperSorghum and we will continue to pursue those on a non exclusive basis subject to having sufficient resources, both as to capital and time. However without the rights under the exclusivity agreement we cannot pursue this as our only project.

The proposed new projects focus on the food industry but we are also examining several small tourism related businesses and property development, but on this occasion we are seeking to identify businesses with an existing cash flow. Two new investors have provided \$2.65 million to the company in advance of the proposed meeting. \$200,000 was made available to the company in advance of this Notice. No immediate business has been identified for acquisition.

Our primary new investor WIN Singapore has long established relationships in Japan with business, management and software expertise in food and food services businesses. WIN Singapore has agreed as part of its commitment to the

company to provide this expertise at no cost to the company. WIN Singapore will also provide an introduction after approval of the funding to an associate which has a long established Japanese food distribution business in Japan with significant potential to supply Australia. As the company has noted in the explanatory statement to the proposed placement to WIN Singapore in the Notice of Meeting a significant operational opportunity has arisen in recent months with a substantial increase in capacity of the airlines servicing the Japan Australia route. Not only are there several thousands of additional seats available each week there is a significant increase in air freight capacity. Qantas and JAL are about to commence operations from Tokyo's Haneda airport which is much closer to Tokyo as compared to Narita thus making the export of fresh food from Australia to Japan and vice versa a more viable option.

Change of Control

If the proposed investments are approved by the shareholders the new investors will each have 48% and 16% interests in the company. The new investors are not related parties or associates and have confirmed to the company that they have no arrangements or contracts between each other in respect to voting on any issues in respect to the company. However, the new investors have clearly come together in support of the company and the proposed new businesses. The new investors have confirmed that Peter Ashcroft and I are to remain as directors as will Mr Hiro Ogawa who was nominated by WIN Singapore but clearly there can be no guarantee this position will remain.

No Debt from 31 Dec 2014

I note that the company's balance sheet is in excellent shape on 31 December 2014 when all debt was converted to equity and there has been no substantial change since that date. Noteholders with notes to a value of \$850,000 also took the opportunity to take shares in PAFtec rather than convert to shares in the company thus further improving the overall position of all shareholders.

Without approval of the new funding the company simply has no future.

The new funding means the company will continue in business, it will seek to commence a new venture in the food distribution industry as soon as possible and to secure a cash flow positive business in the near term and it intends to build on that business in the medium term.

New Related Opportunities

Our new investors also have access to some highly sophisticated management and business operating systems and software which we will be evaluating for the new business which if appropriate has the potential to reduce operating costs, for both the company and the customers in the new business.

The new targeted business will initially be focused on supply chain management but immediate opportunities are available, again because of the association with the new investors to secure new products for import and distribution in Australia thus immediately improving the overall revenue and profile of the business.

I and your board are looking forward to the new challenges.

I would like to specifically thank the officers and executives of WIN Singapore and King Fame for their support and commitment to A1 for the future. I welcome Mr Hiro Ogawa to the board of the company and look forward to working with him for the benefit of all shareholders.

Excellent Financial Position for the Future

The past several months have been testing and worrying to the board. 2015 did commence with the company in its best overall financial position for many years in so far as it had no debt, but it also had no significant funds to carry on business. We will after the approval of the resolutions at the proposed meeting have sufficient cash resources to undertake new projects of real potential and substance, and new shareholders interested and excited by these developments.

I thank all our shareholders for their support and I look forward with great enthusiasm to the balance of 2015 and beyond.

Yours faithfully

A handwritten signature in black ink, appearing to read 'Charlie Nakamura'.

Charlie Nakamura

Managing Director

ABN 44 109 330 949

NOTICE OF SPECIAL GENERAL MEETING EXPLANATORY STATEMENT AND PROXY FORM

Date

Thursday 25 June 2015

Time

10 am

Venue

SUITE 606, Level 6, 37 Bligh Street, Sydney NSW 2000.

Your vote is important

The business of the Special General Meeting affects your shareholding and your vote is important.

Voting in person

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

Voting by proxy

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.

NOTICE OF SPECIAL GENERAL MEETING

Notice is given that a Special General Meeting of Shareholders of A1 Investments & Resources Limited will be held at 10 am on Thursday 25 June 2015 at Suite 606, Level 6, 37 Bligh Street, Sydney NSW 2000 for the purpose of transacting the business of the meeting.

I direct you to the letter from the Managing Director included with this agenda, which sets out the proposal for the Company over the next two years.

IMPORTANT

The meeting and the proposed resolutions set out in the agenda are very important matters for your Company. If all resolutions are approved the control of the Company could change. Set out below is the board's current change of focus but not change of strategy. However at the conclusion of the possible issues of all shares to new shareholders there could thereafter be further changes to your Company. There are no current plans by the new investors to further change the board or management of the Company.

NEW FUNDING AND A NEW DIRECTOR

This Notice seeks the shareholders' approval for two placements, (total \$2,450,000), the confirmation of a new director and the refreshing of the company's placing capacity. All these resolutions are critical to the survival of the Company. The Board recommends that you read this notice carefully and vote on each motion.

2014 APPROVED FUNDING NOT PROVIDED

In the Notice of Meeting for the Special General Meeting of the Company held on 28 August 2014 sought amongst several matters shareholders' approval to enter arrangements with Ocean Pacific Management Pte Limited ("OPM") for funding of \$2.5 million, changing the direction and focus of the Company's primary enterprise business to that of SuperSorghum by entering an exclusive distribution agreement with SOL Holdings of Japan for SuperSorghum, whilst retaining a general investment program and portfolio and allowing the noteholders to accept an assignment of the Company's PAFtec shares instead of accepting conversion to the Company's ordinary shares upon the maturity of the noteholders' security. All these matters were passed at that special general meeting.

The Company announced on 24 November 2015 and 5 January 2015 that OPM had defaulted upon its obligations and provided the Company with only \$100,000 of funding from the promised \$2.5 million.

