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## **1ST AVAILABLE LTD**

**ACN 138 897 533**

# **NOTICE OF EXTRAORDINARY GENERAL MEETING**

## **EXPLANATORY STATEMENT**

### **PROXY FORM**

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**TIME:** 9:30am (AEDT)

**DATE:** 21 March 2016

**PLACE:** Whittens and McKeough  
  
Level 5, 137 – 139  
Bathurst Street  
Sydney NSW 2000

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 2) 8072 1400.

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## TIME AND PLACE OF MEETING AND HOW TO VOTE

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### VENUE

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The Extraordinary General Meeting of the Shareholders to which this Notice of Meeting relates will be at 9:30am (AEDT) on 21 March 2016 at Level 5, 137-139 Bathurst Street, Sydney NSW 2000.

### YOUR VOTE IS IMPORTANT

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

### VOTING IN PERSON

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

### VOTING BY PROXY

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To vote by proxy, you can complete and sign the **enclosed** Proxy Form and deliver the Proxy Form through any one of the following means:

<b>By hand</b>	LINK Market Services, 1A Homebush Bay Drive, Rhodes NSW 2138
<b>By post</b>	1 <sup>st</sup> Available Limited, c/- LINK Market Services Limited, Locked Bag A14, Sydney South NSW 1235
<b>By facsimile</b>	(+61 2) 9287 0309

You may also vote by proxy online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au):

<b>Lodge online</b>	Select 'Investor & Employee Login' and enter 1st Available Limited or the ASX code 1ST in the Issuer name field, your Security Reference Number (SRN) or Holder Identification Number (HIN) (which is shown on the front of your proxy form), postcode and security code which is shown on the screen and click 'Login'. Select the 'Voting' tab and then follow the prompts. You will be taken to have signed your Proxy Form if you lodge it in accordance with the instructions given on the website.
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Proxy Forms must be delivered and/or lodged so that it is received not later than 48 hours before the commencement of the Meeting.

**Proxy Forms received later than this time will be invalid.**

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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Notice is hereby given that the Extraordinary General Meeting of Shareholders of 1st Available Limited (ACN 138 897 533) (**Company**) will be held at 9:30am (AEDT) on 21 March 2016 at Level 5, 137-139 Bathurst Street, Sydney NSW 2000 (**Meeting**).

For the purpose of regulation 7.11.37 of the Corporations Regulations 2001, the Company has determined that the Shareholding of each Shareholder for the purposes of ascertaining their voting entitlements for the Meeting will be as it appears on the Company's Share Register at 9:30am (AEDT) on 19 March 2016 (**Entitlement Time**). Accordingly, only those persons registered as holders of Shares at the Entitlement Time will be entitled to attend and vote at the Meeting. Transactions registered after that time will be disregarded in determining Shareholders entitled to attend and vote at the Meeting.

The Explanatory Statement that accompanies and forms part of this Notice of Extraordinary General Meeting describes in more detail the matters to be considered at the Meeting.

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### 1. RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES

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

*“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the allotment and prior issue of:*

- (a) 10,000,000 fully paid ordinary shares (**First Placement Shares**); and
- (b) 240,000 fully paid ordinary shares (**Second Placement Shares**),

*(the First Placement Shares and Second Placement Shares collectively referred to as the **Placement Shares**),*

*and on terms and conditions all of which are described in the Explanatory Statement which accompanies and forms part of the Notice of Meeting.”*

**Voting exclusion statement:** The Company will disregard any votes cast on Resolution 1 by:

- (a) a person who participated in the issue of First Placement Shares;
- (b) a person who participated in the issue of Second Placement Shares;
- (c) 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; and
- (d) an Associate of any person described in (a), (b) or (c).

However, the Company need not disregard a vote if:

- (i) it is cast by a person acting as a proxy for another person entitled to vote, in accordance with the direction on the proxy form; or
- (ii) it is cast by the person chairing the meeting (**Chair**) 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.

