



**SUGAR DRAGON LIMITED  
ACN 157 789 761**

## **NOTICE OF GENERAL MEETING**

**General Meeting to be held at Suite 9, 330 Churchill Avenue, Subiaco,  
Western Australia on Friday, 31 July 2015 commencing at 9:00am (WST).**

This Notice of General Meeting and Explanatory Statement should be read in its entirety.

If Shareholders are in doubt as to how to vote, they should seek advice from their accountant, solicitor or other professional advisers without delay.

**Should you wish to discuss any matters, please do not hesitate to contact the Company Secretary by telephone on +61 8 6489 1600.**

## SUGAR DRAGON LIMITED

ACN 157 789 761

### NOTICE OF GENERAL MEETING

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Notice is hereby given that the General Meeting of Shareholders of Sugar Dragon Limited (ACN 157 789 761) will be held at Suite 9, 330 Churchill Avenue, Subiaco, Western Australia on Friday, 31 July 2015 commencing at 9:00am (WST).

Terms and abbreviations used in this Notice of General Meeting are defined in Glossary in the Explanatory Statement attached to this Notice of General Meeting.

### AGENDA

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#### Capital consolidation

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

*"In accordance with section 254H of the Corporations Act and the Constitution, and for all other purposes, approval be and is hereby given that the Existing Shares in the Company shall be consolidated on a 4 for 1 basis, with any fractional entitlements being rounded up or down at the discretion of the Directors to the nearest whole share. The consolidation of the Existing Shares will occur within 1 Business Day from the date of the General Meeting at which this Resolution is passed."*

## **Explanatory Statement**

The accompanying Explanatory Statement forms part of this Notice of General Meeting and should be read in conjunction with it.

Shareholders are specifically referred to the Glossary in the Explanatory Statement which contains definitions of capitalised terms used in this Notice of General Meeting and the Explanatory Statement.

## **Proxies**

Please note that:

- (a) a Shareholder entitled to attend and vote at the General Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company;
- (c) a Shareholder may appoint a body corporate or an individual as its proxy;
- (d) a body corporate appointed as a Shareholder's proxy may appoint an individual as its representative to exercise any of the powers that the body may exercise as the Shareholder's proxy; and
- (e) Shareholders entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed proxy form provides further details on appointing proxies and lodging proxy forms. If a Shareholder appoints a body corporate as its proxy and the body corporate wishes to appoint an individual as its representative, the body corporate should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company or its share registry in advance of the General Meeting or handed in at the General Meeting when registering as a corporate representative.

## **Voting Entitlements**

In accordance with Regulations 7.11.37 and 7.11.38 of the Corporations Regulations 2001, the Board has determined that a person's entitlement to vote at the General Meeting will be the entitlement of that person set out in the register of Shareholders as at 5:00pm (WST) on 29 July 2015. Accordingly, transactions registered after that time will be disregarded in determining Shareholder's entitlement to attend and vote at the General Meeting.

**By order of the Board.**



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Sonu Cheema  
Company Secretary  
Sugar Dragon Limited

8 July 2015

## **EXPLANATORY STATEMENT**

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### **General**

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Company's General Meeting.

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company which is material to a decision on how to vote on the resolution in the accompanying Notice of General Meeting.

This Explanatory Statement should be read in conjunction with the Notice of General Meeting. Capitalised terms in this Explanatory Statement are defined in the Glossary.

### **Capital consolidation**

The Resolution is an ordinary resolution that proposes that the issued capital of the Company be altered by consolidating the Existing Shares on a 4 for 1 basis.

Any fractional entitlements as a result of holdings not being evenly divisible by 4 will be rounded up or down at the discretion of the Directors to the nearest whole number.

Section 254H of the Corporations Act enables a company to convert all of its ordinary securities into a smaller number of securities by a resolution passed at a general meeting. The conversion proposed by the Resolution is permitted under section 254H of the Corporations Act and the Constitution.

The purpose of the consolidation of the existing issued capital of the Company is to reduce the number of Existing Shares on issue, which is considered to be a more appropriate capital structure for the Company going forward.

In addition, the Resolution is being proposed to Shareholders partly in preparation for the proposed initial public offering of Shares and application for inclusion of the Company in the official list of ASX (**IPO**). The Board has determined that the consolidation of Shares in the manner contemplated by the Resolution is appropriate in the context of the proposed pricing of the IPO.

The consolidation will not result in any change to the substantive rights and obligations of existing Shareholders of the Company. For example, a Shareholder currently holding 10,000 Existing Shares will as a result of the consolidation hold 2,500 New Shares. The Company's balance sheet and tax position will remain unaltered as a result of the consolidation. However, the Company's issued capital shall as a result of the consolidation be as set out below.

### **Numbers of Shares**

At the date of this Explanatory Statement, the Company has 50,000,000 Existing Shares on issue. The consolidation on a 4 for 1 basis will reduce the number of fully paid Shares on issue to 12,500,000 New Shares, subject to any rounding of fractional entitlements which shall be at the discretion of the Directors.

**Share certificates**

Following the consolidation, all share certificates for Existing Shares will be cancelled and cease to have any effect, except as evidence of entitlement to a certain number of New Shares.

After the capital consolidation contemplated by the notice of meeting becomes effective, the Company will arrange for new share certificates or new holding statements for New Shares to be issued to Shareholders.

