



CLEARVUE TECHNOLOGIES LIMITED
ACN 071 397 487

NOTICE OF GENERAL MEETING

The General Meeting of the Company will be held at

Ground Floor, 16 Ord Street, West Perth WA 6005

on 24 August 2018 at 9.30am (WST).

The Directors recommend that you vote in favour of all Resolutions at this General Meeting.

Should you wish to discuss any matters prior to the meeting please contact the Company Secretary by telephone on +618 9482 0500.

Shareholders are urged to attend or vote by lodging the proxy form attached to the Notice

CLEARVUE TECHNOLOGIES LIMITED
ACN 071 397 487

NOTICE OF GENERAL MEETING

Notice is hereby given that the general meeting of Shareholders of Clearvue Technologies Limited (**Company**) will be held at Ground Floor, 16 Ord Street, West Perth WA on 24 August 2018 at 9.30am (WST) (**Meeting**).

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form form part of the Notice.

The Directors have determined pursuant to regulation 7.11.37 of the *Corporations Act 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders of the Company on 22 August 2018 at 5pm (WST).

Terms and abbreviations used in the Notice are defined in the Glossary.

AGENDA

ORDINARY BUSINESS

1. Resolution 1 – Removal of Auditor

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

"That, pursuant to section 329 of the Corporations Act and for all other purposes, Sik-Chuen Kong of TKNP International, the current auditor of the Company, be removed as the auditor of the Company effective from the date of the Meeting."

2. Resolution 2 – Appointment of Auditor to Replace Auditor Removed From Office

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

"That, subject to the passing of Resolution 1, pursuant to section 327 of the Corporations Act and for all other purposes, Grant Thornton Audit Pty Ltd (being qualified to act as auditor of the Company and having consented to act as auditor of the Company), be appointed as the auditor of the Company effective from the date of the Meeting and the Directors be authorised to agree the remuneration."

BY ORDER OF THE BOARD

Brett Tucker
Company Secretary
ClearVue Technologies Limited

Dated: 13 July 2018

EXPLANATORY MEMORANDUM

1. Introduction

The Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at the registered office of the Company, at Ground Floor, 16 Ord Street, West Perth WA 6005 on 24 August 2018 at 9.30am (WST).

The Explanatory Memorandum forms part of the Notice which should be read in its entirety. The Explanatory Memorandum contains the terms and conditions on which the Resolutions will be voted.

The Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolutions:

Section 2	Action to be taken by Shareholders
<i>Ordinary Business</i>	
Section 3	Resolution 1 & 2 - Removal and Appointment of Auditor
Section 4	Enquiries
Schedule 1	Definitions

A Proxy Form is located at the end of the Explanatory Memorandum.

2. Action to be taken by Shareholders

Shareholders should read the Notice including the Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

2.1 Voting in person

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

2.2 Proxies

(a) Voting by proxy

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Lodgement of a Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- For personal use only
- (i) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
 - (ii) a proxy need not be a member of the Company; and
 - (iii) a member of the Company 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.

(b) 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:

- (i) 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);
- (ii) 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;
- (iii) 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
- (iv) 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).

(c) Transfer of non-chair proxy to chair in certain circumstances

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

- (i) 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;
- (ii) the appointed proxy is not the chair of the meeting;
- (iii) at the meeting, a poll is duly demanded on the resolution; and
- (iv) either the proxy is not recorded as attending the meeting or 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.

ORDINARY BUSINESS

3. Resolutions 1 and 2 – Removal and Appointment of Auditor

Under section 329 of the Corporations Act, an auditor of a company may be removed from office by resolution at a general meeting of which 2 months' notice of intention to move the resolution has been given.

It should be noted that under this section, if a company calls a meeting after the notice of intention has been given, the meeting may pass the resolution even though the meeting is held less than 2 months after the notice of intention is given.

The notice of intention to remove Sik-Chuen Kong of TKNP International has been provided to Sik-Chuen Kong of TKNP International and the Australian Securities Investments Commission in accordance with section 329(2) of the Corporations Act.

Resolution 1 is an ordinary resolution seeking the removal of Sik-Chuen Kong of TKNP International as the auditor of the Company. An auditor may be removed in a general meeting provided that the notice of intention to remove the auditor has been received from a member of the company.

The Company has been satisfied with the service level Sik-Chuen Kong of TKNP International has provided, but it is now considered appropriate to change to a Western Australian based auditor for the Company.