This default was a major issue for the Company in that the Company could not then proceed to affirm the exclusivity agreement for SuperSorghum with SOL Holdings and meet contractual obligations if the license agreement was affirmed for purchases of seed under that agreement. The Company did reach agreement on 30 December 2014 with SOL Holdings that the Company would be granted an extension of time to provide the necessary funds and that in the interim the terms of the agreement would allow the Company to continue to develop the SuperSorghum business in Australia whilst the Company continued to look for new investors.

NO SUPERSORGHUM FUNDING FORTHCOMING

It is with significant regret that the Board confirms to the shareholders that no new funding, other than \$500,000 from King Fame was found. The King Fame funding was only available to the Company if a further \$2 million from other sources was obtained. In the absence of this funding it is not possible for the Company to continue to promote as its primary business SuperSorghum and to meet the obligations in the exclusivity agreement. Subject to having funds the Company intends to pursue the SuperSorghum business and particularly the very good prospects we have established in Western Australia but on a non-exclusive basis. The Company has reached agreement with SOL whereby the previous exclusive agreement has been terminated at no cost to the Company and the Company is thereafter permitted and indeed encouraged to continue to develop the SuperSorghum business in Australia on a non-exclusive basis.

Together with the recent placement and loan (total \$200,000) and announced to the ASX on 2 April 2015, the Company has sufficient tangible assets that can readily be converted to cash to permit the Company to continue to trade in the ordinary course of business for some months but without a substantial capital raising in some form the Company will not be able to continue to trade in the medium or long term. The Company directs your attention to the terms of the "going concern" provision of the

Financial Report for the Company for the 6 months to 31 December 2014 (released on 27 February 2015).

The Company has received \$650,000 from King Fame on condition that it is able to raise further funds and the \$650,000 would be made available to the Company on the same terms as such further funds. The Company has had reasonable expectations of being able to announce further new funding which it did in its announcement on 19 March 2015. It is noted that any new funding including the funding from King Fame is subject to regulatory compliance and shareholder and legal approval.

Without further funding which must be provided to the Company in the immediate future the Company will not be able to continue to trade. The Board succeeded in persuading King Fame to allow its funds to remain but again the obligation upon the Company was to obtain other funding of at least \$2 million before those funds may be used. The King Fame funds are repayable on demand. King Fame has accepted that approval of the proposed placement to WIN Singapore Holdings Pte Limited ("WIN Singapore") for \$1.8 million (Resolution 1), the previous placement of \$140,000 and the loan of \$60,000 to the Company satisfies its requirements.

NEW INVESTOR \$2 MILLION PLACEMENT

A new private investor WIN Singapore has made a placement of \$140,000 and advanced to the Company by way of loan a sum of \$60,000 (see the announcement on 1 April 2015) to assist with working capital whilst the approval process is undertaken and has placed a sum of \$1,800,000 in an escrow account and such funds will be released to the Company upon shareholder approval. The Company's escrow account now has \$2,450,000 being the amounts for placement from WIN Singapore and King Fame.

The funds from the new investor are to be used exclusively for general investments and working capital requirements of the Company. With the assistance of the new investor the Company has identified several small to medium businesses in Australia for development and/or acquisition. These new businesses are primarily in fresh and frozen food distribution, food logistics, general logistics and restaurant supply and management and tourism. The company is also examining the feasibility of acquiring shares in real estate development company.

The condition upon which the new investors including King Fame are to make available the funds is that the placements be made at 60% discount to the current trading price of the shares.

WITHOUT THE APPROVAL THE COMPANY IS LIKELY TO BE PLACED IN ADMINISTRATION

Without this new capital there is no future for the Company.

The Company's re-structure over the past 12 months including the maturity of the converting notes, the conversion of a substantial amount of those notes into PAFtec shares has left the Company in a good position from a balance sheet perspective but with little cash. There is an urgent need to raise sufficient working capital to be able to carry on business and the opportunity can only be realised in the Board's opinion by issuing new shares at a discount below the minimum trading price for shares on the ASX. The directors are very disappointed at the failure of OPM and other funders to assist with the SuperSorghum project but it remains in the independent directors' opinions in the interests of all shareholders to approve all resolutions to see the Company survive in the short and medium term and to provide potential good returns in the longer term.

This of course means a further change in investment strategy for the Company away from a focus on SuperSorghum to other projects. Our efforts and work on SuperSorghum have not been wasted and the Company will continue to pursue several opportunities it has sourced but on a nonexclusive basis in respect to the supply of SuperSorghum seed.

Despite the failure of the funding from OPM the Company has been very active in pursuing alternate funding and other possible businesses over the past 6 months as a risk limiting strategy if the funding from OPM was not received. Although the Company fully expected all the funds to be received the failure of OPM as early as November 2014 left the Company with a realised risk of further failure by OPM. Our initial focus was alternate funding that would permit the Company to continue the SuperSorghum business.

Alternate general funding for the Company has now been secured, subject to shareholder approval but not for the SuperSorghum project.

The new funds from the new investors will be used for general investments and working capital. The focus of our new investment strategy will be businesses associated with fresh and frozen food distribution, food logistics, general logistics and restaurant supply and management, property development and tourism. Our new investor WIN Singapore has direct associations with similar businesses in Japan and access to business, management and software systems to assist in the management and development of these businesses.

The Company will continue to pursue a general investment philosophy and there will be no change to this primary business purpose of the Company.

READ ALL THIS NOTICE AND THE EXPLANATIONS THOROUGHLY

It is important that you look carefully at each resolution but also to review all the resolutions together as this makes up the total project package. There are tables included in the explanatory statements for Resolution 1 & 2 that outline the further capital structure of the Company if all the issues the subject of this Notice were passed.

Although it is acknowledged that the existing shareholders percentage interest will be reduced to 35% after the issues in Resolutions 1 and 2 this still remains a significant interest. If all resolutions are passed the Company will be able to secure an important new funding. This outcome will provide the Company with a strong balance sheet and cash for the future and allow the management and Board to focus on the business of the Company without the immediate concern to ensure its ability to carry on business and remain solvent.

