



Ambertech Limited (ACN 079 080 158)

Notice of Extraordinary General Meeting (EGM)(Spill Meeting)

Notice is hereby given that an EGM of Ambertech Limited ("the Company") will be held at Unit 1, 2 Daydream Street, Warriewood on Thursday 12 January 2017 at 10:00am.

Agenda

**THIS IS AN IMPORTANT DOCUMENT AND REQUIRES YOUR ATTENTION.
YOU SHOULD READ THIS DOCUMENT IN ITS ENTIRETY.
YOU ARE URGED TO CONSIDER THESE ISSUES CAREFULLY AND EXERCISE YOUR RIGHT TO VOTE.**

Business of the EGM

1. Election of Directors

Resolution 1: Re-election of Mr Peter Wallace as a Director

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

"That Mr Peter Wallace, being a Director of the Company who will cease to hold office immediately before the end of this extraordinary general meeting in accordance with section 250V(b) of the Corporations Act and, being eligible, is re-elected as a Director of the Company."

Resolution 2: Re-election of Mr Tom Amos as a Director

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

"That Mr Tom Amos, being a Director of the Company who will cease to hold office immediately before the end of this extraordinary general meeting in accordance with section 250V(b) of the Corporations Act and, being eligible, is re-elected as a Director of the Company."

Resolution 3: 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, being a Director of the Company who will cease to hold office immediately before the end of this extraordinary general meeting in accordance with section 250V(b) of the Corporations Act and, being eligible, is re-elected as a Director of the Company."

Resolution 4: Re-election of Mr David Swift as a Director

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

"That Mr David Swift, being a Director of the Company who will cease to hold office immediately before the end of this extraordinary general meeting in accordance with section 250V(b) of the Corporations Act and, being eligible, is re-elected as a Director of the Company."

By order of the Board

Robert Glasson
Company Secretary
8 December 2016



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.

Background to the Spill Meeting

At the 2016 Annual General Meeting (AGM) more than 25% of votes cast were against the adoption of the Remuneration Report for the 2016 financial year (a second strike). As a result, shareholders were required to vote on a resolution (spill resolution) on whether an extraordinary general meeting of the Company should be held (spill meeting) at which all of the Company's Directors (other than the Managing Director (who may continue to hold office without re-election under the ASX Listing Rules) must stand for re-election, should they wish to continue as Directors. These requirements are as prescribed in section 250V of the Corporations Act.

The spill resolution (which is an ordinary resolution) was passed at the 2016 AGM. As such section 250V of the Corporations Act requires the Company to hold a spill meeting within 90 days after the spill resolution was passed. This is intended to serve as notice for that meeting.

Resolutions

Resolutions to be put to the meeting are as follows:

Resolution 1 – Re-election of Mr Peter Wallace as a Director of the Company

Mr Wallace being a Director of the Company who will cease to hold office immediately before the end of the spill meeting and, being eligible, offers himself for re-election as a Director of the Company.

Resolution 2 – Re-election of Mr Tom Amos as a Director of the Company

Mr Amos being a Director of the Company who will cease to hold office immediately before the end of the spill meeting and, being eligible, offers himself for re-election as a Director of the Company.

Resolution 3 – Re-election of Mr Ed Goodwin as a Director of the Company

Mr Goodwin being a Director of the Company who will cease to hold office immediately before the end of the spill meeting and, being eligible, offers himself for re-election as a Director of the Company.

Resolution 4 – Re-election of Mr David Swift as a Director of the Company

Mr Swift being a Director of the Company who will cease to hold office immediately before the end of the spill meeting and, being eligible, offers himself for re-election as a Director of the Company.

Each of the above resolutions are ordinary resolutions, and will be passed if 50% of the votes cast by shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate shareholder, by a corporate representative) are cast in favour of each Resolution.

Directors' Recommendation

The Directors note that the Government's stated intention of the "two strikes rule" was to empower shareholders to constrain remuneration arrangements that were clearly excessive. The Directors do not consider this to be the case for the Company. As described in the Remuneration Report for the 2016 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 and as such, limited incentive payments have been made.

The non-executive directors' remuneration has not changed since 1 January 2010.

Accordingly:

- (a) the Directors (with Mr P Wallace abstaining) recommend that shareholders vote in favour of Resolution 1.
- (b) the Directors (with Mr T Amos abstaining) recommend that shareholders vote in favour of Resolution 2.
- (c) the Directors (with Mr E Goodwin abstaining) recommend that shareholders vote in favour of Resolution 3.
- (d) the Directors (with Mr D Swift abstaining) recommend that shareholders vote in favour of Resolution 4.

The Chairman of the meeting intends to vote all undirected proxies in favour of Resolutions 1, 2, 3 and 4.




Ambertech
LIMITED


ABN 17 079 080 158


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

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

STEP 1

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 Extraordinary General Meeting of the Company to be held at **10:00am on Thursday, 12 January 2017 at Unit 1, 2 Daydream Street, Warriewood, NSW 2102 (the Meeting)** and at any postponement or adjournment of the Meeting.

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 Peter Wallace as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Mr Peter Amos as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Mr Ed Goodwin as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Re-election of Mr David Swift as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 2

 * 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).

STEP 3

AMO PRX1701A



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.

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:

- 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
- 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.

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 **10:00am on Tuesday, 10 January 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

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 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 EXTRAORDINARY GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**