

# Oriental Technologies Investment Limited

ABN 13 060 266 248

## Notice of Annual General Meeting

### Explanatory Statement

and

### Proxy Form

Date of Meeting  
Wednesday, 30 May 2018

Time of Meeting  
11.00 am

Place of Meeting

Ben Lexcen Room  
RSM  
Level 13  
60 Castlereagh Street  
Sydney NSW  
2000

## **NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the Annual General Meeting of Shareholders of Oriental Technologies Investment Limited (Oriental or the Company) will be held on Wednesday, 30 May 2018, commencing at 11.00am at the Ben Lexcen Room, RSM, Level 13, 60 Castlereagh Street, Sydney, New South Wales.

The enclosed Explanatory Statement accompanies and forms part of this Notice of Meeting.

### **AGENDA**

#### **ORDINARY BUSINESS**

##### **Accounts and Reports**

To receive and consider the annual financial report for the financial year ended 31 December 2017, together with the reports by directors and auditors thereon.

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

##### **Resolution 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 set out in the Company's 2017 Annual Report for the financial year ended 31 December 2017 be adopted.

**Note:** The vote on this resolution is advisory only and does not bind the directors of the Company.

##### **Voting Exclusion Statement:**

Pursuant to section 250R (4) of the Corporations Act, the Company is required to disregard any votes cast on Resolution 1 (in any capacity) by or on behalf of any of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member (together "prohibited persons").

However, the Company will not disregard a vote if:

- (c) the prohibited person does so as a proxy appointed by writing that specifies how the proxy is to vote on the proposed resolution; and
- (d) the vote is not cast on behalf of a prohibited person.

##### **Resolution 2: Re-election of Director (Mr J Wardman)**

That Mr John Wardman, being a Director of the Company who was appointed by the Company's Board of Directors since the last annual general meeting, retires in accordance with Clause 3.3 of the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a director of the Company.

##### **Resolution 3: Re-election of Director (Mr S Brown)**

That Mr Scott Brown, being a Director of the Company who was appointed by the Company's Board of Directors since the last annual general meeting, retires in accordance with Clause 3.3 of the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a director of the Company.

##### **Resolution 4: Re-election of Director (Mr C Welch)**

That Mr Campbell Welch, being a Director of the Company who was appointed by the Company's Board of Directors since the last annual general meeting, retires in accordance with Clause 3.3 of the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a director of the Company.

## **Resolution 5: Ratification of share placement on 24 November 2017**

That, for the purposes of Listing Rule 7.4, the previous issue by the Company of 13,000,000 fully paid ordinary shares in the capital of the Company at a price of 1 cent per share, as announced to the Australian Securities Exchange on 24 November 2017 and issued to sophisticated and professional investors, and as described further in the attached Explanatory Memorandum, is hereby ratified and approved.

### **Voting Restriction**

The Company will disregard any votes cast in favour of Resolution 5 by or on behalf of any person who participated in the share issue under the placement or any of their associates. However, the Company need not disregard a vote if:

- it is cast by a person as a 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.

## **SPECIAL BUSINESS**

### **Resolution 6: Change of Name**

To consider and, if thought fit, to pass the following resolution as a special resolution:

That, for the purposes of section 157(1)(a) and for all other purposes, approval is given for the name of the Company to be changed to Shine Metals Limited.

### **Voting at General Meeting**

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 who are registered Shareholders of the Company at 7.00pm on 28 May 2018. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the general meeting.

Proxy and Voting Entitlement Instructions are included on the Proxy Form accompanying this Notice of Meeting.

BY ORDER OF THE BOARD

W J Kernaghan  
Company Secretary  
18 April 2018

## **EXPLANATORY STATEMENT**

### **1. INTRODUCTION**

This Explanatory Statement has been prepared for the information of Shareholders of Oriental Technologies Investment Limited ("the Company") in connection with the business to be conducted at the annual general meeting of Shareholders to be held at the Ben Lexcen Room, RSM, Level 13, 60 Castlereagh Street, Sydney, New South Wales on Wednesday, 30 May 2018 at 11.00am.

This Explanatory Statement forms part of and should be read in conjunction with the accompanying Notice of Meeting.

