

REFFIND LIMITED
ABN 64 600 717 539

**NOTICE OF GENERAL MEETING
AND
EXPLANATORY MEMORANDUM**

PLACE: Boardroom Pty Ltd
Grosvenor Place
Level 12, 225 George Street,
Sydney NSW 2000

DATE: Friday 21 April 2017
TIME: 11:00 am (AEST)

IMPORTANT INFORMATION

*This is an important document that should be read in its entirety.
If you do not understand it you should consult your professional advisers without delay.*

**NOTICE OF GENERAL MEETING
REFFIND LIMITED
ABN 64 600 717 539**

Notice is hereby given that the General Meeting of members of the Company will be held at the offices of our Share registry – Boardroom Pty Ltd, Grosvenor Place Level 12, 225 George Street, Sydney NSW 2000 on Friday 21 April 2017 at 11:00 am (AEST).

AGENDA

ORDINARY BUSINESS:

This resolution has been provided by the Meeting requisitioning party and their requisition and statement follow on page 3 of the Notice of Meeting.

Resolution 1: Approval of acquisition of relevant interest in Reffind Limited (Reffind) shares arising from acquisition of shares in Digital4ge Pty Ltd (ACN 163 593 011)

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

“That, for the purposes of section 611, item 7 of the Corporations Act 2001 and for all other purposes, approval is given for ACN 600 838 873 Pty Limited to acquire a relevant interest in 44.62% of the Reffind’s issued voting shares as a result of an acquisition of shares in Digital4ge Pty Ltd (ACN 163 593 011.”

Please refer to the Chapmans Limited requisition Explanatory Statement for details of this resolution.

VOTING EXCLUSIONS

The Company will disregard any votes cast on the Resolution by the acquirer of the relevant interest and the person from whom the acquisition is to be made, including their respective associates a person who is a party to the transaction.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the direction 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.

Under section 224 of the Corporations Act, a vote must not be cast by or on behalf of a related party of the public company to whom the resolution would permit a financial benefit to be given, or an associate of such a related party.

PROXY INSTRUCTIONS

A member who is entitled to vote at a meeting may appoint:

- One proxy if the member is only entitled to one vote; or
- One or two proxies if the member is entitled to more than one vote.

Where more than one proxy is appointed each proxy may be appointed to represent a specific proportion of the member’s voting rights. If the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes in which case any fraction of votes will be disregarded.

The proxy form (and the power of attorney or other authority, if any, under which the proxy is signed) or a copy or facsimile which appears on its face to be an authentic copy of the proxy form (and the power of attorney or other authority) must be lodged at or sent to the Company’s office at **Boardroom Pty Ltd, Grosvenor Place Level 12, 225 George Street, Sydney NSW 2000** or lodged

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enclosed Proxy Form - not less than 48 hours before the time for holding the General Meeting, or adjourned meeting as the case may be, at which the individual named in the proxy form proposes to vote.

The proxy form must be signed (or otherwise authenticated in a manner prescribed by the Corporations Regulations) by the member or their attorney duly authorised in writing or, if the member is a corporation, in a manner permitted by the Corporations Act. Proxies given by foreign companies must be executed in accordance with the laws of their place of incorporation. The proxy may, but need not, be a member of the Company. A proxy form is attached to this Notice.

VOTING INSTRUCTIONS

REFFIND Limited (as convener of the Meeting) has determined that a person’s entitlement to vote at the Meeting will be the entitlement of that person set out in the register of members as at 7:00 pm (Sydney time) on 19 April 2017.

VOTING INTENTIONS

In respect of undirected proxies the Chairman intends to vote in favour of the resolution.

Amendments to the Corporations Act applying to proxy voting for this Meeting mean that:

- If proxy holders vote, they must cast all directed proxies as directed; and
- Any directed proxies which are not voted will automatically default to the Chairman of the Meeting, who must vote the proxies as directed.

Proxy vote if appointment specifies way to vote

The new section 250BB provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

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

Transfer of non-chair proxy to chair in certain circumstances

The new section 250BC provides that;

- if an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company’s members; and
- the appointed proxy is not the Chairman of the Meeting; and
- at the Meeting, a poll is duly demanded on the resolution; and
- either the following applies:
 - the proxy is not recorded as attending the meeting; or
 - the proxy does not vote on the resolution,
 the Chairman of the Meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at that meeting.

