

# REFFIND LIMITED

ACN 600 717 539

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

### EXPLANATORY MEMORANDUM

#### PROXY FORM

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**Date of Meeting**

21 August 2017

**Time of Meeting**

2:00pm (AEST)

**Place of Meeting**

Boardroom Pty Limited

Level 12, Grosvenor Place

225 George Street, Sydney NSW 2000

***This Notice of Meeting should be read in its entirety. Shareholders in doubt as to how they should vote should seek advice from their professional advisers prior to voting.***

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**IMPORTANT INFORMATION**

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**TIME AND PLACE OF MEETING**

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Notice is hereby given that an Extraordinary General Meeting of the members of REFFIND Limited (Company) will be held at Boardroom Pty Limited, Level 12, Grosvenor Place, 225 George Street, Sydney NSW 2000 at 2:00pm (AEST) on Monday 21 August 2017 to consider and, if thought fit, to pass the resolution in this Notice.

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**YOUR VOTE IS IMPORTANT**

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

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**VOTING ELIGIBILITY**

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The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 2:00pm (AEST) on 19 August 2017.

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**VOTING IN PERSON**

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

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**VOTING BY PROXY**

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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.

In accordance with section 249L of the Corporations Act, members are advised that:

- each member has a right to appoint a proxy;
- the proxy need not be a member of the Company; and
- a member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

Shareholders and their proxies should be aware that under sections 250BB and 250BC of the Corporations Act:

- 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 Chair, who must vote the proxies as directed.

Further details on this are set out below.

***Proxy vote if appointment specifies way to vote***

Section 250BB(1) of the Corporations Act 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 (i.e. as directed); and
- if the proxy has 2 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 chair 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 chair – 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***

Section 250BC of the Corporations Act 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 chair of the meeting; and
- at the meeting, a poll is duly demanded on the resolution; and
- either of the following applies:
  - the proxy is not recorded as attending the meeting;
  - the proxy does not vote on the resolution,

the chair 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 the meeting.

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**BUSINESS OF THE MEETING**

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**AGENDA****Resolution 1: Removal of Mr. Benjamin James McGrath as a Director**

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

*"That, Mr. Benjamin James McGrath be removed from office as a director of REFFIND Limited, with immediate effect."*

**Resolution 2: Appointment of Mr. Timothy Shaw as a Director**

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

*"That, Mr. Timothy Shaw be appointed as a director REFFIND Limited, with immediate effect."*

Dated: 18 August 2017

By order of the Board  
REFFIND Limited



Robert Lees  
Company Secretary

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## **EXPLANATORY MEMORANDUM**

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This Explanatory Memorandum has been prepared to provide information which the Directors believe to be material to Shareholders deciding whether or not to pass the Resolution which is the subject of the business of the Meeting.

This Meeting has been convened by the Company following receipt of a notice pursuant to section 249D and 203D of the Corporations Act from Stirling as announced on 28 June 2017 (s249D Notice). Stirling Wealth Group Limited holds in excess of 5% of the issued share capital of the Company on the date of the s249D Notice.

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### **1. RESOLUTION 1: REMOVAL OF MR BENJAMIN JAMES MCGRATH AS A DIRECTOR**

This Resolution has been put forward pursuant to the s249D Notice.

Subject to the Corporations Act, Mr. McGrath is entitled to put a written statement to the Company for circulation to Shareholders and may speak to the Resolution at the Meeting.

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### **2. RESOLUTION 2: APPOINTMENT OF MR TIMOTHY SHAW AS A DIRECTOR**

Resolution 2 seeks the appointment of Mr. Timothy Shaw as a Director of the Company.

Timothy (Tim) Shaw has distinguished academic credentials in science, psychology, investment and ethics.

He is a member by invitation of numerous academic honour societies and lectures in Ethics at the University of Sydney where he is a Ph.D. Candidate.

He currently serves on the board of directors of Stirling Wealth Group Limited and a number of private family office based companies.

Tim Shaw BSc MCom MA (Res) | PhD Candidate

BSc, Chemistry & Biology - USyd  
MCom with Merit, International Security USyd  
MA (Res), Psychology USyd  
PhD Candidate, Ethics USyd

### **3. ENQUIRIES**

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Shareholders are requested to contact the Company Secretary on (+61 2) 9299 9580 if they have any queries in respect to the matters set out in this Notice.

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## GLOSSARY

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**AEST** means Australian Eastern Standard Time as observed in Sydney, New South Wales.

**ASX** means ASX Limited.

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

**Chair** means the chair of the Meeting.

**Stirling** means Stirling Wealth Group Limited (ACN 077 105 429).

**Company** means REFFIND Limited (ACN 600 717 539).

**Corporations Act** means the *Corporations Act 2001* (Cth).

**Directors** means the current directors of the Company.

**Explanatory Memorandum** means the explanatory memorandum accompanying the Notice.

**Extraordinary General Meeting** or **Meeting** means the meeting convened by the Notice.

**Notice** or **Notice of Meeting** means this amended notice of meeting including the Explanatory Memorandum and the Proxy Form.

**Proxy Form** means the proxy form accompanying the Notice.

**Resolution** means the resolution set out in the Notice.

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

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

**Corporate directory**

A.C.N. 600 717 539

**Directors**

Robert Whitton – Non-Executive Chairman  
Benjamin McGrath – Non-Executive Director  
Anthony Dunlop – Non-Executive Director

**Company Secretary**

Robert Lees

**Registered Office and Principal Place of Business**

Level 7, 15-17 Young Street  
Sydney  
New South Wales  
T: 1300 600 956  
E: <https://www.reffind.com/>

**Share Register**

Boardroom Pty Ltd  
Level 12, 225 George Street  
Sydney NSW 2000  
T: (02) 9290 9600

**Securities Exchange Listing**

ASX Code: RFN







#### 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](http://www.boardroomlimited.com.au)
- ☎ **By Phone:** (within Australia) 1300 737 760  
(outside Australia) +61 2 9290 9600

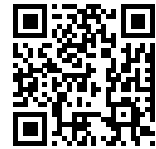
## YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 2:00pm AEST on Saturday 19 August 2017.**

### 🖥 TO VOTE ONLINE

- STEP 1: VISIT** [www.votingonline.com.au/rfnegm2017](http://www.votingonline.com.au/rfnegm2017)
- 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 **2:00pm AEST on Saturday 19 August 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/rfnegm2017](http://www.votingonline.com.au/rfnegm2017)
- 📠 **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.

**REFFIND Limited**

ACN 600 717 539

**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

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 Extraordinary General Meeting of REFFIND Limited to be held at Boardroom Pty Limited, Level 12, Grosvenor Place, 225 George Street, Sydney NSW 2000 on Monday 21 August 2017 at 2:00pm 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.

**No undirected proxies to the Chairman or Key Management Personnel will be voted on Resolutions 1 & 2. You are encouraged to direct your proxy by marking the box in relation to the resolution in Step 2 below.**

**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.

|   | For                      | Against                  | Abstain*                 |
|---|--------------------------|--------------------------|--------------------------|
| <b>Resolution 1</b> Removal of Mr. Benjamin James McGrath as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| <b>Resolution 2</b> Appointment of Mr. Timothy Shaw as a Director       | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

**STEP 3 SIGNATURE OF SECURITYHOLDERS**  
This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date            /            / 2017