### **2. 2017 ANNUAL REPORT**

In accordance with the requirements of the Company's Constitution and the Corporations Act, the 2017 Annual Report will be tabled at the annual general meeting. Shareholders will have the opportunity of discussing the Annual Report and making comments and raising queries in relation to the Report. There is no requirement for a formal resolution on this item.

Representatives from the Company's auditors, RSM, will be present to take shareholders' questions and comments about the conduct of the audit and the preparation and content of the audit report.

### **2. ADOPTION OF REMUNERATION REPORT – Resolution 1**

#### **2.1 General**

Pursuant to section 250R (2) of the Corporations Act, the Company is required to put the Remuneration Report to the vote of Shareholders. The Directors' Report for the year ended 31 December 2017 contains the Remuneration Report which sets out the remuneration policy for the Company and reports on the remuneration arrangements in place for the Directors and Key Management Personnel.

Resolution 1 is advisory only and does not bind the Directors of the Company. Of itself, a failure of Shareholders to pass Resolution 1 will not require the Directors to alter any of the arrangements in the Remuneration Report.

A reasonable opportunity will be provided for discussion of the remuneration report at the Annual General Meeting.

#### **2.2 Voting consequences**

If at least 25% of the votes cast on a remuneration report resolution are voted against adoption of the remuneration report in two consecutive annual general meetings, the Company will be required to put to Shareholders a resolution proposing the calling of an extraordinary general meeting to consider the appointment of directors of the Company (Spill Resolution) at the second annual general meeting.

If more than 50% of shareholders vote in favour of the Spill Resolution, the company must convene the extraordinary general meeting (Spill Meeting) within 90 days of the second annual general meeting.

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

### **3. Re-election of Directors –Resolutions 2 to 4**

Resolutions 2 to 4 relate to the re-election of Messrs Wardman, Brown and Welch as Directors.

In accordance with the requirements of clause 3.3 of the Company's Constitution, Messrs Wardman, Brown and Welch having been appointed since the last annual general meeting and retire and, being eligible, offer themselves for election.

A summary of the qualifications and experience of Messrs Wardman, Brown and Welch is provided in the Annual Report.

#### **4. Ratification of share placement on 24 November 2017 – Resolution 5**

On 24 November 2017 the Company announced it had issued 13,000,000 new Shares at an issue price of 1 cent per Share to clients of sophisticated and professional investors. None of the allottees were related parties of the Company. The purpose of the issue was to provide general working capital.

The directors are restricted by Listing Rule 7.1 from issuing new securities in the Company, which would dilute existing shareholdings, to a maximum of 15% of the expanded issued capital in any 12 month period. There are exceptions which allow the directors to issue new securities above that limit which include pro rata rights issues and issues with shareholder approval.

ASX Listing Rule 7.4 allows the Company to seek the approval of shareholders of the Company to an issue of securities after the issue has been made without approval under Listing Rule 7.1, provided the issue did not breach Listing Rule 7.1 and the holders of ordinary shares in the Company subsequently approve the issue.

As the issue was not in breach of Listing Rule 7.1 and was not previously approved by the shareholders of the Company, the directors are now seeking shareholders' approval and ratification for the issue of the Shares.

If resolution 5 is passed, the Company will be able to utilise Listing Rule 7.1 for future issues of up to 15% of the expanded issued capital in the next 12 month period without having to convene a shareholders meeting to seek shareholders' approval of any such issues. The directors believe it is desirable to have the flexibility afforded to the Company to issue securities up to the maximum 15% allowable under Listing Rule 7.1 and accordingly recommend that shareholders vote in favour of the resolution.

The Shares issued pursuant to the placement rank equally in all respects with all existing Shares previously issued by the Company.

\$130,000 was raised from the issue and will be used to provide funds for working capital.

The Directors recommend that the shareholders vote to approve Resolution 5

#### **5. RESOLUTION 6: Change of Company Name**

Section 157(1)(a) of the Corporations Act provides that a company may change its name if the company passes a special resolution adopting a new name.

Resolution 6 seeks the approval of Shareholders for the Company to change its name to **"Shine Metals Limited"**.