By Order of the Board



ROBERT LEES
Dated: 17 March 2017
Company Secretary

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CHAPMANS
HIGH CONVICTION INVESTMENT & FINANCE

LEVEL 10, 52 PHILLIP STREET
SYDNEY NSW 2000 AUSTRALIA
+T + 16 2 9300 3630 F +61 2 9300 3677
WWW.CHAPMANSLTD.COM
ABN 34 000 012 386

March 17, 2017

The Directors
Reffind Ltd
Level 5, 15-17 Young Street
Sydney NSW 2000

Dear Sirs

Requisition to call and hold a general meeting of members of Reffind Limited

Chapmans Ltd (ACN 000 012 386) (**Chapmans**), as a registered member of Reffind Ltd (ACN 600 717 539) (**Reffind**) with at least 5% of the votes that may be cast at a general meeting of Reffind, encloses:

1. A notice given by Chapmans requesting that the directors of Reffind call and arrange to hold a general meeting to consider the resolution proposed in that notice under and in accordance with section 249D of the Corporations Act 2001 (Cth) (**Requisition**); and
2. A member's statement given under section 249P of the Corporations Act 2001 (Cth) regarding the resolution proposed in the Requisition and which Chapmans requests be distributed to the members of Reffind.

We note that under section 249D(5), the directors of Reffind must call the meeting within 21 days after the Requisition is given and hold the meeting no later than 2 months after the Requisition is given.

Yours faithfully

.....
Peter Dykes
Chairman

Chapmans Limited
E: peter.dykes@chapmansltd.com

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Chapmans Ltd
ACN 000 012 386

**Request that the directors of Reffind Ltd (ACN 600 717 539)
call and arrange to hold a general meeting
and notice of the proposed resolution be given
under and in accordance with section 249D of the Corporations Act**

To: Reffind Ltd (ACN 600 717 539) (**Reffind**)

Chapmans Ltd (ACN 000 012 386) gives notice under section 249D of the Corporations Act 2001 that it, as a registered member of Reffind with at least 5% of the votes that may be cast at a general meeting of Reffind, requests the directors of Reffind to call and arrange to hold a general meeting of Reffind (**Meeting**) for the purpose of considering and, if thought fit, passing the following resolution:

Resolution: Approval of acquisition of relevant interest in Reffind shares arising from acquisition of shares in Digital4ge Pty Ltd (ACN 163 593 011)

"That, for the purposes of section 611, item 7 of the Corporations Act 2001 and for all other purposes, approval is given for ACN 600 838 873 Pty Limited to acquire a relevant interest in 44.62% of the Reffind's issued voting shares as a result of an acquisition of shares in Digital4ge Pty Ltd (ACN 163 593 011)."

Date: 17 March 2017

Executed by Chapmans Ltd (ACN 000 012 386) in accordance with section 127 of the *Corporations Act 2001*:

Director

Peter Dykes

Name of Director
(BLOCK LETTERS)

Director

Chris Newport

Name of Director
(BLOCK LETTERS)

