

20 October 2017

Dear Shareholder

Accompanying this letter is the notice of meeting for the Annual General Meeting of AmberTech Limited, to be held on 23 November 2017. I hope that you are able to either attend the meeting in person or, if not, convey your views by voting on the resolutions that form part of the meeting by proxy.

The company's annual report has been dispatched to shareholders and posted online along with the notice of meeting. The annual report contains a detailed account of the performance of the company for the 2017 financial year and I would encourage you to read the various statements in it carefully.

The formal business of the AGM comprises three items:

1. To receive and consider the financial and related reports;
2. To consider a resolution for the re-election of Mr Ed Goodwin as a director of the company; and,
3. To consider a resolution for the adoption of the Remuneration Report for the 2017 financial year.

Yours faithfully

A handwritten signature in black ink, appearing to read "Peter Wallace".

Peter Wallace  
Chairman



Ambertech Limited (ACN 079 080 158)  
Notice of 2017 Annual General Meeting (AGM)

Notice is hereby given that the AGM of Ambertech Limited ("the Company") will be held at Unit 1, 2 Daydream Street, Warriewood on Thursday 23 November 2017 at 3:00pm.

Agenda

Ordinary Business

1. **Financial and other Reports**

To receive the Financial Report and the Reports of the Directors and Auditors thereon for the year ended 30 June 2017.

2. **Election of Directors**

**Resolution 1: Re-election of Mr Ed Goodwin as a Director**

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

*"That Mr Ed Goodwin, who retires by way of rotation in accordance with Article 6.1 of the Company's Constitution, and, being eligible offers himself for election, is hereby re-appointed a director of the Company."*

3. **Remuneration Report**

**Resolution 2: Non-binding vote on the 2017 Remuneration Report**

To consider, and, if thought fit, to pass the following resolution as a non-binding resolution of shareholders:

*"That pursuant to and in accordance with section 250R(2) of the Corporations Act the 2016 Remuneration Report, as contained within the Directors' Report, be adopted."*

By order of the Board

Robert Glasson  
Company Secretary  
20 October 2017



## Notes

### **Admission to Meeting**

Shareholders who will be attending the meeting, and who will not be appointing a proxy, are requested to bring the proxy form to the meeting to help speed admission.

Shareholders who do not plan to attend the meeting are encouraged to complete and return the proxy for each of their holdings of AmberTech Limited shares.

### **Proxies**

If you are unable to attend and vote at the meeting and wish to appoint a person who will be attending as your proxy, please complete the enclosed proxy form. This form must be received by the Company at least 48 hours before the scheduled commencement time for the meeting.

A member entitled to attend and vote at this meeting is entitled to appoint not more than two proxies (who need not be members of the Company) to attend and vote for the member at the meeting.

If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes each proxy may exercise, each proxy may exercise half of the votes. A single proxy exercises all voting rights.

The Chairman intends to vote undirected proxies for Items 2 and 3.

Proxies will only be valid and accepted by the Company and/or the share registry if they are signed and forwarded to the Company at the address or facsimile number quoted below so as to be received not later than 48 hours before the meeting.

The completed Proxy Form may be mailed/delivered to the Company's share registry, Link Market Services Limited at:

Postal address and street address:	Alternative street address:	Faxed to Link Market Services Limited on Fax:
Level 12	1A Homebush Bay Drive	+61 (0)2 9287 0309.
680 George Street	Rhodes	
Sydney NSW 2000	NSW	

Proxies can also be lodged electronically at Link Market Services' website [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, security holders will need their "Holder Identifier" (Security holder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the proxy form). You will be taken to have signed your proxy form if you lodge it in accordance with the instructions given on the website.

The Company has determined in accordance with regulations pursuant to section 1074E of the Corporations Act 2001 that for the purpose of voting at the meeting, shares will be taken to be held by those persons recorded on the Company's register as at 3:00pm (EDST) on Tuesday, 21 November 2017.



## Explanatory Memorandum

The Directors of the Company recommend shareholders read this explanatory memorandum in full before making any decision in relation to the resolutions. The following information should be noted in respect of the various matters contained in the accompanying Notice.

