



AXIOM PROPERTIES LTD

ABN 40 009 063 834

NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY MEMORANDUM TO SHAREHOLDERS

Date of Meeting

Wednesday, 23 November 2016

Time of Meeting

10:00am ACDT

Place of Meeting

At the offices of:

BDO

Level 7

420 King William Street

ADELAIDE SA 5000

A Proxy Form is enclosed

Please read this Notice and Explanatory Memorandum carefully.

If you are unable to attend the Annual General Meeting please complete and return the enclosed Proxy Form in accordance with the specified directions.

AXIOM PROPERTIES LTD

ABN 40 009 063 834

NOTICE OF MEETING

Notice is hereby given that the Annual General Meeting of Shareholders of Axiom Properties Ltd ABN 40 009 063 834 ("Company") will be held at 10:00am (ACDT) on Wednesday 23 November 2016 at BDO, Level 7, 420 King William Street, Adelaide South Australia for the purpose of transacting the following business referred to in this Notice of Meeting.

AGENDA

ITEMS OF BUSINESS

1. Financial Statements and Reports

To receive and consider the Financial Report and the Reports of the Directors and the Auditor for the 12-month period ended 30 June 2016.

No vote is held in connection with this item.

2. Resolution 1 – Remuneration Report

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

"To adopt the Remuneration Report (which forms part of the Directors' Report) for the 12-month period ended 30 June 2016."

Note that the vote on this Resolution is advisory only and does not bind the Directors or the Company. Shareholders are encouraged to read the Explanatory Memorandum for further details on the consequences of voting on this Resolution.

The Company will disregard any votes cast on Resolution 1 by or on behalf of a Restricted Voter¹. However, the Company need not disregard a vote if:

- (a) it is cast by a person as a proxy appointed by writing that specifies how the proxy is to vote on the proposed resolution; and
- (b) it is not cast on behalf of a Restricted Voter.

Further, the Company will not disregard a vote cast by the Chair of the meeting as a proxy, if the appointment of the Chair expressly authorises the Chair to exercise the proxy even though the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. Shareholders should note that the Chair intends to vote any undirected proxies in favour of Resolution 1. Shareholders may also choose to direct the Chair to vote against Resolution 1 or to abstain from voting.

3. Resolution 2 – Change of Auditor

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

"Subject to the Australian Securities and Investments Commission (ASIC) consenting to the resignation of HLB Mann Judd as auditor of the Company, that pursuant to section 327B of the Corporations Act and for all other purposes, BDO Audit (SA) Pty Ltd be appointed as auditor of the Company with effect from the later of the conclusion of the 2016 Annual General Meeting and the day on which ASIC gives its consent."

¹ Restricted Voter" means Key Management Personnel and their Closely Related Parties as defined in the glossary.

4. Resolution 3 – Re-election of Mr Ian Laurance AM as a Director

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

"That Mr Ian Laurance AM, being a director of the Company who retires by rotation pursuant to Rule 13.2 of the Constitution of the Company, and being eligible, is re-elected as a director of the Company."

5. Resolution 4 – Re-election of Mr Liu Ying Chun as a Director

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

"That Mr Liu Ying Chun, being a director of the Company who retires by rotation pursuant to Rule 13.2 of the Constitution of the Company, and being eligible, is re-elected as a director of the Company."

OTHER BUSINESS

To deal with any other business which may be brought forward in accordance with the Constitution and the Corporations Act.

For the purposes of this Notice, the Explanatory Memorandum and Resolutions 1 to 3, the following definitions apply:

"**Accounting Standards**" has the meaning given to that term in the Corporations Act;

"**ASX**" means ASX Ltd ABN 98 008 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX Ltd;

"**Board**" means the board of Directors;

"**ACDT**" means Australian Central Daylight Time.

"**Closely Related Party**" has the meaning given to that term in the Corporations Act;

"**Company**" means Axiom Properties Limited ABN 40 009 063 834;

"**Constitution**" means the Company's constitution, as amended from time to time;

"**Corporations Act**" means *Corporations Act 2001* (Cth);

"**Directors**" means the Directors of the Company;

"**Explanatory Memorandum**" means this Explanatory Memorandum accompanying the Notice;

"**Financial Statements and Report**" means the annual report of the Company for the year ended 30 June 2016;

"**For Cause**" means serious misconduct, breach of law, breach of a material term of the Participants employment agreement, consultancy agreement or contract for services (as applicable), fraud, lack of honesty or lack of good faith.