**Dated: 19 February 2016**

**BY ORDER OF THE BOARD**

**Andrew Whitten**  
Company Secretary

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## EXPLANATORY STATEMENT

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This Explanatory Statement has been prepared for the information of the Shareholders of the Company in connection with the business to be conducted at the Extraordinary General Meeting to be held at 9:30am (AEDT) on 21 March 2016 at Level 5, 137-139 Bathurst Street, Sydney NSW 2000.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

Shareholders should read this Explanatory Statement in full because individual sections do not give a comprehensive review of the Resolutions.

If you are in any doubt about what to do in relation to the Resolutions contemplated in the Notice of Meeting and this Explanatory Statement, it is recommended that you seek advice from an accountant, solicitor or other professional advisor.

Please refer to the end of this Explanatory Statement for a glossary of terms and abbreviations used in the Notice and this Explanatory Statement. Full details of the business to be considered at the Meeting are set out below.

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### RESOLUTION 1 – RATIFICATION OF PRIOR ISSUE OF PLACEMENT SHARES

#### **Background to First Placement Shares**

On 9 November 2015, the Company announced that it had secured a binding commitment from a sophisticated investor to raise \$1.2 million via the issue of 10,000,000 fully paid ordinary shares (**First Placement Shares**) at an issue price of \$0.12 per First Placement Share.

On 19 November 2015, the Company completed the issue of First Placement Shares by utilising its existing capacity under Listing Rule 7.1.

#### **Background to Second Placement Shares**

On 17 December 2015, the Company announced that it had completed an issue of 240,000 fully paid ordinary shares (**Second Placement Shares**) at a deemed issue price of \$0.12 per Second Placement Share. The Second Placement Shares were issued to advisers of the Company who agreed to receive part of their brokerage fees (in relation to the issue of the First Placement Shares) in the form of shares. The placement of Second Placement Shares was completed utilising the Company's existing capacity under Listing Rule 7.1.

Collectively, the First Placement Shares and Second Placement Shares are referred to as the **Placement Shares**.

#### **Background to Resolution 1**

Resolution 1 proposes that Shareholders of the Company approve and ratify the issue and allotment of:

- (a) 10,000,000 First Placement Shares; and
- (b) 240,000 Second Placement Shares.

As noted above, the issue of both First Placement Shares and Second Placement Shares were completed utilising the Company's existing capacity under Listing Rule 7.1.

Listing Rule 7.1 allows the Board of an ASX listed entity to issue up to 15% of the Company's issued capital in any 12 month period without the approval of the Shareholders of the Company.

Listing Rule 7.4 sets out an exception to Listing Rules 7.1, which provides that where a company in a general meeting ratifies the previous issue of securities made pursuant to Listing Rules 7.1 (and provided that the previous issue did not breach Listing Rule 7.1), those securities will be deemed to have been made with shareholder approval for the purposes of Listing Rules 7.1.

The effect of approval of this Resolution 1 is to allow the Board of the Company to rely on Listing Rule 7.4, and in effect, reset the placement capacity under Listing Rule 7, insofar as it relates to the issue of all of the Placement Shares, which will allow the Company to issue additional securities utilising its placement capacity under Listing Rule 7.1 after this Resolution is adopted, instead of having to wait until 12 months after the respective dates on which the issue of the First Placement Shares and/or Second Placement Shares took place.

#### **Information Required by ASX Listing Rule 7.5**

The following information in relation to the Placement Shares is provided to Shareholders for the purposes of Listing Rule 7.5.

- (a) The Company issued 10,000,000 First Placement Shares.
- (b) The Company issued 240,000 Second Placement Shares.
- (c) The First Placement Shares were issued at 12 cents (\$0.12) per First Placement Share.
- (d) The Second Placement Shares had a deemed issue price of 12 cents (\$0.12) per Second Placement Share.
- (e) The Placement Shares were fully paid on issue and rank equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.
- (f) The First Placement Shares were issued to a sophisticated investor invited by the Company to subscribe for 10,000,000 First Placement Shares, which raised \$1.2 million (before costs) for the Company.
- (g) The Second Placement Shares were issued to advisers of the Company who agreed to receive part of their brokerage fees (in relation to the issue of First Placement Shares) in the form of shares.
- (h) Funds raised from the issue of First Placement Shares have been and will be used by the Company for working capital purposes, to strengthen the Company's cash position as it continues to grow its business across the healthcare and corporate government businesses.
- (i) No direct funds were raised from the Second Placement Shares, which were issued as part payment of the brokerage fees owed to advisers of the Company.

