



AFT CORPORATION LTD

ABN 33 004 701 062

NOTICE OF ANNUAL GENERAL MEETING, EXPLANATORY MEMORANDUM AND PROXY FORM

Date of Meeting
Friday 26 May 2017

Time of Meeting
10.00am (AEST)

Place of Meeting
Office of Banks Group Sydney
Level 4, 56 Clarence St
Sydney NSW 2000

AFT CORPORATION LTD
ABN 33 004 701 062
(Company)

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the Shareholders of the Company will be held at:

The Office of Banks Group Sydney, Level 4, 56 Clarence St, Sydney NSW 2000 on Friday, 26 May 2017 at 10.00am

An Explanatory Memorandum containing information in relation to each of the resolutions to be put to the Meeting accompanies this Notice.

In accordance with regulation 7.11.37 of the Corporations Regulations 2001, it has been determined that shares in the Company will be taken to be held by the persons who are registered holders as at 8.00am (AEST) on Wednesday, 24 May 2017. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

If you wish to vote on the resolutions contained in this notice, you should either attend the Meeting in person, or appoint a proxy or proxies to attend on your behalf. To be valid, Proxy Forms must be completed and returned to the Company no later than 10.00am (AEST) Wednesday, 24 May 2017.

A body corporate may appoint a representative to attend in accordance with the Corporations Act. An executed notice evidencing the appointment of the person attending as a body corporate representative is required when registering at the Annual General Meeting if not previously lodged with the Company.

Refer to the instructions on the enclosed proxy form in relation to the appointment of proxies.

AGENDA

To consider and, if thought fit, to pass the following resolutions:-

ORDINARY BUSINESS

2016 Accounts

To receive and consider the Directors' report and statement of financial performance for the year ended 31 December 2016, the statement of financial position at that date, the Auditors' report and the Directors' declaration on the accounts.

Non-binding Ordinary Resolution 1: Remuneration Report

To consider and, if thought fit, pass the following resolution as an ordinary resolution (advisory vote only):

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

For all resolutions that are directly or indirectly related to the remuneration of a member of the key management personnel (KMP) (which includes each of the Directors) (being the resolution in respect of Resolution 1), the Corporations Act 2001 (Cth) restricts KMP and their closely related parties (as defined in the Corporations Act 2001 (Cth)) from voting in some circumstances.

The Company will disregard any votes cast on Resolution 1 by or on behalf of a KMP named in the Company's Remuneration Report or that KMP's closely related parties, unless the vote is cast by a person as proxy for a person entitled to vote in accordance with a direction on the proxy form or by the Chairman of the Meeting pursuant to an express authorisation to exercise the proxy.

The KMP and their closely related parties will not be able to vote as your proxy on Resolution 1 unless you direct them how to vote, or if the Chairman of the Meeting is your proxy, you expressly authorise him to vote as he sees fit on Resolution 1. If you intend to appoint a member of the KMP (other than the Chairman of the Meeting) or one of their closely related parties as your proxy, please ensure that you direct them how to vote on Resolution 1. If you appoint the Chairman of the Meeting as your proxy, or the Chairman of the Meeting is appointed your proxy by default, but you do not direct him how to vote on Resolution 1, you will be taken to have expressly authorised the Chairman of the Meeting to vote as he decides.

The Chairman intends to vote all available proxies in favour of the resolutions before the meeting.

Ordinary Resolution 2: Re-Election of Mr Neil Bourne as a Director of the Company

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

"That Mr Neil Bourne, a director retiring by rotation in accordance with the Company's Constitution, is re-elected as a director of the Company."

Ordinary Resolution 3: Re-Election of Mr Lawrence Cao as a Director of the Company

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

"That Mr Lawrence Cao, a director appointed by the board is retiring in accordance with the Company's Constitution, is re-elected as a director of the Company."

Ordinary Resolution 4: Authorisation of Conversion of Shares

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

"That, in accordance with section 32.3(a) of the company's constitution and section 254H of the Corporations Act 2001, Shareholders approve the conversion of shares into a smaller number of shares at a ratio of 400:1 on the terms, timetable and conditions set out in the Explanatory Memorandum that forms part of this Notice of Annual General Meeting".

By Order of the Board

M WATSON

Company Secretary

Dated: 12 April 2017

AFT CORPORATION LTD
ABN 33 004 701 062
(Company)

EXPLANATORY MEMORANDUM

This Explanatory Memorandum is intended to provide Shareholders information to assess the merits of the Resolutions contained in the accompanying Notice of Annual General Meeting of the Company. The Directors of the Company (**Directors**) 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 of Annual General Meeting:

Non-Binding Ordinary Resolution 1: Remuneration Report

Pursuant to section 250R(2) of the Corporations Act, a resolution adopting the Remuneration Report contained within the Directors' Report must be put to a 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 Remuneration Report is set out within the Director's Report at pages 12 to 15. The Report:

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

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Meeting. The Board unanimously recommends that shareholders vote in favour of adopting the Remuneration Report.