"**Key Management Personnel**" has the meaning given to that term in the Accounting Standards;

"**Listing Rules**" means the Listing Rules of the ASX;

"**Meeting**" means the annual general meeting the subject of the Notice;

"**Notice**" means this Notice of Meeting;

"**Resolution**" means a resolution contained in this Notice;

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

"**Shareholder**" means the holder of a Share;

By order of the Board

Paul Santinon
Company Secretary
Dated: 21 October 2016

How to vote

Shareholders can vote by either:

- attending the meeting and voting in person or by attorney or, in the case of corporate Shareholders, by appointing a corporate representative to attend and vote; or
- appointing a proxy to attend and vote on their behalf using the proxy form accompanying this Notice of Meeting and by submitting their proxy appointment and voting instructions in person, by post or by facsimile.

Voting in person (or by attorney)

Shareholders, or their attorneys, who plan to attend the meeting are asked to arrive at the venue no later than 20 minutes prior to the time designated for the meeting, if possible, so that their holding may be checked against the Share register and attendance recorded. Attorneys should bring with them an original or certified copy of the power of attorney under which they have been authorised to attend and vote at the meeting.

Voting by a Corporation

A Shareholder that is a corporation may appoint an individual to act as its representative and vote in person at the meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the meeting evidence of his or her appointment, including any authority under which it is signed.

Voting by proxy

- A Shareholder entitled to attend and vote is entitled to appoint not more than two proxies. Each proxy will have the right to vote on a poll and also to speak at the meeting.
- The appointment of the proxy may specify the proportion or the number of votes that the proxy may exercise. Where more than one proxy is appointed and the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, the votes will be divided equally among the proxies (ie where there are two proxies, each proxy may exercise half of the votes).
- A proxy need not be a Shareholder.
- The proxy can be either an individual or a body corporate.
- If a proxy is not directed how to vote on an item of business, the proxy may generally vote, or abstain from voting, as they think fit. However, where a Restricted Voter is appointed as a proxy, the proxy may only vote on Resolution 1 if the proxy is the Chair of the Meeting and the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.
- Should any Resolution, other than those specified in this Notice, be proposed at the meeting, a proxy may vote on that Resolution as they think fit.
- If a proxy is instructed to abstain from voting on an item of business, they are directed not to vote on the Shareholder's behalf on the poll and the Shares that are the subject of the proxy appointment will not be counted in calculating the required majority.
- Shareholders who return their proxy forms with a direction how to vote but do not nominate the identity of their proxy will be taken to have appointed the Chairman of the meeting as their proxy to vote on their behalf. If a proxy form is returned but the nominated proxy does not attend the meeting, the Chairman of the meeting will act in place of the nominated proxy and vote in accordance with any instructions. Proxy appointments in favour of the Chairman of the meeting, the secretary or any Director that do not contain a direction how to vote will be used where possible to support each of the resolutions proposed in this Notice, provided they are entitled to cast votes as a proxy under the voting exclusion rules which apply to some of the proposed resolutions. These rules are explained in this Notice.
- To be effective, proxies must be lodged by 10:00am (ACDT) Monday 21 November 2016. Proxies lodged after this time will be invalid.

- Proxies may be lodged using any of the following methods:

by post to:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3000

or

- by faxing a completed proxy form to 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia). The proxy form must be signed by the Shareholder or the Shareholder's attorney. Proxies given by corporations must be executed in accordance with the Corporations Act. Where the appointment of a proxy is signed by the appointer's attorney, a certified copy of the power of attorney, or the power itself, must be received by the Company at the above address, or by facsimile, and by 10:00am (ACDT) on Monday 21 November 2016. If facsimile transmission is used, the power of attorney must be certified.

Custodian voting – for Intermediary Online subscribers (custodians) please visit www.intermediaryonline.com to submit your voting intentions.