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Chapmans Ltd

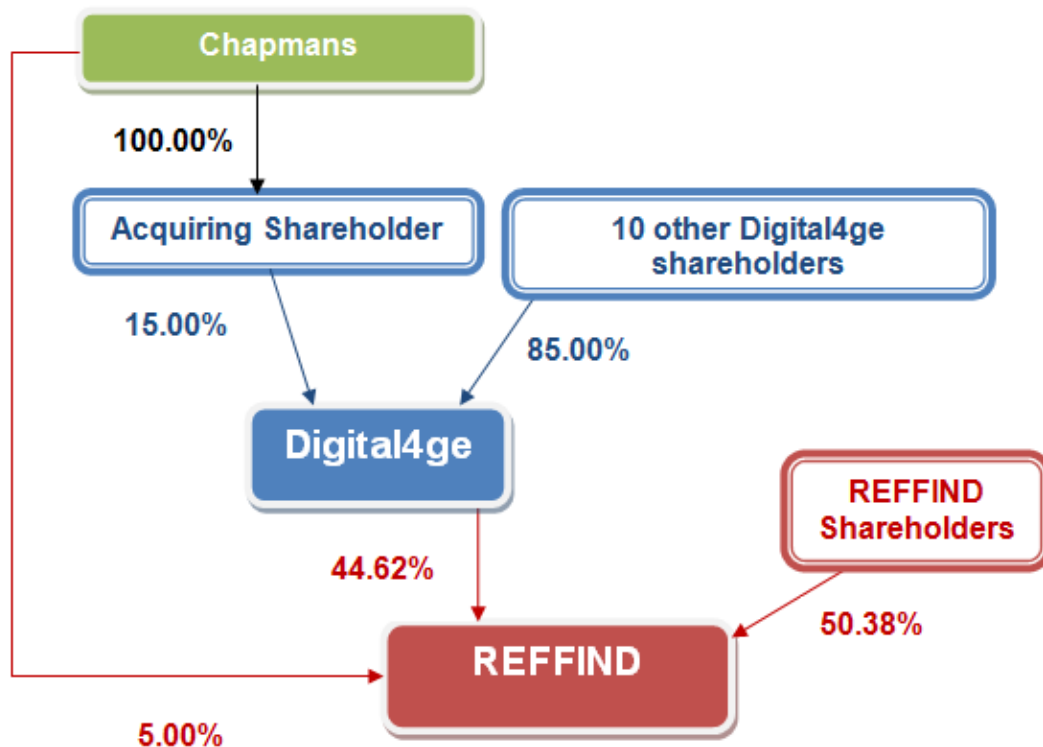
ACN 000 012 386

Statement by Chapmans Ltd under section 249P of the Corporations Act

Dear fellow shareholder,

(a) Background

As at the date of this statement, Digital4ge Pty Ltd (ACN 163 593 011) (**Digital4ge**) is the registered holder of 48,265,316 shares (**Shares**) of Reffind Ltd's (**Reffind**) 108,168,798 Shares on issue (representing a shareholding of approximately 44.62%). Digital4ge has 11 shareholders, one of whom is ACN 600 838 873 Pty Limited (**Acquiring Shareholder**), a subsidiary of Chapmans Limited (ACN 000 012 386) (**Chapmans**). All shares in Digital4ge are of the same class (ordinary shares). The diagram below illustrates the high level corporate structure of Digital4ge and Reffind as relevant to the subject of the resolution (**Resolution**).



Section 606 of the Corporations Act 2001 (**Act**) prohibits a person acquiring a relevant interest in issued voting shares in a company if, due to the acquisition, that person's or someone else's voting power in the company increases from less than 20% to more than 20%, or from a starting point that is above 20% and below 90% (**Section 606 Prohibition**).

The voting power of a person in a body corporate is determined under section 610 of the Act. The calculation of a person's voting power in a company involves determining the voting shares in the company in which the person and the person's associates have a relevant interest.

A person has a relevant interest in securities if they:

1. are the holder of the securities; or
2. have power to exercise, or control the exercise of, a right to vote attached to securities; or
3. have power to dispose of, or control the exercise of power to dispose of, the securities.

Section 608(3)(a) of the Act deems that a person has the same relevant interest in any securities that a body corporate has if that person's voting power in the body corporate is above 20% (**Deeming Provision**). As a result of this, any shareholder of Digital4ge holding in excess of 20% of the voting power in Digital4ge is deemed to have a relevant interest in **all** Reffind Shares that Digital4ge holds.

One of the effects that the Section 606 Prohibition and Deeming Provision has in relation to Digital4ge is that any Digital4ge Shareholder is prohibited from acquiring shares in Digital4ge if the result of that acquisition would increase its voting power in Digital4ge to above 20%, as they would acquire a relevant interest in **all** of Digital4ge's Reffind Shares (such relevant interest being in 44.62% of Reffind's Shares on issue).

Section 611 (item 7) provides an exception to the Section 606 Prohibition, in circumstances where the shareholders of the company approve an acquisition of a relevant interest in the company at a meeting at which no votes are cast by the acquirer of the relevant interest and the person from whom the acquisition is to be made, including their respective associates.

(b) **Approval sought**

As at the date of this statement, the Acquiring Shareholder holds 15% of the total issued share capital of Digital4ge and the Acquiring Shareholder has a relevant interest in 5.13% of Reffind Shares due to it being a wholly owned subsidiary of Chapmans. Chapmans is an ASX-listed diversified investment company (ASX code:CHP) that specialises in providing equity capital solutions for early-stage or special-situation companies with high growth potential. Chapmans' participation in such companies consists of direct investment and/or advisory and partnering with other sources of private and public capital best suited for each opportunity. Through the Acquiring Shareholder, Chapmans was an early stage cash investor in Digital4ge.

As outlined above in section (a), the Acquiring Shareholder is prohibited from acquiring shares in Digital4ge from Digital4ge shareholders if the effect of those acquisitions would result in its voting power increasing above 20% in Digital4ge, as the Acquiring Shareholder would acquire a relevant interest in Reffind Shares to an extent which would breach the Section 606 Prohibition.

