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**SKYFII LIMITED**

*Harnessing big data to help drive customer loyalty and sales.*

**ASX: SKF**

118 Devonshire Street SYDNEY NSW 2010 AUSTRALIA

**T** +61 2 8188 1188

**W** www.skyfii.com

**ABN** 20 009 264 699

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3 June 2015

The Manager  
Company Announcements Office  
ASX Limited  
Level 4, Exchange Centre  
20 Bridge Street  
SYDNEY NSW 2000

Dear Sir/Madam

**Notice of General Meeting and Proxy Form**

SkyFii Limited (ASX: SKF) (**SkyFii** or **the Company**) has called a General Meeting in order to seek shareholder approval to ratify the Company's recent premium priced placement and to seek shareholder approval for a Director to acquire shares at that same price. A copy of the Notice of Meeting and Proxy form are attached.

Yours faithfully  
**SkyFii Limited**

A handwritten signature in black ink, appearing to read "H Roberts", is written over a horizontal line.

Heath Roberts  
Company Secretary

For personal use only



**SKYFII LIMITED**

**ACN 009 264 699**

**NOTICE OF GENERAL MEETING**

TIME: 11.00am (AEDT)

DATE: Friday, 10 July 2015

VENUE: Level 40, 2 Park St, SYDNEY NSW 2000

**THIS IS AN IMPORTANT DOCUMENT - If you are in any doubt as to how to act, you should consult your financial or legal adviser as soon as possible.**

For personal use only

## 1 Notice of General Meeting

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This Notice of Meeting should be read in conjunction with the accompanying Explanatory Memorandum.

Notice is given that a General Meeting of the Shareholders of SkyFii Limited to which this Notice relates will be held at 10.00am (AEDT) on Friday, 10 July 2015 at Level 40, 2 Park St, SYDNEY NSW 2000.

### 1.1 Voting Eligibility

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the General Meeting are those that are registered Shareholders at 10.00am (AEDT) on 8 July 2015.

### 1.2 Voting In Person

To vote in person, attend the General Meeting at the time, date and place set out above.

### 1.3 Voting by Proxy

To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

In accordance with section 249L of the Corporations Act, members are advised that:

- (a) each member has a right to appoint a proxy;
- (b) the proxy need not be a member of the Company; and
- (c) a member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes, then in accordance with section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

New sections 250BB and 250BC of the Corporations Act came into effect on 1 August 2012 and apply to voting by proxy on or after that date. Shareholders and their proxies should be aware of these changes to the Corporations Act, as they will apply to this General Meeting. Broadly, the changes mean that:

- (a) if proxy holders vote, they must cast all directed proxies as directed; and
- (b) any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

Further details on these changes is set out below.

#### **Proxy vote if appointment specifies way to vote**

Section 250BB(1) of the Corporations Act provides that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, **if it does**:

- (c) the proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (i.e. as directed); and
- (d) if the proxy has 2 or more appointments that specify different ways to vote on the resolution – the proxy must not vote on a show of hands; and
- (e) if the proxy is the chair of the meeting at which the resolution is voted on – the proxy must vote on a poll, and must vote that way (i.e. as directed); and
- (f) if the proxy is not the chair – the proxy need not vote on the poll, but if the proxy does

so, the proxy must vote that way (i.e. as directed).

**Transfer of non-chair proxy to Chair in certain circumstances**

Section 250BC of the Corporations Act provides that, if:

- (g) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- (h) the appointed proxy is not the Chair of the meeting; and
- (i) at the meeting, a poll is duly demanded on the resolution; and
- (j) either of the following applies:
  - (i) the proxy is not recorded as attending the meeting;
  - (ii) the proxy does not vote on the resolution,

the Chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.

## Agenda

### 1 To Ratify an Issue of Shares

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To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

*“That, for the purposes of Listing Rule 7.4 and for all other purposes, shareholders approve and ratify the prior allotment and issue of 12,727,276 shares to selected sophisticated and professional investors on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Meeting.”*

Voting Exclusion Statement:

In accordance with Listing Rule 14.11, the Company will disregard any votes cast on Resolution 1 by any person who participated in the issue of the Shares, or any associate of such a person.

However, in accordance with the Listing Rules, the Company need not disregard a vote if:

- it is cast by a person as a proxy for a Shareholder who is entitled to vote, in accordance with the directions on the proxy form; or
- if it is cast by the Chairman of the Meeting as proxy for a Shareholder who is entitled to vote, in accordance with the directions on the proxy form.

### 2 Issue of Shares to a Director – Mr Gary Flowers

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To consider, and if thought fit, to pass with or without amendment, the following resolution as an **ordinary resolution**:

*“That, in accordance with the Company's Constitution, Listing Rule 10.11 and for all other purposes, the Company approves the issue of 200,000 shares to or as directed by Mr Gary Flowers, at an issue price of \$0.22 per share, on the terms contained in the Explanatory Statement.”*

Voting Exclusion Statement:

The Company will disregard any votes cast on Resolution 2 (Issue of Shares to a Director – Mr Gary Flowers) by Mr Flowers, or his nominee, and by an associate of Mr Flowers, or his nominee, excluded from voting as provided for in Australian Securities Exchange Listing Rule 14.11.