INTRODUCTION

The Company confirms it has received a total sum of \$2,650,000 at the date of this notice of which \$2,450,000 has been placed in an escrow account subject to final shareholders' approval and the balance of \$200,000 comprises the previous placement and loan from WIN Singapore.

This Notice for a Special General Meeting outlines the company's new funding strategy. This new funding does NOT replace the funding approved to Ocean Pacific Management ("OPM") at the Special General Meeting of the Company on 28 August 2014. The new funding is not for the SuperSorghum project The Resolutions are summarized as follows:

- The issues the subject of Resolutions 1 and 2, are conditional on shareholder approval at the Special General Meeting. Resolution 1 seeks shareholder approval for a placement to WIN Singapore for \$1,800,000 to ordinary shares in the Company at an issue price of \$0.0004 per share and this resolution seeks to utilize the benefit of the exceptions in s.611 of the Corporations Act in so far as WIN Singapore will exceed 20% of the issued shares in the Company if the resolution is approved. Resolution 2 seeks to approve the placement of \$650,000 for ordinary shares in the Company at an issue price of \$0.0004 per share to King Fame Group and is conditional on Resolution 1 being passed by the shareholders. Resolution 2 also seeks approval for the issue of unlisted options to King Fame and NDC Investment.

The proposals are further set out in detail in Resolutions 1 and 2 and Tables A to D inclusive and the Explanatory Statements.

- Resolution 3 seeks the confirmation of the appointment of Mr Ogawa as a director.
- Resolution 4 seeks to restore the Company's 15% placing capacity.

RISK ANALYSIS

The independent directors, Messrs Nakamura and Ashcroft recommend all resolutions be approved by the shareholders but it must be pointed out that any continued investment in the Company is not secure and there is no guarantee of any return of capital. The Company recommends that all shareholders give consideration to the disadvantages and possible advantages of the proposed transaction in Resolutions 1, 2 and 3.

Disadvantages

- The new shareholders, will if the placements are approved have substantial control of the Company and there can be no guarantee that the proposals set out in this Notice will continue or be completed;

- The new shareholders may seek to appoint further board members, although both WIN Singapore and King Fame have indicated it is not their intention to do so. But this intention may change and the degree of control that could be exercised in the future by the new shareholders could result in changes to the board;
- All existing shareholders will have their shareholding substantially diluted if the placements go ahead;
- The Company's work on the SuperSorghum program is not being supported by the new shareholders and although the Company will pursue the opportunities obtained it will not have the commitment of the new shareholders to pursue this business;
- The Company and its management have expertise and experience in general investment assessments but not necessarily in the food, logistics and tourism industries upon which the new shareholders intend the Company to focus.

Advantages

- The Company has no long term debt;
- The Company will have \$2.4 million in cash immediately available the approval of the placements to invest in new business opportunities in the food, logistics, property development and tourism industries;
- The Company has access to significant intellectual property rights through WIN Singapore to assist it to develop its new businesses;
- The Company has strong personal relationships through Mr Nakamura's associations with Mr Ogawa and other ex-pat Japanese in Australia and Asia;
- The Company's current financial position without the funds the subject of the placements was such that the independent directors were of the opinion that the Company would need to be placed in administration;
- The only possible opportunity for the Company may have been a reverse takeover but any such conduct would have more than likely resulted in further dilution of the non-associated shareholders than the proposal for the placements in this Notice.

In the opinion of the independent directors, Messrs Nakamura and Ashcroft the advantages substantially outweigh the disadvantages to all shareholders.

AGENDA

1. PLACEMENT

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

“That, for the purpose Listing rule 7.1 and for all other purposes, Shareholders approve a placement of \$1,800,000 and the allotment and issue of ordinary shares in the Company at an issue price of \$0.0004 per share (0.004 cents per share) to WIN Singapore Holdings Pte Limited or its nominee, on the terms and conditions as summarised in the accompanying Explanatory Statement.”

Voting Exclusion: The Company will, in accordance with the Listing Rules of ASX, disregard any votes cast on Resolution 1 by WIN Singapore or any of its associates *and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed.* 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 person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

EXPLANATORY STATEMENT RESOLUTION 1

The Company seeks approval for a placement of \$1,800,000 and the allotment and issue of ordinary shares in the Company at an issue price of \$0.0004 per share (0.004 cents) to WIN Singapore or its nominees. The funds will be used for the development of the company's general investment business.

The focus of this new investment business will be the tourism, logistics, property development and food industries.

In relation to the tourist industry the company is examining the opportunity to acquire and expand the existing operations of local Australian businesses that have an existing positive cash flow and potential to add to their revenues in the medium term. In respect to the food industry the focus will be upon fresh and frozen food distribution, food logistics and restaurant supply and management business in Australia with an initial primary focus in Sydney and the supply of seafood. The Company has identified several businesses for possible development and acquisition.

The Company will also examine the feasibility of importing and exporting seafood products to and from Japan. The Company has identified several businesses for possible acquisition and thereafter development. No immediate business has been identified for acquisition although a new business venture will be commenced as soon as possible. In association with WIN Singapore the Company is examining the feasibility of importing fresh and frozen seafood from Japan and exporting fresh seafood, particularly tuna from Australia to Japan.

The Company has entered a mutual consultancy agreement with WIN Singapore whereby the Company and WIN Singapore will each provide the other with complementary services in respect to new food and tourist related businesses in Japan in respect to the Company, and WIN Singapore will provide introductions in respect to the export of Australian food products to Japan and the importing of Japanese food products into Australia.

WIN Singapore will also provide introductions in respect to professional Japanese catering staff and chefs who desire to work in Australia. The parties have agreed that the fees for such services will be commission based on a project by project basis.

The Company has also agreed with WIN Singapore to examine the opportunity to extend existing Company tourist businesses to Japan.