If Resolution 6 is passed the change of name will take effect when ASIC alters details of the Company's registration.

The proposed name has been reserved by the Company and if Resolution 6 is passed, the Company will provide a copy of the special resolution to ASIC in order to effect the change.

The Board propose this change of name on the basis that it more accurately reflects the future operations of the Company.

## 6. DEFINITIONS

**ASX** means ASX Limited ABN 98 008 624 691.

**Closely Related Party** of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth).

**Constitution** means the Company's constitution.

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

**Directors** means the current directors of the Company.

**Explanatory Statement** means this Explanatory Statement.

**Oriental or the Company** means Oriental Technologies Investment Limited ACN 060 266 248.

**Key Management Personnel** means has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company.

**Listing Rules** means the official listing rules of ASX.

**Meeting** means the meeting convened by the Notice of Meeting.

**Notice of Meeting** means the notice of annual general meeting which forms part of this Explanatory Statement.

**Remuneration Report** means the remuneration report set out in the Director's report section of the Company's annual financial report for the year ended 31 December 2017.

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

**Shareholder** means a holder of a Share.

## PROXY FORM

The Secretary  
Oriental Technologies Investment Limited  
PO Box R383  
Royal Exchange NSW 1225

I/We (full name)

\_\_\_\_\_ of \_\_\_\_\_  
being a member(s) of Oriental Technologies Investment Limited, hereby appoint as my/our proxy

\_\_\_\_\_ of \_\_\_\_\_  
or, failing him/her the Chairperson of the Meeting to attend and vote for me/us at the general meeting of the Company to be held at 11.00am on Wednesday, 30 May 2018 and at an adjournment thereof in respect of \_\_\_\_\_% of my/our shares or, failing any number being specified, ALL of my/our shares in the Company.

### RESOLUTIONS

	FOR	AGAINST	ABSTAIN
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Director – J Wardman	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Director – S Brown	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Re-election of Director – C Welch	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Ratification of share placement – 24 November 2017	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6 Change of name – Shine Metals Limited	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**Where permitted, the Chairman intends to vote all undirected proxies in favour of all resolutions.**

**If the member is an individual or joint holder:**

\_\_\_\_\_  
Usual Signature

Dated this \_\_\_\_\_ day of \_\_\_\_\_

\_\_\_\_\_  
Usual Signature

2018.

**If the member is a Company:**

Signed in accordance with the  
Constitution of the company  
in the presence of:

\_\_\_\_\_  
Director/Sole Director

\_\_\_\_\_  
Director/Secretary

\_\_\_\_\_  
Sole Director and Sole Secretary

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2018.

## INSTRUCTIONS FOR COMPLETING PROXY FORM

1. A member entitled to attend and vote is entitled to appoint not more than two proxies.
2. Where more than one proxy is appointed and that appointment does not specify the proportion or number of the member's votes, each proxy may exercise half of the votes.
3. A proxy need not be a member of the Company.
4. A proxy is not entitled to vote unless the instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed is either deposited at the registered office of the Company (refer below) or sent by facsimile to that office on Fax: 02 9954 6408 to be received not less than 48 hours prior to the time of the Meeting.
5. Signing Instructions

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

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

**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.

### 6. Important for Resolution1:

If the Chair of the Meeting or any member of the Key Management Personnel of the Company or a Closely Related Party of a member of the Key Management Personnel of the Company is your proxy and you have not directed the proxy how to vote on Resolution 1, the proxy will be prevented from casting your votes on Resolution 1. If the Chair, another member of the Key Management Personnel of the Company or Closely Related Party of a member of the Key Management Personnel is your proxy, in order for your votes to be counted on Resolution 1, you must direct your proxy how to vote on Resolution 1.

### LODGING YOUR PROXY FORM

To be valid, your proxy form (and any power of attorney under which it is signed) must be received at the address given below no later than 11.00am on 28 May 2018. Any proxy form received after that time will not be valid for the scheduled meeting.

In person: Oriental Technologies Investment Limited  
Level 3  
32 Walker Street  
North Sydney NSW 2060

By mail: Oriental Technologies Investment Limited  
PO Box R383  
Royal Exchange NSW 1225

By fax: (02) 9954 6408