Shareholders who are entitled to vote

In accordance with Regulations 7.11.37 and 7.11.38 of the Corporations Regulations 2001, the Board 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 Shareholders as at 7:00pm ACDT on 21 November 2016.

AXIOM PROPERTIES LTD

ABN 40 009 063 834

EXPLANATORY MEMORANDUM

This Explanatory Memorandum is intended to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in the accompanying Notice of Meeting.

FINANCIAL REPORTS

The first item of the Notice of Meeting deals with the presentation of the consolidated annual financial report of the Company for the financial year ended 30 June 2016 together with the Directors' declaration and report in relation to that financial year and the auditor's report on those financial statements. Shareholders should consider these documents and raise any matters of interest with the Directors when this item is being considered.

No resolution is required to be moved in respect of this item.

Shareholders will be given a reasonable opportunity at the Meeting to ask questions and make comments on the accounts and on the business, operations and management of the Company.

The Chairman will also provide Shareholders a reasonable opportunity to ask the Auditor questions relevant to:

- the conduct of the audit;
- the preparation and content of the independent audit report;
- the accounting policies adopted by the Company in relation to the preparation of accounts; and
- the independence of the auditor in relation to the conduct of the audit.

RESOLUTION 1 - ADOPTION OF REMUNERATION REPORT

In accordance with section 250R(2) of the Corporations Act the Company is required to present to its Shareholders the Remuneration Report as disclosed in the Company's 2016 Financial Statements and Report. The vote on the Resolution is advisory only and does not bind the Directors or the Company. The Remuneration Report is set out in the Company's Financial Statements and Report and is also available on the Company's website (www.axiompl.com.au).

However, if at least 25% of the votes cast are against adoption of the Remuneration Report at the 2016 AGM, and then again at the 2017 AGM, the Company will be required to put a resolution to the 2017 AGM, to approve calling an extraordinary general meeting (**spill resolution**). If more than 50% of Shareholders vote in favour of the spill resolution, the Company must convene an extraordinary general meeting (**spill meeting**) within 90 days of the 2017 AGM. All of the Directors who were in office when the 2017 Directors' Report was approved, other than the Managing Director, will (if desired) need to stand for re-election at the spill meeting.

The Remuneration Report explains the Board policies in relation to the nature and level of remuneration paid to Directors, sets out remuneration details for each Director and any service agreements and sets out the details of any share based compensation.

Voting

Note that a voting exclusion applies to Resolution 1 in the terms set out in the Notice of Meeting. In particular, the directors and other Restricted Voters may not cast a vote as proxy, unless the appointment gives a direction on how to vote or the proxy is given to the Chair and expressly authorises the Chair to exercise your proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. The Chair will use any such proxies to vote in favour of the Resolution.

Shareholders are urged to carefully read the proxy form and provide a direction to the proxy on how to vote on this Resolution.

Board Recommendation

Noting that each Director has a personal interest in their own remuneration from the Company as set out in the Remuneration Report, the Board unanimously recommends that shareholders vote in favour of adopting the Remuneration Report.

RESOLUTION 2 - CHANGE OF AUDITOR

HLB Mann Judd has been the Company's auditor since 1997. During this time, it has conducted the audit with due care, independence and competence. In financial year 2016, the Board undertook a detailed review of the accounting firms with the necessary capabilities to conduct the Company's audit, given the long tenure of its current auditor and location of delivery being in a different state to the Company's registered office. As a result of that review the Board considers it timely to recommend the appointment of BDO Audit (SA) Pty Ltd as auditor of the Company. Under the Corporations Act, members must approve the appointment of a new auditor.

HLB Mann Judd has notified the Company that it has applied to ASIC to resign as auditor. ASIC must consent to the resignation for it to be effective which would occur from the later of the conclusion of the 2016 Annual General Meeting and the day on which ASIC gives its consent. BDO Audit (SA) Pty Ltd has provided its written consent to this appointment, subject to ASIC consenting to the resignation of HLB Mann Judd as auditor of the Company and the approval by members.

Mr Paul Santinon, being a member of the Company, has nominated that BDO Audit (SA) Pty Ltd be appointed as auditor, assuming that ASIC consents to the resignation of HLB Mann Judd as auditor. In accordance with section 328B(3) of the Corporations Act, a copy of the notice of nomination is included at the end of these Explanatory Notes.

