

The logo for REFFIND, consisting of the word "REFFIND" in a bold, sans-serif font, enclosed within a double-lined rectangular border.

**ASX announcement**

**17 March 2017**

## **Receipt of Shareholder Meeting Requisition**

REFFIND Limited (ASX: RFN) advises that it has received a requisition from Chapmans Limited to call and hold a general meeting of members of Reffind Limited.

The requisition is attached. The company is drafting a Notice of Meeting which will be released to the market when finalized.

Robert Lees

Company Secretary

T: +612 9299 9580

M: +61 411 494 406

E: robert@coysec.com.au

**For more information please contact:**

### **About REFFIND**

REFFIND Limited is a mobile employee experience platform targeted for use by medium-large corporations to facilitate more efficient and effective communication with their employees. Based in Sydney, Australia the company is listed on the Australian Securities Exchange (ASX: RFN).

For more information please visit [www.reffind.com](http://www.reffind.com)

**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](mailto:peter.dykes@chapmansltd.com)



**Chapmans Ltd**  
ACN 000 012 386

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**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**

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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)

# Chapmans Ltd

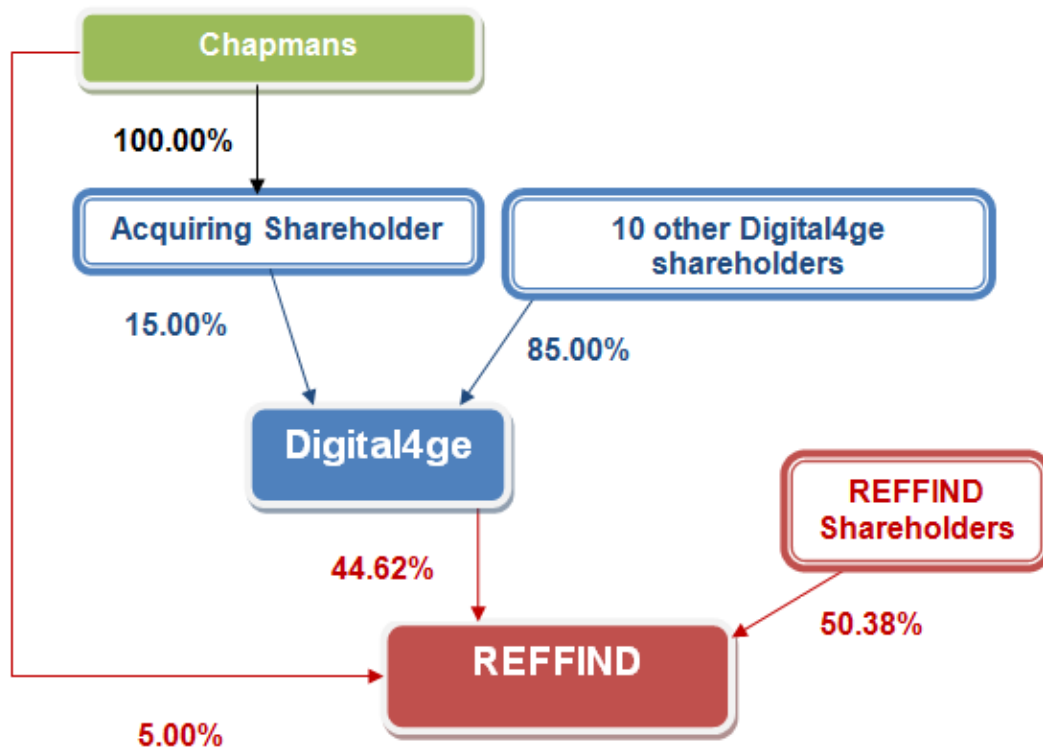
ACN 000 012 386

## 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**

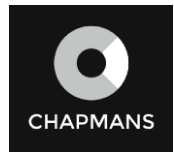
As at the date of this statement, the Acquiring Shareholder holds 15% of the total issued share capital of Digital4ge and the Acquiring Shareholder has a relevant interest in 5.13% of Reffind Shares due to it being a wholly owned subsidiary of Chapmans. Chapmans is an ASX-listed diversified investment 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:

<b>Current shareholdings and relevant interest in voting Shares of Reffind</b>		
	<b>Acquiring Shareholder</b>	<b>Digital4ge</b>
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%
<b>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</b>		
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)