### **Resolution 1 – Re-election of Mr Ed Goodwin as a Director of the Company**

Article 6.1 of the Company's Constitution provides that at every Annual General Meeting of the Company a one-third of directors (rounded down to the nearest whole number) shall retire from office. A retiring Director is eligible for re-election. Accordingly, pursuant to Article 6.1 of the Company's Constitution, Mr Ed Goodwin, being a Director of the Company, retires by way of rotation and, being eligible, offers himself for re-election as a Director of the Company.

The Directors (with Mr Goodwin abstaining) recommend that shareholders vote in favour of the re-election of Mr Goodwin.

### **Resolution 2 -Non-binding vote on the 2016 Remuneration Report**

Pursuant to Section 250R (2) of the Corporations Act, a resolution to adopt the Remuneration Report contained within the Directors' Report must be put to the vote. Shareholders are advised that pursuant to Section 250R (3) of the Corporations Act, this resolution is advisory only and does not bind the Directors or the Company.

The 2017 Remuneration Report is set out within the Directors' Report. The Report:

- explains the Board's policy for determining the nature and amount of remuneration of executive and non-executive Directors and specified executives;
- sets out remuneration details for each Director and specified executive;
- details and explains any performance conditions applicable to the remuneration of executive Directors and specified executives; and
- provides an explanation of the option-based compensation payments for each Director and specified executive.

A reasonable opportunity will be provided for discussion of the 2017 Remuneration Report at the meeting.

### **Voting Exclusion Statement – Resolution 2**

The Company will disregard any votes cast on Resolution 2 (in any capacity) by, or on behalf of, the following persons:

- (a) a member of the Key Management Personnel (KMP) (which includes each of the Directors of the Company) whose remuneration is disclosed in the 2017 Remuneration Report; or
- (b) a Closely Related Party (as that term is defined in the Corporations Act) (such as close family members and any controlled companies) of such a member of the KMP.

However, the Company will not disregard the vote if it is cast as a proxy for a person who is entitled to vote and:

- (a) the proxy appointment is in writing and specifies how the proxy is to vote (for, against, abstain); or
- (b) the vote is cast by the person chairing the Annual General Meeting and the appointment:
  - (i) does not specify how the proxy is to vote; and
  - (ii) expressly authorises the chair of the meeting to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP,

### **Directors Recommendation**

As described in the Remuneration Report for the 2017 financial year, members of the Company's executive team have received minimal increases to their fixed remuneration over the past three years, whilst short and long-term incentive payments have not fully met their trigger points due to the Company's recent financial performance. The non-executive directors' remuneration has not changed since 1 January 2010.

Accordingly, the Directors unanimously recommend that shareholders vote in favour of adopting the 2017 Remuneration Report. The Chairman of the meeting intends to vote all undirected proxies in favour of Resolution 2.

**LODGE YOUR VOTE**

**ONLINE**  
www.linkmarketservices.com.au

**BY MAIL**  
Ambertech Limited  
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; or  
Level 12, 680 George Street, Sydney NSW 2000

**ALL ENQUIRIES TO**  
Telephone: +61 1300 554 474



**X99999999999**

**PROXY FORM**

I/We being a member(s) of Ambertech Limited 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

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 Annual General Meeting of the Company to be held at **3:00pm on Thursday, 23 November 2017 at Unit 1, 2 Daydream Street, Warriewood, NSW 2102 (the Meeting)** and at any postponement or adjournment of the Meeting.

**Important for Resolution 2:** If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 2, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

**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 .**

**Resolutions**

	For	Against	Abstain*
1 Re-election of Mr Ed Goodwin as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Remuneration Report - Non-binding vote on the 2017 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>



\* 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).



## 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, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

### 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:

- (a) 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
- (b) 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 **3:00pm on Tuesday, 21 November 2017**, 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 MOBILE DEVICE

Our voting website is designed specifically for voting online. You can now lodge your proxy by scanning the QR code adjacent or enter the voting link [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) into your mobile device. Log in using the Holder Identifier and postcode for your shareholding.

#### QR Code



To scan the code you will need a QR code reader application which can be downloaded for free on your mobile device.



#### BY MAIL

Ambertech Limited  
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  
  
or  
  
Level 12  
680 George Street  
Sydney NSW 2000

\* During business hours (Monday to Friday, 9:00am–5:00pm)

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