



## ESTARONLINE LIMITED

### NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

Notice is given that the annual meeting of the shareholders of Estaronline Limited (the *Company*) will be held at 2.30pm on Monday 8 August 2016 at Tavendale and Partners, 329 Durham Street North, Christchurch.

#### BUSINESS OF THE MEETING

The nature of the business to be transacted at the annual meeting is to consider, and if thought fit, to pass the following resolutions:

##### Annual report – resolution 1 (ordinary resolution)

- 1 To receive, consider and adopt the annual report.

##### Directors – resolution 2 (ordinary resolution)

- 2 To re-elect Roderick Wightman Inglis as a director of the Company.

##### Auditor – resolution 3 (ordinary resolution)

- 3 To re-appoint BDO New Zealand Limited as auditor of the Company and authorise the directors to fix the auditor's remuneration.

##### Approval of share issue to Andrew Buxton – resolution 4 (ordinary resolution)

- 4 To consider, and if thought fit, approve the issue of 4,000,000 new shares in the Company to Andrew Buxton.

Please ensure that you read the resolutions set out above together with the Explanatory Notes attached to this notice (*Explanatory Notes*).

#### BY ORDER OF THE BOARD

**Stu Natrass**  
Chairman  
Estaronline Limited

11 July 2016

#### NOTES

##### 1 Proxy and postal voting form

- 1.1 A proxy and postal voting form is enclosed with this notice.
- 1.2 Proxy forms are required to be signed as follows:
  - (a) if the shareholder is a company, the proxy form must be signed by a person who has express or implied authority to sign the proxy form as a representative of the company;
  - (b) if the shareholder is an incorporated body the proxy form must be signed by the authorised signatories of that body as required by the constitution of that body;
  - (c) if the holding is held jointly (as with a husband and wife) the proxy form must be signed by both shareholders;

- (d) if there is an individual shareholder then the proxy form should be signed by that person in his or her usual signature or by the attorney of that shareholder; and
  - (e) if a trust holds the shares then all of the trustees in whose name those shares are registered must sign the proxy form.
- 1.3 If the proxy form is being signed under a power of attorney, a copy of the power of attorney (unless already deposited with the Company) and a signed certificate of non-revocation of the power of attorney must be produced to the Company with the proxy form.
- 1.4 Unless otherwise instructed by the shareholder on the proxy and postal voting form, the proxy will vote on each resolution as he or she sees fit, or may abstain from voting.
- 1.5 To be valid, the completed and signed proxy and postal voting form must be received by the Company before the start of the special meeting. Please ensure the proxy and postal voting form is returned to the Company in the manner described on that form.

## **2 Majority required**

- 2.1 Resolutions 1, 2, 3 and 4 are required to be passed as ordinary resolutions. An ordinary resolution means a resolution of shareholders of the Company which is approved by more than 50% of those shareholders of the Company entitled to vote and voting.

## **3 Quorum**

A quorum for the meeting is present if three shareholders entitled to vote are present in person or by attorney or proxy.

## **4 Attendance and Voting Rights**

- 4.1 All shareholders (or their proxies or representatives) are entitled to attend the meeting and vote on the resolutions. On a show of hands each shareholder has one vote and on a poll one vote for each share held.
- 4.2 If the shareholder is a company or an incorporated body which wishes to be represented at that meeting by an individual (rather than appointing a proxy) that shareholder will need to pass a resolution appointing that person as a representative. A copy of that resolution must be brought to the meeting.

## **EXPLANATORY NOTES**

These Explanatory Notes relate to the resolutions set out in the accompanying notice of annual meeting of shareholders.

An ordinary resolution where referred to in these Explanatory Notes means a resolution of shareholders of the Company which is approved by more than 50% of those shareholders of the Company entitled to vote and voting.

### **Annual report – resolution 1 (ordinary resolution)**

The shareholders of the Company are asked to formally adopt the annual report.

### **Directors - resolution 2 (ordinary resolution)**

In accordance with the Company's constitution, Roderick Wightman Inglis is standing down by rotation, and offering himself for re-election at the annual meeting.

