

# NOTICE OF ANNUAL GENERAL MEETING

## CTI LOGISTICS LIMITED ABN 69 008 778 925

Notice is hereby given that the **Annual General Meeting** of the members of CTI Logistics Limited (the "**Company**") will be held at The Backlot, 21 Simpson Street, West Perth, Western Australia at **5:00 pm** on **Tuesday, 22 November 2016**. (Parking is available in the CTI car park.)

### ORDINARY BUSINESS

### FINANCIAL STATEMENTS

To receive and consider the Financial Statements and the reports of the directors and of the auditors of the Company and its controlled entities for the year ended 30 June 2016.

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

#### 1. ADOPTION OF REMUNERATION REPORT

"That, for the purpose of section 250R(2) of the Corporations Act, and for all other purposes, the Remuneration Report for the year ended 30 June 2016 forming part of the Company's 2016 Annual Report be adopted."

The vote on this resolution is advisory only and does not bind the directors or the Company.

Voting exclusion statement:

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

- (a) a member of the key management personnel ("KMP"), details of whose remuneration are included in the Remuneration Report; or
- (b) a closely related party of such a member.

However, the Company need not disregard a vote if:

- (a) the person does so as a proxy appointed in writing that specifies how the proxy is to vote on the proposed resolution **or** the proxy is the Chairman of the Meeting and the appointment of the Chairman as proxy does not specify the way the proxy is to vote on this resolution and expressly authorises the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP; and
- (b) the vote is not cast on behalf of a person described in sub-paragraphs (a) or (b) above.

Under the Corporations Act, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive annual general meetings of the Company, shareholders will be required to vote at the second of those annual general meetings on a resolution (a "spill resolution") on whether to hold a further meeting to spill the board as required by the Corporations Act.

The Company's auditor, KPMG, will be present at the Annual General Meeting and shareholders will have an opportunity to ask the auditor questions in relation to the conduct of the audit, the auditor's report, the Company's accounting policies and the independence of the auditor.

#### 2. RE-ELECTION OF MR MATTHEW DAVID WATSON AS A DIRECTOR

"That Mr Watson, who retires by rotation in accordance with the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a director of the Company."

#### 3. RE-ELECTION OF MR BRUCE EDMOND SAXILD AS A DIRECTOR

"That Mr Saxild, who retires by rotation in accordance with the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a director of the Company."

A Proxy Form accompanies this Notice of Meeting.

By order of the Board.



O R Venter  
COMPANY SECRETARY  
21 October 2016

## **Voting, proxy appointment and meeting instructions**

### ***How to vote***

Shareholders can vote by either attending the Annual General Meeting to vote in person or by attorney or, in the case of corporate shareholders, by appointing a corporate representative to attend and vote or by appointing a Proxy to attend and vote on their behalf using the Proxy Form accompanying this Notice of Meeting.

Attorneys who plan to attend the Annual General Meeting in person must ensure a certified copy of the power of attorney, or the power itself, is received by the Company in the same manner, and by the same time as outlined for Proxy Forms below.

### ***Lodgement of Proxy Form***

To be effective, the Proxy Form (and any power of attorney or other authority, if any, under which it is signed or a certified copy thereof) must be received by the Company not less than 48 hours before the time of the Annual General Meeting, being **5.00pm (WST) on Sunday, 20 November 2016**.

Proxy Forms may be lodged in person or by post to the Company's registered office at 1 Drummond Place, West Perth, 6005 or by facsimile to +61 8 9227 8000.

### ***Appointment of a Proxy***

The Proxy may, but need not be, a shareholder of the Company. The Proxy can be either an individual or a body corporate.

If the individual or body corporate you wish to appoint as your Proxy is someone other than the Chairman, please write the full name of that individual or body corporate in the space provided on the Proxy Form. If you leave this section blank, or your named Proxy does not attend the Annual General Meeting, the Chairman of the Annual General Meeting will be your Proxy.