The medium and longer term plan is to extend this business to include the provision of other fresh foods as the customers may require and to extend the business to Canberra and Brisbane and thereafter other capital cities in

Australia as the opportunity arises.

The recent expansion of the flights to and from Japan to Australia has seen a substantial increase in the freight capacity available for food imports and exports and particularly the new operations by Qantas and Japanese airlines from Harada airport in Tokyo means the operational delays previously experienced from Narita are avoided, making fresh food transport a more viable operation in either direction. The Company will also examine possible businesses for acquisition but it is intended that any acquisition be cash flow positive from the outset. The Company's initial focus in logistics will focus upon an association within the food industry but where complementary services can be provided further expansion beyond the food industry is possible.

In relation to the tourist businesses the Company is looking to add management and capital to allow existing small businesses to expand and add other services.

A1 is examining the opportunity to acquire a business engaged in in-bound Japanese tourist operations in Australia.

A1 is also examining the potential of establishing associated businesses particularly in respect to the supply of specialised Japanese chefs for Japanese restaurants in Australia. WIN Singapore the company's new investor (See the ASX Release dated 19 March 2015) has associations with Japanese employment companies who can provide the required specialised staff often with the required visa or permanent residency to undertake work in Australia. A1 is examining the potential to undertake a trial of this business over the coming months.

The Company advises that WIN Singapore Holdings Pte Limited ("WIN Singapore") is a Singapore investment company that has links to WIN Corporation Japan, but it is not a group company within WIN Japan nor a related entity as defined either by s.9 or s.50 of the Corporations Act. WIN Singapore has no association with the WIN group in Australia. WIN Singapore has the rights to the intellectual property of WIN Japan for business and management systems (including logistics) and software. These systems include logistics software for Tablets and Smart Phones which is of particular interest to A1 and its proposed new food supply and distribution business in Sydney. WIN Singapore also has access to the WIN Japan seafood supply business which has exclusive rights to Japanese fresh and frozen seafood products. A1 intends to examine the feasibility of importing the Japanese products for distribution in Australia and the reverse of exporting fresh fish to Japan. There is substantial unfilled demand for fresh tuna in Japan and the new flight services now make it feasible to export fresh products from Australia whilst still meeting the stringent consumer demand for fresh product in Japan.

WIN Singapore is a private company in Singapore and is not listed on any securities trading exchange. WIN Singapore is not a related corporation or associate of WIN Japan, although as noted above it has contractual and service arrangements with WIN Japan.

The complete description of WIN Singapore Holdings Pte Limited is Singapore company number 201505489C, registered office 100 Tras Street, #16-01, 100AM, Singapore 079027.

The shares will be issued at \$0.0004, which equates to 4,500,000,000 ordinary shares. Such shares will rank equally with all other ordinary shares of the Company currently on issue. After the issue of the shares in Resolution 1 and 2 above, the proportion of shares held by WIN Singapore pursuant to the approval and issue will be 48%.

The Board of the Company is satisfied that WIN Singapore and King Fame (see Resolution 2) are not associated or related companies pursuant to s.9 and 50 of the Corporations Act.

The Company confirms that at the date of this Notice the Company is in receipt of all placement funds.

The Table A and B must be read in conjunction with the proposed issue of shares referred to in Resolution

2, including the exercise of any options referred to therein and Tables C and D included in the Explanatory Statement for Resolution 2.

TABLE A

FUTURE CAPITAL STRUCTURE OF THE COMPANY

COMPARISON OF CLASSES OF SHAREHOLDERS INTERESTS AFTER THE \$140,000 PLACEMENT TO WIN SINGAPORE

| | | Percentage of Total |
|-----------------------------------------------------------------------------------------------------------------------------------|---------------|---------------------|
| Current shares (this includes the recent placement to WIN Singapore of 350,000,000 shares (See ASX announcement 2 April 2015)) | 3,972,266,550 | 100% |
| Shares currently held by WIN Singapore and its associates | 350,000,000 | 8.81% |
| Shares currently held by associates to WIN Singapore | nil | 0% |
| Shares currently held by shareholders not associated with WIN Singapore | 3,622,266,550 | 91.19% |

Note that WIN Singapore is disqualified from voting on the approval of the placement in Resolution 1

TABLE B

FUTURE CAPITAL STRUCTURE OF THE COMPANY (RESOLUTION 1)

COMPARISON OF CLASSES OF SHAREHOLDERS INTERESTS AFTER THE \$1,800,000 PLACEMENT TO WIN SINGAPORE

| | | Percentage of Total |
|---------------------------------------------------------------------------------------------------------------------------------|---------------|---------------------|
| Current shares (this includes the recent placement to WIN Singapore of 350,000,000 shares) | 3,972,266,550 | |
| Shares currently held by shareholders not associated with WIN Singapore | 3,622,266,550 | 42.75% |
| | | |
| Shares to be issued to WIN Singapore for \$1,800,000 placement at an issue price of \$0.0004 per share pursuant to Resolution 1 | 4,500,000,000 | |

| | | |
|--------------------------------------------------------------------------------------------------------|---------------|--------|
| Total shares held by WIN Singapore after the issue pursuant to Resolution 1 and the previous placement | 4,850,000,000 | 57.25% |
| Total shares on issue after placement pursuant to Resolution 1 | 8,472,266,550 | 100% |

Change of Control.

The shareholders should be aware that each of the new shareholders will be the top two shareholders by percentage if the placements are approved. The two shareholders are not related or associated and have no arrangements between each other in respect to voting at general meetings. It is noted that one new director has already been appointed; Mr Hiro Ogawa (see Resolution 3) and Messrs Nakamura and Ashcroft will remain as directors. Mr Ogawa was nominated for his appointment by WIN Singapore. There can be no guarantee that this arrangement for the structure of the Board will continue. WIN Singapore has associated companies with interests and expertise in the food distribution business. WIN Singapore has proposed to make available proprietary technology and intellectual property related to its business operating systems to the Company to allow the Company to maximise any investment it may make in the food logistics business. King Fame is an independent investment group. None of the new investors has expressed any desire to seek to control the Company or further changes to the Board.