For this reason, Chapmans is seeking REFFIND shareholder approval for the purposes of section 611 (item 7) of the Act to permit the:

1. Acquiring Shareholder to acquire shares in Digital4ge such that its voting power in Digital4ge increases to above 20% (**Threshold Acquisitions**); and
2. resultant acquisition by the Acquiring Shareholder of a relevant interest in all of Digital4ge's Reffind Shares.

For avoidance of doubt, it is noted that once the Acquiring Shareholder completes the Threshold Acquisitions, any additional share acquisitions by the Acquiring Shareholder at the Digital4ge level which would increase its voting power in Digital4ge further will not result in any further corresponding increase in the Acquiring Shareholder's relevant interest in RFN Shares. This is because the Acquiring Shareholder will already be deemed to have a relevant interest in **all** of the RFN Shares held by Digital4ge at the time it completes the Threshold Acquisitions.



If this Resolution is passed, the Acquiring Shareholder will be permitted to conduct the Threshold Acquisitions and its relevant interest in voting power in Reffind will be as set out in the table below:

Current shareholdings and relevant interest in voting Shares of Reffind		
	Acquiring Shareholder	Digital4ge
Number of Reffind Shares held directly	0	48,265,316
Number of Reffind Shares in which a relevant interest is held	5,552,069*	48,265,316
Voting %	5.13%	44.62%
Shareholdings and relevant interest in voting Shares of Reffind if the Resolution is passed and after completion of the Threshold Acquisitions by the Acquiring Shareholder		
Number of Reffind Shares held directly	0	48,265,316
Number of Reffind Shares in which a relevant interest is held	53,817,385**	48,265,316
Voting %	49.75%	44.62%

* this includes a relevant interest in 5,552,069 Reffind Shares which are held by the Acquiring Shareholder's associate, Chapmans.

** this includes a relevant interest in 5,552,069 Reffind Shares which are held by the Acquiring Shareholder's associate, Chapmans, and a relevant interest in 48,265,316 Reffind Shares held by Digital4ge.

Date: 17 March 2017

Yours faithfully
Chapmans Ltd (ACN 000 012 386) in
accordance with section 127 of the
Corporations Act 2001:

Director

Peter Dykes
Name of Director
(BLOCK LETTERS)

Director

Chris Newport
Name of Director
(BLOCK LETTERS)

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All Correspondence to:

- ✉ **By Mail:** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia
- 📠 **By Fax:** +61 2 9290 9655
- 💻 **Online:** www.boardroomlimited.com.au
- ☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

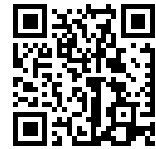
YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 11:00am AEST on Wednesday 19 April 2017.**

🖥 TO VOTE ONLINE

- STEP 1: VISIT** www.votingonline.com.au/reffindgm2017
- STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**
- STEP 3: Enter your Voting Access Code (VAC):**

📱 BY SMARTPHONE



Scan QR Code using smartphone
QR Reader App

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.
If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the 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.
- (b) return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark 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 securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **11:00am AEST on Wednesday 19 April 2017.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

- 💻 **Online** www.votingonline.com.au/reffindgm2017
- 📠 **By Fax** +61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia
- 👤 **In Person** Boardroom Pty Limited
Level 12, 225 George Street,
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

PROXY FORM

STEP 1 APPOINT A PROXY

I/We being a member/s of REFFIND Limited and entitled to attend and vote hereby appoint:

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

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

[Empty box for proxy name]

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the General Meeting of **REFFIND Limited** to be held at **Boardroom Pty Limited, Level 12, 225 George Street, Sydney NSW 2000 on Friday 21 April 2017 at 11:00am AEST** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

The Chair of the Meeting intends to vote undirected proxies in favour of each of the items of business.

STEP 2 VOTING DIRECTIONS

* 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 vote will not be counted in calculating the required majority if a poll is called.

Resolution 1 Approval of acquisition of relevant interest in Reffind Limited (Reffind) shares arising from acquisition of shares in Digital4ge Pty Ltd (ACN 163 593 011)

For **Against** **Abstain***

STEP 3 SIGNATURE OF SSECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

[Signature box for Individual or Securityholder 1]

Sole Director and Sole Company Secretary

Securityholder 2

[Signature box for Securityholder 2]

Director

Securityholder 3

[Signature box for Securityholder 3]

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / /2017