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**ENQUIRIES**

Shareholders are asked to contact Mr Andrew Whitten, Company Secretary, on (+61 2) 8072 1400 if they have any queries in respect of the matters set out in these documents.

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## GLOSSARY

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**AEDT** means Australian Eastern Daylight Time as observed in Sydney, New South Wales.

**ASIC** means Australian Securities and Investment Commission.

**Associate** has the meaning given to it by the ASX Listing Rules.

**ASX** means ASX Limited (ACN 008 624 691) or the financial market operated by it, as the context requires, of 20 Bridge Street, Sydney, NSW 2000.

**ASX Listing Rules** or **Listing Rules** means the official ASX Listing Rules of the ASX and any other rules of the ASX which are applicable while the Company is admitted to the official list of the ASX, as amended or replaced from time to time, except to the extent of any express written waiver by the ASX.

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

**Business Day** means a day on which trading takes place on the stock market of ASX.

**Chair** means the person chairing the Meeting.

**Company** means 1st Available Limited (ACN 138 897 533) of Level 2, 2C, 2-12 Foveaux Street, Surry Hills NSW 2010.

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

**Corporations Act** means the *Corporations Act* 2001 (Cth) as amended or replaced from time to time.

**Director** means a current director of the Company.

**Dollar** or "**\$**" means Australian dollars.

**Entitlement Time** means 9:30am (AEDT) on 19 March 2016

**Explanatory Statement** means the explanatory statement accompanying this Notice of Meeting.

**Extraordinary General Meeting, EGM** or **Meeting** means an extraordinary general meeting of the Company and, unless context otherwise requires, means the meeting of the Company's members convened by this Notice of Meeting.

**First Placement Shares** means 10,000,000 fully paid ordinary shares which were issued at an issue price of 12 cents (\$0.12) per share, to a sophisticated investor, raising \$1.2 million (before costs) for the Company, as announced by the Company on 9 November 2015.

**Notice of Meeting** or **Notice of Extraordinary General Meeting** means this notice of extraordinary general meeting dated 19 February 2016 including the Explanatory Statement.

**Placement Shares** means First Placement Shares and/or Second Placement Shares (as the context requires).

**Proxy Form** means the proxy form attached to this Notice of Meeting.

**Resolution** means the resolution set out in this Notice of Meeting.

**Second Placement Shares** means 240,000 fully paid ordinary shares which were issued at a deemed issue price of 12 cents (\$0.12) per share, to advisers of the Company as part payment of brokerage fees (in relation to the issue of the First Placement Shares), as announced by the Company on 17 December 2015.

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

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




**LODGE YOUR VOTE**

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

 **BY MAIL**  
1st Available Ltd  
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

**PROXY FORM**

I/We being a member(s) of 1st Available Ltd and entitled to attend and vote hereby appoint:

**APPOINT A PROXY**

**the Chairman of the Meeting (mark box)**

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

**STEP 1**

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the General Meeting of the Company to be held at **9:30am (AEDT) on Monday, 21 March 2016 at the offices of Whittens & McKeough, Level 5, 137-139 Bathurst Street, Sydney, NSW 2000** (the Meeting) and at any postponement or adjournment of the Meeting.

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

**VOTING DIRECTIONS**

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an

**Resolution**

**For Against Abstain\***

**1** Ratification of Prior Issue of Placement Shares

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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**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

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

**STEP 3**



## HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

### YOUR NAME AND ADDRESS

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

### APPOINTMENT OF PROXY

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

### DEFAULT TO CHAIRMAN OF THE MEETING

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

### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

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

### APPOINTMENT OF A SECOND PROXY

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

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- return both forms together.

### SIGNING INSTRUCTIONS

You must sign this form as follows in the spaces provided:

**Individual:** where the holding is in one name, the holder must sign.

**Joint Holding:** where the holding is in more than one name, either shareholder may sign.

**Power of Attorney:** to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 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 share registry or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

### LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **9:30am (AEDT) on Saturday, 19 March 2016**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

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



#### ONLINE

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

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



#### BY MAIL

1st Available Ltd  
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)

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