Pursuant to and in accordance with ASX Listing Rule 7.3 the following information is provided in relation to the Placement set out in this Resolution 1;

- (a) The maximum number of shares to be issued pursuant to Resolution 1, is 4,500,000,000;
- (b) The shares will be issued no later than 3 months after the date of the meeting (or such later date to the extent permitted by an ASX waiver or modification of the ASX Listing rules) and it is intended that issue of the shares will occur on the same date;
- (c) The deemed issue price is \$0.0004 per share;
- (d) The shares will be issued to WIN Singapore Holdings Pte Limited or its nominees;
- (e) The shares issued will be fully paid in the capital of the Company issued on the same terms and conditions as the Company's existing shares;
- (f) The funds will be used for general working capital in such manner as set out above;
- (g) The shares will be issued in one tranche on the date as set out in (b) above.

The Board and each independent director recommend this resolution to the shareholders. Messrs Nakamura and Ashcroft each support and recommend this resolution to all shareholders including non-associated shareholders because without this funding the Company cannot continue to trade and as the independent and non-aligned directors they will have no alternative but to place the Company in administration. Mr Ogawa disqualified himself from voting on this resolution at the relevant board meeting.

2. PLACEMENT & OPTIONS

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

"That, for the purpose Listing rule 7.1 and for all other purposes, and subject to the passing of Resolution 1, that, the Shareholders approve;

- (a) *the placement of up to \$650,000 and the allotment and issue of ordinary shares in the Company at an issue price of \$0.0004 per share (0.004 cents per share) to King Fame Group Limited or its nominee;*
- (b) *the issue of 350,000,000 unlisted Options for ordinary shares in the Company at an exercise price of \$0.0004 per share (0.004 cents per share) to be exercised on or before 31 March 2016 to King Fame Group Limited or its nominee; and*
- (c) *the issue of 150,000,000 unlisted Options for ordinary shares in the Company at an exercise price of \$0.0004 per share (0.004 cents per share) to be exercised on or before 31 March 2016 to N.D.C. Investment Pte Limited or its nominee.*

on the terms and conditions as summarised in the accompanying Explanatory Statement.”

Voting Exclusion: The Company will, in accordance with the Listing Rules of ASX, disregard any votes cast on Resolution 2 by King Fame or NDC Investment any of their associates *and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed.* 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 person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

EXPLANATORY STATEMENT RESOLUTION 2

The Company seeks approval for a placement of \$650,000 and the allotment and issue of ordinary shares in the Company at an issue price of \$0.0004 per share (0.004 cents) to King Fame or its nominees. The funds will be used for the development of the company's general investment business.

The shares will be issued at \$0.0004, which equates to 1,625,000,000 ordinary shares. Such shares will rank equally with all other ordinary shares of the Company currently on issue. After the issue of the shares in Resolution 1, and 2 above, the proportion of shares held by WIN Singapore and King Fame pursuant to the approval and issue will be respectively 48% and 16%.

The Company directs your attention to the description of WIN Singapore in the Explanatory Statement to Resolution 1.

In relation King Fame the Company advises that King Fame Group Limited (“King Fame”) carries on business as an investment advisor in Singapore and Japan.

King Fame is a private advisory company primarily operating in Singapore and is not listed on any securities trading exchange. King Fame is not a related corporation or associate of WIN Singapore, the Company or any director of the Company.

The complete description of King Fame Group Limited is a company incorporated in the British Virgin Islands with its registered office at PO Box 957, Offshore Corporation Centre, Road Town Tortola, British Virgin Islands and having its principal place of business at 833 Bukit Timah Road, #02-07 Roalville, Singapore 279887.

The principals of King Fame introduced the Company to the SuperSorghum project in January 2014 and sought to assist the Company to secure the required funding such project needed. In early 2015 the Company entered a consultancy agreement with King Fame seeking investment and fund raising on behalf of the Company. The agreement provided that the Company would issue shares in any placement at the same price as any new shareholder was to receive to a limit of \$650,000 but on condition King Fame would introduce investors to provide \$2 million in further capital. There are no other relationships, arrangements or contracts between the Company

and King Fame. After the failure of the OPM funding N.D.C. Investments Pte Limited (“NDC”) which is a private investment advisory group operating in Singapore was also engaged to assist in securing further funding. NDC is assisting the Company with investor introductions. King Fame provided the Company with \$500,000 in December 2014 but the funds were only to be made available to the Company if a further \$2 million was raised from other shareholders or investors. These funds were originally designed to assist the Company with the SuperSorghum project after OPM’s funds were received. When OPM defaulted King Fame agreed with the Company with the assistance of NDC to allow the Company to retain these funds on deposit but the further funding requirement remained and the terms of any new funding were to be applied to the King Fame funds. The agreement with NDC provided that the Company would issue shares in any placement at the same price as any new shareholder was to receive to a limit of \$150,000. There are no other relationships, arrangements or contracts between the Company and NDC. When WIN Singapore indicated its willingness to invest in the Company, King Fame agreed to allow its funds to remain on deposit and has further assisted the Company to identify likely businesses for acquisition in Australia in the fresh seafood supply industry and tourism industry.

King Fame is a business investment manager in Singapore with international clients. King Fame’s confidence in the new project and new investor is reflected in its increase of its placement to \$650,000.

N.D.C. Investments Pte Limited is a private advisory company in Singapore and is not listed on any securities trading exchange. N.D.C. Investments Pte Limited is not a related corporation or associate of WIN Singapore, the Company or any director of the Company.

The complete description of N.D.C. Investments Pte Limited is Singapore company number UEN 199702512H and registered office 24 Raffles Place #25-04 Clifford Centre, Singapore 048621 and which has its principal place of business at 14 Robinson Road, #13-00, Far East Building, Singapore 048545.