You are entitled to appoint up to two persons as proxies to attend the Annual General Meeting and vote on a poll. Each Proxy will have the right to vote on a poll and also speak at the Annual General Meeting. 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 (fractions to be disregarded).

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.

Should any resolution, other than those specified in this Notice of Meeting, be proposed at the Annual General Meeting, a Proxy may vote on that resolution as he or she chooses.

### ***Votes on Resolutions***

You may direct your proxy how to vote by placing a mark in one of the boxes opposite the Resolutions. All your shareholding will be voted in accordance with such direction unless you indicate only a portion of voting rights are to be voted on the Resolutions by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the Resolutions, your Proxy may vote, or abstain from voting, as he or she chooses (subject to any voting restrictions). If you mark more than one box on a Resolution without specifying the portion of your voting rights to be voted on each, your vote on the Resolution will be invalid.

### ***Voting restrictions that may affect your Proxy appointment***

Due to the voting restrictions that may apply to certain item of business, the key management personnel ("KMP") and their closely related parties will not be able to vote your proxy on Resolution 1 (Remuneration Report) unless you have directed them how to vote or, in the case of the Chairman, if you expressly authorise him or her.

### ***Corporate representatives***

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

### ***Determination of voting entitlements (snapshot date)***

In accordance with paragraphs 7.11.37 and 7.11.38 of the Corporations Regulations, the board has determined that a person's entitlement to vote at the Annual General Meeting will be the entitlement of that person set out in the Register of Shareholders of the Company as at **5.00pm (WST) on Sunday, 20 November 2016**.

### ***Questions from shareholders***

At the Annual General Meeting, the Chairman will allow a reasonable opportunity for shareholders to ask questions or make comments on the management of the Company and the Remuneration Report.

**PROXY FORM**

**CTI LOGISTICS LIMITED  
ABN 69 008 778 925**

Registered Office: 1 Drummond Place  
West Perth, Western Australia 6005  
Facsimile: (08) 9227 8000

The Secretary  
CTI Logistics Limited  
1 Drummond Place  
WEST PERTH WA 6005

**For your vote or proxy appointment to be effective it must be received by 5.00pm (WST) on Sunday, 20 November 2016.**

I/We.....  
of .....  
being a member/members of CTI Logistics Limited

hereby appoint .....

or failing him/her, the Chairman of the Meeting as my/our Proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held at The Backlot, 21 Simpson Street, West Perth, Western Australia on Tuesday, 22 November 2016 at 5:00 pm and at any adjournment thereof.

If two Proxies are being appointed the proportion of my/our voting rights that each Proxy is appointed to represent is as set out above.

If you wish to direct your Proxy how to vote in respect of the proposed resolution, you should tick the appropriate box below. Otherwise your Proxy may vote as he/she thinks fit **(subject to the provisions of the Notice of Meeting and the voting restrictions contained therein and to the extent permitted by law)** or abstain from voting.

**The 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 Resolution 1 (except where I/we have indicated a different voting intention below) even though Resolution 1 is connected directly or indirectly with the remuneration of a member of the KMP, which includes the Chairman.

**The Chairman of the Meeting intends to vote all undirected proxies in favour of all resolutions (including remuneration related matters):** 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 Resolution 1 by marking the appropriate box below. In exceptional circumstances, the Chairman may change his or her voting intention on any resolution, in which case an ASX announcement will be made.

**ORDINARY RESOLUTIONS**

- 1. To adopt the Remuneration Report
- 2. To re-elect Mr Matthew David Watson as a director of the Company
- 3. To re-elect Mr Bruce Edmond Saxild as a director of the Company

FOR	AGAINST	ABSTAIN
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signed this ..... day of.....

**By:**

**Individuals and joint holders**

Signature
Signature
Signature

**Companies (affix common seal if appropriate)**

Director
Director/Company Secretary
Sole Director