## GLOSSARY

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In the Notice of Meeting and this Explanatory Statement, the following terms have the following meanings unless the context otherwise requires:

**ASX** means ASX Limited or the stock exchange operated by it, as the context requires.

**Board** means the board of Directors.

**Constitution** means the constitution of the Company.

**Company** means Sugar Dragon Limited ACN 157 789 761.

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

**Director** means a director of the Company.

**Existing Share** means a Share, prior to the capital consolidation contemplated by the Notice of Meeting.

**Explanatory Statement** means the explanatory statement accompanying the Notice of General Meeting.

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

**New Share** means a Share, following the capital consolidation contemplated by the Notice of Meeting.

**Notice of General Meeting** means the notice of general meeting accompanying the Explanatory Statement.

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

**Shareholder** means a shareholder of the Company.

**WST** means Australian Western Standard Time.

**Sugar Dragon Limited**  
**ACN 157 789 761**

**PROXY FORM**

**Shareholder Details**

Name: .....

Address: .....

Contact Telephone No: .....

Contact Name (if different from above): .....

**Appointment of Proxy**

I/We being a shareholder/s of Sugar Dragon Limited and entitled to attend and vote hereby appoint the following proxy/proxies to attend and act on my/our behalf and to vote in accordance with my/our following directions at the General Meeting of Sugar Dragon Limited to be held at Suite 9, 330 Churchill Avenue, Subiaco, Western Australia on Friday, 31 July 2015 at 9:00am (WST) and at any adjournment of that meeting.

The Chairman  
of the meeting

(mark with an 'X')

**IMPORTANT:**

If the Chairman of the meeting is your proxy, or if appointed your proxy by default and you do **not** wish to direct him/her how to vote on any of these resolutions, you must mark this box with an "X". By marking this box, you acknowledge that the Chairman of the meeting may exercise your proxy on the resolutions (for which you have not given a direction) even if he/she has an interest in the outcome of the resolution. If you do not mark this box, and you have not directed your proxy how to vote on any of these resolutions, the Chairman of the meeting will not cast your votes on the resolutions (for which you have not given a direction) on a show of hands or on a poll. The Chairman of the meeting intends to vote undirected proxies in favour of the resolution.

**OR**

**If the person you are appointing as your proxy is someone other than the Chairman of the meeting:**

**Write the name of that person in the box below.**

 %

You must specify the % of your votes that you authorize your proxy to exercise if:

**If you hold 2 or more Shares in #full company name#, you may appoint a second proxy:**

**Write the name of your second proxy in the box below.**

 %

- (a) you have only appointed 1 proxy and do not want him/her to exercise all of your votes; or
- (b) if you have appointed 2 proxies under this proxy form.

If you do not name a proxy or your named proxy fails to attend the meeting, the Chairman of the meeting will be appointed as your proxy to attend and act on your behalf and to vote in accordance with the following directions at the General Meeting of Sugar Dragon Limited] to be held at Suite 9, 330 Churchill Avenue, Subiaco, Western Australia on Friday, 31 July 2015 at 9:00am (WST) and at any adjournment of that meeting.

**Voting directions to your proxy – Please mark only one of the boxes with an "X" for the resolution to indicate your directions.**

**Ordinary Business**

Resolution      Capital consolidation

**For                      Against                      Abstain**

                                          

**Note: If you mark the "Abstain" box with an "x" for the resolution, you are directing your proxy not to vote on your behalf on a show of hands or on a poll.**

**PLEASE SIGN HERE**      This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented

**Individual or Shareholder 1**

**Sole Director and  
Sole Company Secretary**

**Shareholder 2**

**Director**

**Shareholder 3**

**Director/Company Secretary**

## How to complete this Proxy Form

### 1 Your Name and Address

Please print your name and address as it appears on your share certificate and the Company's share register. If Shares are jointly held, please ensure the name and address of each joint shareholder is indicated. Shareholders should advise the Company of any changes. **Please note you cannot change ownership of your securities using this form.**

### 2 Appointment of a Proxy

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

### 3 Votes on Resolution

You may direct your proxy how to vote by placing a mark in one of the boxes opposite the Resolution. All your shareholding will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on the Resolution 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 Resolution, your proxy may vote as he or she chooses. If you mark more than one box on the Resolution your vote on the Resolution will be invalid.

### 4 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, please write the name of that person.

To appoint a second proxy you must state (in the appropriate box) the percentage of your voting rights which are the subject of the relevant proxy. If the Proxy Form does not specify a percentage, each proxy may exercise half your votes. Fractions of votes will be disregarded.

### 5 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, all of the shareholders should 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 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.

If a representative of the corporation is to attend the meeting a "Certificate of Appointment of Corporate Representative" should be produced prior to admission.

## **6 Lodgment of a Proxy**

This Proxy Form (and any Power of Attorney under which it is signed) must be received at the address given below not later than 48 hours before the commencement of the meeting; ie. no later than 9am (WST) on Wednesday, 29 July 2015. Any Proxy Form received after that time will not be valid for the scheduled meeting.

**This Proxy Form (and any Power of Attorney and/or second Proxy Form) may be sent or delivered to the Company's registered office at Suite 9, 330 Churchill Avenue, Subiaco, Western Australia or sent by facsimile to the registered office on +61 (8) 6489 1601.**