The Board of the Company is satisfied that WIN Singapore and King Fame are not associated or related companies.

The Company confirms that at the date of this Notice the Company is in receipt of all placement funds

The Company directs you to Table C and D below and notes Tables A and B in the Explanatory Statement to Resolution 1.

TABLE C

FUTURE CAPITAL STRUCTURE OF THE COMPANY (RESOLUTIONS 1 & 2)

COMPARISON OF CLASSES OF SHAREHOLDERS INTERESTS AFTER THE \$2,450,000 PLACEMENTS

| | | Percentage of Total |
|---------------------------------------------------------------------------------------------------------------------------------------------|---------------|---------------------|
| Current shares (this includes the recent placement to WIN Singapore of 350,000,000 shares) | 3,972,266,550 | |
| Shares currently held by WIN Singapore and its associates including after the issues the subject of resolution 1 and the previous placement | 4,850,000,000 | 48.04% |

| | | |
|---------------------------------------------------------------------------------------------------------------------------|----------------|--------|
| Shares currently held by shareholders not associated with WIN Singapore or King Fame | 3,622,266,550 | 35.87% |
| Shares currently held by shareholders who are not or are not associated with King Fame | nil | nil |
| Shares currently held by shareholders who are not or are not associated with NDC | nil | nil |
| Shares to be issued to King Fame for \$650,000 placement at an issue price of \$0.0004 per share pursuant to Resolution 2 | 1,625,000,000 | 16.09% |
| Total shares on issue after placements pursuant to Resolutions 1 and 2 | 10,097,266,550 | 100% |

TABLE D

FUTURE CAPITAL STRUCTURE OF THE COMPANY (RESOLUTIONS 1 & 2 EXERCISE OF OPTIONS)

COMPARISON OF CLASSES OF SHAREHOLDERS INTERESTS AFTER THE PLACEMENTS AND SUBSEQUENT EXERCISE OF OPTIONS

| | | Percentage of Total |
|-----------------------------------------------------------------------------------------------------------------------------------------------------|----------------|---------------------|
| Total shares on issue after placements pursuant to Resolutions 1 and 2 | 10,097,266,550 | |
| Shares to be issued to King Fame for \$650,000 placement at an issue price of \$0.0004 per share pursuant to Resolution 2 | 1,625,000,000 | |
| Shares to be issued to King Fame if it exercises all its options for \$140,000 at an issue price of \$0.0004 per share pursuant to Resolution 3 | 350,000,000 | |
| Total shares on issue to King Fame after the exercise of the options | 1,975,000,000 | 18.64% |
| Shares currently held by shareholders who are not or are not associated with NDC | nil | nil |
| Shares to be issued to NDC Investment if it exercises all its options for \$60,000 at an issue price of \$0.0004 per share pursuant to Resolution 3 | 150,000,000 | 1.42% |
| Percentage held by existing shareholders after the exercise of the options by King Fame and NDC Investment | 3,622,266,550 | 34.18% |
| Percentage held by WIN Singapore after the exercise of the options by King Fame and NDC Investment | 4,850,000,000 | 45.76% |

| | | |
|---------------------------------------------------------------------------------------------|----------------|------|
| Total shares on issue after the exercise of the options (and assuming no further issues) | 10,597,266,550 | 100% |
|---------------------------------------------------------------------------------------------|----------------|------|

Change of Control.

The shareholders should be aware that each of the new shareholders will be the top two shareholders by percentage if the placements are approved. The Directors have been assured that the two shareholders are not related or associated and have no arrangements between each other in respect to voting at general meetings. It is noted that one new director has already been appointed; Mr Hiro Ogawa (see Resolution 3) and Messrs Nakamura and Ashcroft will remain as directors. Mr Ogawa was nominated for his appointment by WIN Singapore. There can be no guarantee that this arrangement for the structure of the Board will continue. WIN Singapore has associated companies with interests and expertise in the food distribution business. King Fame is an independent investment group. None of the new investors has expressed any desire to seek to control the Company or further changes to the board.

The Company sought and has obtained the following undertakings from both WIN Singapore and King Fame;

- WIN Singapore intends as set out previously that the Company change its business focus to food and tourist related industries primarily in Australia;
- King Fame has no contractual or other arrangement in respect to voting for the motions in this Notice with WIN Singapore but it has advised the Company directors that it supports a change the Company's business focus to food and tourist related industries primarily in Australia;
- WIN Singapore has the ability to provide further capital but has no intention at this time in providing further funds;
- King Fame has the ability to provide further capital but has no intention at this time in providing further funds;
- WIN Singapore has no present intention to alter or seek to alter the current board of the Company;
- King Fame has no present intention to alter or seek to alter the current board of the Company;
- WIN Singapore has no present intention to alter or seek to alter the employment of any existing employee of the Company;
- King Fame has no present intention to alter or seek to alter the employment of any existing employee of the Company;
- WIN Singapore has no present intention to seek to transfer any assets to the Company or seek the transfer of any asset from the Company to it;
- King Fame has no present intention to seek to transfer any assets to the Company or seek the transfer of any asset from the Company to it;
- WIN Singapore has no present intention to seek to otherwise redeploy any fixed assets of the Company;
- King Fame has no present intention to seek to otherwise redeploy any fixed assets of the Company.

This Resolution 2 also includes the approval of 500,000,000 unlisted options, 350,000,000 to King Fame and 150,000,000 to NDC Investment at an issue price of \$0.0004 per share and exercisable on or before 31 March 2016. King Fame has been retained by the Company to assist it to raise money and no retainer is to be paid to King Fame, and all fees are on success fee basis only and to be in the form of shares or options in the Company, thus ensuring any capital is preserved for the benefit of all shareholders and any cash is not expended on fees. NDC Investment has provided financial advice and investor introductions to the Company and agreed to be paid by the issue of options in the Company.