### **Auditor - resolution 3 (ordinary resolution)**

Pursuant to section 207P of the Companies Act 1993, BDO New Zealand Limited is re-appointed at the Annual General Meeting as auditor of the Company. The resolution authorises the Board to fix the remuneration of BDO New Zealand Limited as the Company's auditor.

### **Approval of share issue to Andrew Buxton – resolution 4 (ordinary resolution)**

The Company wishes to issue 4,000,000 new fully paid shares in the Company to Andrew Buxton under regulation 7.1(b) of the Company's Constitution and accordingly seeks the approval of the shareholders of the Company by way of ordinary resolution.

### PROXY AND POSTAL VOTING FORM

Please complete and sign this proxy and postal voting form and ensure it is received by the Company before the start of the annual meeting.

The chairperson of the meeting is willing to act as proxy for any shareholder who wishes to appoint the chairperson for that purpose. If you would like to appoint another person to act as your proxy please insert their name and address in the boxes below.

I/We		being a shareholder(s) of Oritain Global Limited (the <i>Company</i> )
hereby appoint	the chairperson of the meeting	<input type="checkbox"/> (please indicate with a tick)
or		of <span style="border: 1px solid black; padding: 2px;"></span>
	(full name of person)	(full address of person)
as my/our proxy to vote for me/us on my/our behalf at the annual meeting of shareholders to be held at 2.30pm on Monday 8 August 2016 at Tavendale and Partners, 329 Durham Street North, Christchurch and at any adjournment of that Meeting in accordance with the voting instructions set out below.		

**VOTING INSTRUCTIONS** (please indicate with a tick in the appropriate box below how you wish your vote to be cast)

	Annual report - resolution 1 (ordinary resolution)	For	Against	Proxy discretion	Abstain
1	To receive, consider and adopt the annual report.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

	Directors – resolution 2 (ordinary resolution)	For	Against	Proxy discretion	Abstain
2	To re-elect Roderick Wightman Inglis as a director of the Company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

	Auditor - resolution 3 (ordinary resolution)	For	Against	Proxy discretion	Abstain
3	To re-appoint BDO New Zealand Limited as auditor of the Company and authorise the directors to fix the auditor's remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

	Approval of share issue to Andrew Buxton – resolution 4 (ordinary resolution)	For	Against	Proxy discretion	Abstain
4	To consider, and if thought fit, approve the issue of 4,000,000 new shares in the Company to Andrew Buxton.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

and to vote on any resolutions to amend any of the resolutions, or any resolution so amended, and on any other resolution proposed at the annual meeting (or any adjournment of that meeting).

**Signature of shareholder(s):**

---

**Date:** \_\_\_\_\_ *(all shareholders must sign)*

## NOTES

- 1 Unless otherwise instructed as above, the proxy will vote on each resolution as he or she sees fit, or may abstain from voting.
- 2 In the case of an individual holder, the proxy form should be signed by that person in his or her usual signature or by the attorney of that holder.
- 3 If the holding is jointly held (as with a husband and wife) the proxy form must be signed by both holders.
- 4 If a trust holds the shares then all of the trustees in whose name those shares are registered must sign the proxy form.
- 5 If a shareholder is a company then this proxy form must be signed by a person who has express or implied authority to sign the proxy form as a representative of the company. If the shareholder is another type of incorporated body the proxy form must be signed by the authorised signatories of that body as required by the constitution of that body or by a person who has express or implied authority to sign the proxy as a representative of that body.
- 6 If the proxy and postal voting form is executed under a power of attorney which has not been noted by the Company, the power of attorney, or a certified copy of it, must accompany the proxy and postal voting form.
- 7 If you return this proxy and postal voting form without directing the proxy how to vote on any particular matter, the proxy may vote as he or she thinks fit or may abstain from voting.

## PLEASE RETURN YOUR COMPLETED PROXY AND POSTAL VOTING FORM TO THE COMPANY IN ONE OF THE FOLLOWING WAYS:

By hand: Riccarton Park Golf Complex  
Steadman Road  
Yaldhurst  
Christchurch

By email: [amyt@estaronline.com](mailto:amyt@estaronline.com)

To be valid, this completed and signed proxy and postal voting form must be received by the Company before the start of the annual meeting of shareholders.