To approve the Remuneration Report for the year ended 31 December 2016. AFT Corporation Limited will disregard any votes cast (in any capacity) on item 1 by or on behalf of a member of the Key Management Personnel (KMP) named in the Remuneration Report or that KMP's closely related party unless the vote is cast as proxy for a person entitled to vote in accordance with a direction on the proxy form.

Ordinary Resolution 2: Re-Election of Mr Neil Bourne as a Director of the Company

Section 3.6(a) of the Company's Constitution provides that at the Annual General Meeting of the Company, one third of the Directors shall retire from office. Accordingly, Mr Neil Bourne, 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. Information about Mr Bourne is set out on page 10 of the Company's 2016 Annual Report.

The Board (with Mr Neil Bourne abstaining) recommends that shareholders vote in favour of this resolution.

Ordinary Resolution 3: Re-Election of Mr Lawrence Cao as a Director of the Company

Section 3.3(a) of the Company's Constitution provides that at the Annual General Meeting of the Company, a director appointed by the board automatically retires at the next annual general meeting and is eligible for re-election by that general meeting. Accordingly, Mr Lawrence Cao, retires and being eligible, offers himself for re-election as a Director of the Company. Information about Mr Cao is set out on page 10 of the Company's 2016 Annual Report.

The Board (with Mr Lawrence Cao abstaining) recommends that shareholders vote in favour of this resolution.

ORDINARY RESOLUTION 4: Authorisation of Conversion of Shares

The company has over eight and half billion shares on issue and these shares have for some time had a share price at \$0.001. There has been minimal trading in the company's shares and so to create liquidity in the shares it is proposed to convert the number of shares currently on issue to a smaller number without changing the relative size of member's holdings in the company.

The Conversion of Shares would occur in the ratio of 400 to 1. As the date of writing being 12th April 2017, there are 8,508,528,009 shares on issue. In the event that no further shares are issued prior to the conversion date then the effect of the conversion would be to reduce the shares on issue 21,271,320.

Fractional entitlements arising from the conversion will be rounded up or down to the nearest whole number of shares.

The directors do not expect that there would be any taxation implications for shareholders due to the share consolidation, but each shareholder should obtain their own taxation advice to determine their taxation position.

If approved by Security holders, the timing of the Consolidation will be as follows:

Action	Date
The ASX is informed that the consolidation has been approved by Security holders.	Friday, 26 May 2017
The last day for trading in pre-consolidated holdings.	Monday, 29 May 2017
Trading in the consolidated securities on a deferred settlement basis starts.	Tuesday, 30 May 2017
Last day for registration of transfers on a pre-consolidating basis	Wednesday, 31 May 2017
First day for despatch of notice to each Security holders	Thursday, 1 June 2017
<ul style="list-style-type: none">• Issue date.• Last day for despatch of notices to each Security holder informing them of the changes to their holdings.• Last day for the Securities to be entered into the holders' security holdings to reflect the effect of the Consolidation.• Deferred settlement market ends.	Wednesday, 7 June 2017

GLOSSARY

Annual General Meeting or **Meeting** means the meeting of Shareholders convened by the Notice.

ASIC means Australian Securities and Investments Commission.

ASX means ASX Limited.

Board means the board of Directors of the Company.

Constitution means the Company's constitution.

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

Directors mean the current directors of the Company.

Explanatory Memorandum means this explanatory memorandum.

Listing Rules means the Listing Rules of ASX.

Notice means the notice of meeting accompanying this Explanatory Memorandum.

AEST means Australian Eastern Standard Time.

Resolutions means the resolutions contained in the Notice which Shareholders will vote upon.

Shareholder means a holder of a Share.

Shares means fully paid ordinary Shares in the capital of the Company.



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
- ☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

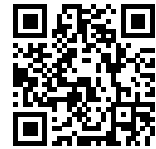
YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 10:00am AEST on Wednesday 24 May 2017.**

🖥 TO VOTE ONLINE

- STEP 1: VISIT** www.votingonline.com.au/aftagm2017
- 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 **10:00am AEST on Wednesday 24 May 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/aftagm2017
- 📠 **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.

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 **AFT Corporation Ltd** 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 Annual General Meeting of **AFT Corporation Ltd** to be held at the **Office of Banks Group Sydney, Level 4, 56 Clarence St, Sydney NSW 2000 on Friday 26 May 2017 at 10:00am 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.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolution 1, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this Resolution even though Resolution 1 is connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolution 1). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

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*
Resolution 1 To Adopt the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Re-Election of Mr Neil Bourne as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Re-Election of Mr Lawrence Cao as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Authorisation of Conversion of Shares	<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	Securityholder 2	Securityholder 3
<input style="width: 100%; height: 30px;" type="text"/>	<input style="width: 100%; height: 30px;" type="text"/>	<input style="width: 100%; height: 30px;" type="text"/>
Sole Director and Sole Company Secretary	Director	Director / Company Secretary

Contact Name..... Contact Daytime Telephone..... Date / /2017