Pursuant to and in accordance with ASX Listing Rule 7.3 the following information is provided in relation to the Placement and Options set out in this Resolution 2;

- (a) The maximum number of shares to be issued pursuant to Resolution 2, not including the options is 1,625,000,000;
- (b) The shares will be issued no later than 3 months after the date of the meeting (or such later date to the extent permitted by an ASX waiver or modification of the ASX Listing rules) and it is intended that issue of the shares will occur on the same date;
- (c) The deemed issue price is \$0.0004 per share;
- (d) The shares will be issued to King Fame Group Limited or its respective nominees;
- (e) The shares issued will be fully paid in the capital of the Company issued on the same terms and conditions as the Company's existing shares;
- (f) The maximum number of shares to be issued pursuant to the exercise of the options in Resolution 2, is 500,000,000;
- (g) The options will be issued no later than 3 months after the date of the meeting (or such later date to the extent permitted by an ASX waiver or modification of the ASX Listing rules);
- (h) The deemed issue price of the shares the subject of the exercise of the options is \$0.0004 per share;
- (i) The shares the subject of the exercise of the options will be issued to King Fame Group Limited as to 350,000,000 and to NDC Investment as to 150,000,000 or their nominees;
- (j) The shares issued the subject of the exercise of the options, will be fully paid in the capital of the Company issued on the same terms and conditions as the Company's existing shares;
- (k) All funds, including funds raised from the exercise of the options will be used for general working capital in such manner as set out above;
- (l) The shares that are to be issued to King Fame or its nominee will be issued in one tranche on the date as set out in (b) above.

The Board and each independent director recommend this resolution to the shareholders. Messrs Nakamura and Ashcroft each support and recommend this resolution to all shareholders including non-associated shareholders because without this funding the Company cannot continue to trade and as the independent and non-aligned directors they will have no alternative but to place the Company in administration.

3. TO ELECT MR OGAWA AS A DIRECTOR

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

"To elect Mr Hiro Ogawa as a director of the Company in accordance with the Company's Constitution and being eligible offers himself for election."

Voting Exclusion: The Company will disregard any votes cast on this Resolution 3 by Mr Hiro Ogawa and WIN Singapore or their associates. However, the Company need not disregard a vote if it is cast by Mr Ogawa 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 person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

EXPLANATORY STATEMENT RESOLUTION 3

The details and qualifications of Mr Ogawa are as follows;

Mr. Ogawa is an experienced investment advisor having over 20 years of experience in banking, finance and alternative investments covering Australia, Japan, United States and South East Asia. He is currently a Managing Partner of River Tree Consulting in Tokyo where he is responsible for sourcing and introducing capital to alternative investment funds and providing corporate advisory services for Japanese corporate clients looking at onshore and cross border transactions. Prior to River Tree Consulting, Mr Ogawa was a Director of CAPF Securities and a Partner of CAPF Consulting where he was responsible for soliciting offshore funds for Japanese investors raising over \$1.0 billion in capital. Previously, Mr Ogawa was a Senior Vice President of Zurich Capital Markets in Japan specializing in hedge fund derivatives and hedge fund marketing. Before Zurich Capital Markets, Mr Ogawa was a Vice President of the Corporate Finance Department of Sanwa Bank. Mr Ogawa received his Bachelor of Economics from Yokohama National University.

Mr Ogawa was appointed director of the Company on 18 March 2015 and was nominated by WIN Singapore.

The Board and each independent director recommend this resolution to the shareholders. Messrs Nakamura and Ashcroft each support and recommend this resolution to all shareholders including non-associated shareholders because without the appointment of Mr Ogawa the funding from WIN Singapore would not have been obtained and without this funding the Company cannot continue to trade and as the independent and non-aligned directors they will have no alternative but to place the Company in administration. Mr Ogawa disqualified himself from voting on this resolution at the relevant board meeting.

4. APPROVAL OF PRIOR ISSUES TO RESTORE AND MAINTAIN 15% PLACING CAPACITY

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

“That for the purposes of Listing Rule 7.4 and for all other purposes the 15% placing capacity of the Company be refreshed by the previous issue of 400,000,000 securities on the basis set out in the Explanatory Statement being ratified and approved.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution 4 by any person or party who participated in the issues and any associates of such persons, including Minatek, Sino-Italy and WIN Singapore. 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 person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

EXPLANATORY STATEMENT RESOLUTION 4

This resolution refreshes the company's placing capacity. The effect of this resolution will be to restore the Company's placing capacity to 15% of the number of shares on issue and accordingly provides for capital raising and flexibility for the Company moving forward. By way of background the Company issued 50,000,000 ordinary shares to Minatek Pty Limited in part payment and settlement of a debt due to by Sino-Italy Limited by the Company. Sino-Italy directed the settlement shares be issued to Minatek an existing shareholder of the Company. The Company also issued 350,000,000 shares to WIN Singapore on 1

April 2015 (See the announcement on 2 April 2015). No other issues have taken place between the annual general meeting and this meeting.

Pursuant to and in accordance with ASX Listing Rule 7.5 the following information is provided in relation to the Placements set out in this Resolution 4;

- (a) The number of shares issued pursuant to *Listing Rule 7.4*, was 400,000 (“the Prior Placements”);
- (b) 50,000 of the shares being part of the Prior Placements were issued to Minatek Pty Limited in part payment and in settlement of a debt due to by Sino-Italy Limited by the Company. Sino-Italy directed the settlement shares be issued to Minatek an existing shareholder of the Company. The issue price of the shares was \$0.001 per share ;
- (c) 350,000 of the shares being the balance of the Prior Placements were issued to WIN Singapore Pte Limited at an issue price of \$0.0004 per share;
- (d) The shares the subject of the Prior Placements were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company’s existing shares;
- (e) No cash was received from Minatek or Sino-Italy in respect to the settlement. The cash the subject of the placement to WIN Singapore was used for normal working capital requirements of the company.

The Board and each director recommend this resolution to the shareholders. The flexibility presented by the Company’s ability to again place its shares within the 15% placing capacity provided in Listing Rule 7.4 provides flexibility to the Company to raise capital as and when it is required without the need to resort to a shareholder meeting.