The Company expects that ASIC will give its consent prior to the Annual General Meeting. However, if ASIC does not consent to the resignation of HLB Mann Judd at the date of this meeting, this Item 4 will not be proposed at the meeting.

Board Recommendation

The Board unanimously recommends passing the resolution should ASIC consent to the resignation of HLB Mann Judd.

RESOLUTION 3 - RE-ELECTION OF MR IAN LAURANCE AM AS A DIRECTOR

Pursuant to Clause 13.2 of the Constitution, Mr Ian Laurance AM, being a Director, retires by way of rotation and, being eligible, offers himself for re-election as a Director.

Mr Laurance is an economics graduate from the University of Western Australia. He spent 14 years as a Member of the Western Australian Parliament and is a former State Minister for Housing, Tourism, Lands and Regional Development. He was appointed by the Western Australian Government as the inaugural Chairman of the Midland Redevelopment Authority (2000 - 2004) and was previously Chairman of the Western Australian Sports Centre Trust for ten years (1993 - 2003).

Mr Laurance is also Chairman of the not-for-profit organisation, Perth Convention Bureau. The Bureau is charged with the responsibility of attracting Business Events to Perth and Western Australia.

In a voluntary capacity, Mr Laurance has served as Chairman and Director of a number of not-for-profit and charitable bodies.

In 2006 Mr Laurance was made a Member of the Order of Australia (AM).

Mr Laurance is a member of the Group's Audit Committee, Remuneration Committee and Nomination Committee.

Mr Laurance is a former non-executive director of Arafura Resources Limited.

Board Recommendation

The Board (other than the relevant director in relation to his own election) unanimously recommends the re-election of Mr Ian Laurance AM as director.

RESOLUTION 4 - RE-ELECTION OF MR LIU YING CHUN AS A DIRECTOR

Pursuant to Clause 13.2 of the Constitution, Mr Liu Ying Chun, being a Director, retires by way of rotation and, being eligible, offers himself for re-election as a Director.

Mr. Liu Ying Chun is the Chief Executive Officer and an Executive Director of Oriental University City Holdings (H.K.) Limited ("OUCHK"), a company listed on the Growth Enterprise Market of the Stock Exchange of Hong Kong Limited. He is primarily responsible for managing the overall operations of OUCHK. Mr. Liu is currently also a director of Langfang Education Consultancy.

Mr. Liu's previous appointments include Chairman of Langfang Huaxi Construction Consultancy Company Limited, Vice-Head in the Langfang Audit Office and Head of Construction Center Department.

Mr. Liu possesses a Diploma in Business Economics awarded by the Renmin University of China. Mr. Liu is also registered as an engineer in the People's Republic of China ("PRC"), a valuer with the China Appraisal Society and a qualified auditor accredited by the National Audit Office in the PRC.

Board Recommendation

The Board (other than the relevant director in relation to his own election) unanimously recommends the re-election of Mr Liu Ying Chun as director.

Axiom Properties Limited

ABN 40 009 063 834

Lodge your vote:



By Mail:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 556 161
(outside Australia) +61 3 9415 4000

Proxy Form

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For your vote to be effective it must be received by 10:00am (ACDT) Monday 7 November 2016

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions

Individual: Where the holding is in one name, the securityholder must sign.

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

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Turn over to complete the form →



View your securityholder information, 24 hours a day, 7 days a week:

www.investorcentre.com

- Review your securityholding
- Update your securityholding

Your secure access information is:

SRN/HIN:



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

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I/We being a member/s of Axiom Properties Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Axiom Properties Limited to be held at BDO, Level 7, 420 King William Street, Adelaide South Australia 5000 on Wednesday 23 November 2016 at 10:00am (ACDT) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on **Item 1** (except where I/we have indicated a different voting intention below) even though **Item 1** is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on **Item 1** by marking the appropriate box in step 2 below.

STEP 2 Items of Business

PLEASE NOTE: If you mark the Abstain box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

ORDINARY BUSINESS

	For	Against	Abstain
1 Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Change of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Mr Ian Laurance AM as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Re-election of Mr Liu Ying Chun as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____

Date ____ / ____ / ____