However, the Company need not disregard a vote if:

- It is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- It is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

## Explanatory Memorandum

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This Explanatory Memorandum has been prepared for the information of shareholders in connection with the General Meeting of Shareholders to be held 11.00am (AEDT) on Friday, 10 July 2015 at Level 40, 2 Park St SYDNEY NSW 2000.

# EXPLANATORY MEMORANDUM

## Resolution 1 – To Ratify an Issue of Shares

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### Background

On 14 May 2015, the Company announced a placement of shares to selected sophisticated and professional investors (all 'Excluded Offerees' as defined in section 708 of the Corporations Act) to raise approximately \$2.8 million through the issue of 12,727,276 shares at an issue price of \$0.22 per Share (the Placement). The Placement was completed and the new shares issued and allotted on 19 May 2015.

The sophisticated and professional investors who have been issued shares are not related parties of the Company.

The prior approval of shareholders was not required in respect of the Placement as it did not exceed the 15% restriction imposed upon listed companies by ASX Listing Rule 7.1.

Listing Rule 7.4 provides that if the Placement is ratified by Shareholders, the Company will again have the flexibility to issue further securities without shareholder approval within the 15% restriction imposed upon listed companies by ASX Listing Rule 7.1 and/or the 10% restriction imposed upon listed companies by Listing Rule 7.1A, as the case requires. In effect, by ratifying the Placement, the Company will 'refresh' its full placement capacity under ASX Listing Rules 7.1 and 7.1A.

The Board believes that it is in the best interests of the Company to maintain the ability to issue up to its full placement capacity so that the Company retains financial flexibility and can take advantage of commercial and fund raising opportunities that may arise.

### Information for Shareholders in accordance with Listing Rule 7.4

The following information is provided in relation to Resolution 1 in accordance with Listing Rule 7.5:

**Number of securities allotted:** The Placement consisted of the issue and allotment of 12,727,276 shares.

**Issue price:** Each share was issued at a price of A\$0.22.

**Term of the securities:** The shares issued under the Placement rank equally with the existing shares on issue and coded 'SKF'.

**Allottees:** The shares were issued to selected sophisticated and professional investors, all 'Excluded Offerees' as defined in section 708 of the Act, who are not related parties of the Company.

**Intended use of funds:** The Company intends to use the funds raised under the Placement to roll out and expand the Company's business plan. Further details are provided in the Company's release to the ASX dated 14 May 2015, entitled 'SkyFii Investor Presentation May 2015'.

### Recommendation

*The Board unanimously recommends that the Shareholders approve Resolutions 1 as each Director intends to do with regard to their own shareholdings in the Company.*

## Resolutions 2 – Issue of Shares to a Director – Mr Gary Flowers

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### Background

Director and Chairman of SkyFii Limited, Mr Gary Flowers, wishes to support the Company by subscribing for shares at the same price the recent Placement (subject of Resolution 1, above) was conducted.

The proposed issue of shares to Mr Flowers must first be approved by Shareholders of the Company, and is subject of Resolution 2. The following information is provided in accordance with Listing Rule 10.11:

| Director     | Number of shares | Issue Price      | Total share subscription price / funds raised |
|--------------|------------------|------------------|---|
| Gary Flowers | 200,000          | \$0.22 per share | \$44,000                                      |

Subject to shareholder approval, the shares subject of Resolutions 2 will be issued and allotted within one month of shareholder approval being on or before 10 August 2015. The shares, if issued, will rank equally with SkyFii's fully paid ordinary shares trading on ASX and coded 'SKF'. Funds raised by the share issues will be used for general working capital. Further details are provided in the Company's release to the ASX dated 14 May 2015, entitled 'SkyFii Investor Presentation May 2015'.

As provided in Exception 14 to Listing Rule 7.2, if shareholder approval of the share issues is given under Listing Rule 10.11, approval is not required under Listing Rule 7.1.

### Recommendation

*As a member of the Board is the subject of Resolutions 2, the Board makes no recommendation with regard to that resolution.*

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# SKYFII LTD

ACN: 009 264 699

## REGISTERED OFFICE:

SUITE 3  
LEVEL 2  
118 DEVONSHIRE STREET  
SURRY HILLS NSW 2010

## SHARE REGISTRY:

Security Transfer Registrars Pty Ltd  
**All Correspondence to:**  
PO BOX 535, APPLECROSS WA 6953  
AUSTRALIA  
770 Canning Highway, APPLECROSS WA 6153  
AUSTRALIA  
T: +61 8 9315 2333 F: +61 8 9315 2233  
E: registrar@securitytransfer.com.au  
W: www.securitytransfer.com.au

+

«EFT\_REFERENCE\_NUMBER»

«HOLDER\_NAME»  
«ADDRESS\_LINE\_1»  
«ADDRESS\_LINE\_2»  
«ADDRESS\_LINE\_3»  
«ADDRESS\_LINE\_4»  
«ADDRESS\_LINE\_5»

Code:

SKF

Holder Number:

«HOLDER\_NUM»

## PROXY FORM

THIS DOCUMENT IS IMPORTANT. IF YOU ARE IN DOUBT AS TO HOW TO DEAL WITH IT, PLEASE CONTACT YOUR STOCK BROKER OR LICENSED PROFESSIONAL ADVISOR.