25 May 2015



Charlie Nakamura



Peter Ashcroft

The Directors

A1 Investments & Resources Limited
Suite 503, 37 Bligh Street
SYDNEY NSW 2000

Appendix E

A proxy form is attached.

To be valid, properly completed forms must be received by the Company no later than 10 am (EST) on 24 June 2015:

- By email to info@a1investments.com.au
- By post to Suite 606, Level 6, 37 Bligh Street, Sydney, NSW, 2000
- By facsimile to 02 9232 8883
- By post or delivery to the Registered Office, being: Suite 606, Level 6, 37 Bligh Street, Sydney, NSW, 2000



By Order of the Board

Peter Ashcroft

Director/ Company Secretary

25 May 2015

The Explanatory Statement provides additional information on matters to be considered at the Special General Meeting. The Explanatory Statement and the Proxy Form are part of this Notice of Meeting.

Entitlement to Vote

The Directors have determined that the persons eligible to vote at the Special General Meeting are those who are registered Shareholders of the Company at 10 am (EST) on 25 May 2015.

A1 INVESTMENTS & RESOURCES LTD
ACN 109 330 949
PROXY FORM
FAX (02) 9232 8883

To: Company Secretary
A1 Investments & Resources Ltd
Suite 606, Level 6, 37 Bligh St
Sydney NSW 2000

| | |
|--------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| Shareholder | <div style="border-bottom: 1px solid black; margin-bottom: 5px;"></div> <div style="text-align: center; font-style: italic;">(full name of shareholder - please print)</div> <div style="border-bottom: 1px solid black; margin-bottom: 5px;"></div> <div style="text-align: center; font-style: italic;">(address)</div> |
| Appoints | <div style="border-bottom: 1px solid black; margin-bottom: 5px;"></div> <div style="text-align: center; font-style: italic;">(name, or office held, of Proxy - please print)</div> <div style="border-bottom: 1px solid black; margin-bottom: 5px;"></div> <div style="text-align: center; font-style: italic;">(address)</div> |

or failing such appointment or the absence of that person, **the Chair of the Meeting**, as my Proxy to vote for me on my behalf (with discretion as to any business not referred to below) at the Special General Meeting of the Company to be held on 25 June 2015 at 10 am (Sydney time), and at any adjournment of that meeting.

(Voting instructions to be indicated by a **tick** ☒ in the appropriate box. If no instruction is given the Proxy may vote as that person thinks fit (other than in respect of item 3), or abstain. The Chairman of the Meeting intends to vote undirected proxies in favour of each resolution.)

I/We instruct my/our proxy to vote as follows:

| BUSINESS | FOR | AGAINST | ABSTAIN |
|-----------------------------------------------------------|--------------------------|--------------------------|--------------------------|
| 1. Approve the Placement to WIN Singapore | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. Approve the Placement and Options to King Fame and NDC | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. Election of Mr Ogawa as a director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. Approve the Refreshing of the 15% Placing Capacity | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

If you do not wish to direct your Proxy how to vote, please place a mark in the following box:

- ☐ By marking this box, you acknowledge that the Chair of the Meeting may exercise your proxy vote even if he has an interest in the outcome of the resolution and votes cast by him other than as a Proxy will be disregarded because of that interest. The Chairman of the Meeting intends to vote undirected proxies in favour of each resolution.

Note: Please read under "VOTING BY PROXY", over this page of the Notice of Special General Meeting, as to completion and lodgement of this Proxy Form.

| SIGNATURE(S) / EXECUTION | |
|---------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------|
| <div style="border-top: 1px solid black; margin-top: 50px; margin-bottom: 5px;"></div> <i>Individual/Sole director/Sole secretary</i> | <div style="border-top: 1px solid black; margin-top: 50px; margin-bottom: 5px;"></div> <i>Director/Secretary</i> |

VOTING BY PROXY

- (a) (right to appoint): Each shareholder has the right to appoint a proxy to attend and vote for the shareholder at this meeting.
- (b) (two proxies): To enable a shareholder to divide their voting rights, a shareholder may appoint 2 proxies. Where 2 proxies are appointed:
 - (i) a separate Proxy Form should be used to appoint each proxy;
 - (ii) the Proxy Form may specify the proportion, or the number, of votes that the proxy may exercise, and if it does not do so the proxy may exercise half of the votes.
- (c) (who may be a proxy): A shareholder can appoint any other person to be their proxy. A proxy need not be a shareholder of the Company. The proxy appointed can be described in the Proxy Form by an office held, for example, "the Chair of the Meeting".
- (d) (signature(s) of individuals): In the case of shareholders who are individuals, the Proxy Form must be signed:
 - (i) if the shares are held by one individual, by that shareholder;
 - (ii) if the shares are held in joint names, by any one of them.
- (e) (signatures on behalf of companies): In the case of shareholders who are companies, the Proxy Form must be signed:
 - (i) if it has a sole director who is also sole company secretary, by that director (and stating that fact next to, or under, the signature on the Proxy Form);
 - (ii) in the case of any other company, by either 2 directors or a director and company secretary.

The use of the common seal of the company, in addition to those required signatures, is optional.
- (f) (other authorised persons): If the person signing the Proxy Form is doing so under power of attorney, or is an officer of a company outside of (e) above but authorised to sign the Proxy Form, the power of attorney or other authorisation (or a certified copy of it), as well as the Proxy Form, must be received by the Company by the time and at the place in (g) below.
- (g) (lodgement place and deadline): A Proxy Form accompanies this notice. To be effective, Proxy Forms (duly completed and signed) must be received by the Company:
 - (i) at Suite 606, Level 6, 37 Bligh St, Sydney, NSW, 2000; or
 - (ii) by facsimile on (02) 9232 8883,

(marked to the attention of the Company Secretary) no later than 10 am (EST) on 24 June 2015