**VOTE  
ONLINE**

Lodge your proxy vote securely at [www.securitytransfer.com.au](http://www.securitytransfer.com.au)

1. Log into the Investor Centre using your holding details.
2. Click on "Proxy Voting" and provide your Online Proxy ID to access the voting area.

«ONLINE»

### SECTION A: Appointment of Proxy

I/We, the above named, being registered holders of the Company and entitled to attend and vote hereby appoint:

The meeting chairperson

**OR**

or failing the person named, or if no person is named, the Chairperson 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, as the Proxy sees fit) at the General Meeting of the Company to be held at 11:00am AEDT on Friday 10 July 2015 at Level 40, 2 Park St, Sydney NSW 2000 and at any adjournment of that meeting.

### SECTION B: Voting Directions

Please mark "X" in the box to indicate your voting directions to your Proxy. The Chairperson of the Meeting intends to vote undirected proxies **in FAVOUR** of all the resolutions. In exceptional circumstances, the Chairperson of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

#### RESOLUTION

1. To Ratify an Issue of Shares

For

Against

Abstain\*

2. Issue of Shares to a Director - Mr Gary Flowers

If no directions are given my proxy may vote as the proxy thinks fit or may abstain. \* 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.

### SECTION C: Signature of Security Holder(s)

This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Security Holder

Security Holder 2

Security Holder 3

Sole Director & Sole Company Secretary

Director

Director/Company Secretary

Proxies must be received by Security Transfer Registrars Pty Ltd no later than 11.00 AEDT on Wednesday 8 July 2015.

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My/Our contact details in case of enquiries are:

Name:

Number:

(  )

### 1. NAME AND ADDRESS

This is the name and address on the Share Register of the Company. If this information is incorrect, please make corrections on this form. Shareholders sponsored by a broker should advise their broker of any changes. Please note that you cannot change ownership of your shares using this form.

### 2. APPOINTMENT OF A PROXY

If the person you wish to appoint as your Proxy is someone other than the Chairperson of the Meeting please write the name of that person in Section A. If you leave this section blank, or your named Proxy does not attend the meeting, the Chairperson of the Meeting will be your Proxy. A Proxy need not be a shareholder of the Company.

### 3. DIRECTING YOUR PROXY HOW TO VOTE

To direct the Proxy how to vote place an "X" in the appropriate box against each item in Section B. Where more than one Proxy is to be appointed and the proxies are to vote differently, then two separate forms must be used to indicate voting intentions.

### 4. APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two (2) 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 contacting the Company's share registry or you may photocopy this form.

To appoint a second Proxy you must:

- a) On each of the Proxy forms, state the percentage of your voting rights or 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 of your votes; and
- b) Return both forms in the same envelope.

### 5. SIGNING INSTRUCTIONS

**Individual:** where the holding is in one name, the Shareholder must sign.

**Joint Holding:** where the holding is in more than one name, all of the Shareholders must sign.

**Power of Attorney:** to sign under Power of Attorney you must have already lodged this document with the Company's share 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 may sign alone. Otherwise this form must be signed by a Director jointly with either another Director or Company Secretary. Please indicate the office held in the appropriate place.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be lodged with the Company before the meeting or at the registration desk on the day of the meeting. A form of the certificate may be obtained from the Company's share registry.

### 6. LODGEMENT OF PROXY

Proxy forms (and any Power of Attorney under which it is signed) must be received by Security Transfer Registrars Pty Ltd no later than the date and time stated on the form overleaf. Any Proxy form received after that time will not be valid for the scheduled meeting.

The proxy form does not need to be returned to the share registry if the votes have been lodged online.

#### Security Transfer Registrars Pty Ltd

|                       |  |
|-----------------------|--|
| <b>Online</b>         | <a href="http://www.securitytransfer.com.au">www.securitytransfer.com.au</a>             |
| <b>Postal Address</b> | PO BOX 535<br>Applecross WA 6953 AUSTRALIA   |
| <b>Street Address</b> | Alexandrea House<br>Suite 1, 770 Canning Highway<br>Applecross WA 6153 AUSTRALIA         |
| <b>Telephone</b>      | +61 8 9315 2333  |
| <b>Facsimile</b>      | +61 8 9315 2233  |
| <b>Email</b>          | <a href="mailto:registrar@securitytransfer.com.au">registrar@securitytransfer.com.au</a> |

#### PRIVACY STATEMENT

Personal information is collected on this form by Security Transfer Registrars Pty Ltd as the registrar for securities issuers for the purpose of maintaining registers of security holders, facilitating distribution payments and other corporate actions and communications. Your personal details may be disclosed to related bodies corporate, to external service providers such as mail and print providers, or as otherwise required or permitted by law. If you would like details of your personal information held by Security Transfer Registrars Pty Ltd or you would like to correct information that is inaccurate please contact them on the address on this form.