The Company does not believe that the audit quality will be diminished as a result of changing auditors.

If Sik-Chuen Kong of TKNP International is removed under Resolution 1, pursuant to section 328B of the Corporations Act, the Directors propose that Grant Thornton Audit Pty Ltd be appointed as the Company's auditor effective from the meeting.

Under section 327D of the Corporations Act, the Company in a general meeting may appoint an auditor to replace an auditor removed under section 329 of the Corporations Act.

Resolution 2 is a special resolution seeking the appointment of Grant Thornton Audit Pty Ltd as the new auditor of the Company. As required by the Corporations Act, a nomination for Grant Thornton Audit Pty Ltd to be appointed as the auditor of the Company has been received from a member. A copy of the nomination of Grant Thornton Audit Pty Ltd as auditors is set out at Annexure A.

Grant Thornton Audit Pty Ltd has given its written consent to act as the Company's auditor in accordance with section 328A(1) of the Corporations Act subject to shareholder approval of Resolution 2.

If Resolutions 1 and 2 are passed, the appointment of Grant Thornton Audit Pty Ltd as the Company's auditor will take effect from the close of this General Meeting. Resolution 2 is subject to the passing of Resolution 1.

4. Enquiries

Shareholders are required to contact the Company Secretary, Mr Brett Tucker on (+61 8) 9482 0500 if they have any queries in respect to the matters set out in these documents.

Schedule 1 – Definitions

In the Notice, words importing the singular include the plural and vice versa.

ASIC means the Australian Securities and Investments Commission.

Board means the current board of directors of the Company.

Company means ClearVue Technologies Limited (ACN 071 397 487).

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the current directors of the Company.

Explanatory Memorandum means the explanatory memorandum accompanying the Notice.

General Meeting or **Meeting** means the meeting convened by the Notice.

Notice or **Notice of Meeting** means this notice of meeting including the Explanatory Memorandum and the Proxy Form.

Proxy Form means the proxy form accompanying the Notice.

Resolutions means the resolutions set out in the Notice of Meeting, or any one of them, as the context requires.

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

Shareholder means a holder of a Share.

WST means Western Standard Time as observed in Perth, Western Australia.

PROXY FORM

CLEARVUE TECHNOLOGIES LIMITED

ACN 071 397 487

PROXY FORM

By post:

ClearVue Technologies
PO Box 902
West Perth
WA 6872

Delivery:

ClearVue Technologies
Ground Floor 16 Ord Street
West Perth
WA 6005

By facsimile:

+61 8 9482 0505

Step 1 – Appoint a Proxy to Vote on Your Behalf

I/We ¹ _____ of _____

being a Shareholder/Shareholders of the Company and entitled to _____ votes in the Company, hereby appoint:

The Chairman of the Meeting (mark box)

☐

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name and address of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting to be held at 9.30am (WST) on 24 August 2018 at Ground Floor, 16 Ord Street, West Perth WA 6005, on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit, except as provided below).

The Chairman of the Meeting intends to vote undirected proxies in favour of each resolution.

Proxy appointments will only be valid and accepted by the Company if they are made and received no later than 48 hours before the meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒.

Step 2 – Instructions as to Voting on Resolutions

The proxy is to vote for or against the Resolution referred to in the Notice as follows:

		Abstain	For	Against
Resolution 1	Removal of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Appointment of Auditor to Replace Auditor Removed from Office	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

* If you mark the Abstain box for a particular Resolution, 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.

Authorised signature/s

This section **must** be signed in accordance with the instructions below to enable your voting instructions to be implemented.

The Chairman of the Meeting intends to vote undirected proxies in favour of each Resolution.

Individual or Shareholder 1

Sole Director and Sole Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date

¹Insert name and address of Shareholder

Proxy Notes:

A Shareholder entitled to attend and vote at the Meeting may appoint a natural person as the Shareholder's proxy to attend and vote for the Shareholder at that Meeting. If the Shareholder is entitled to cast 2 or more votes at the Meeting the Shareholder may appoint not more than 2 proxies. Where the Shareholder appoints more than one proxy the Shareholder may specify the proportion or number of votes each proxy is appointed to exercise. If such proportion or number of votes is not specified each proxy may exercise half of the Shareholder's votes. A proxy may, but need not be, a Shareholder of the Company.

If a Shareholder appoints a body corporate as the Shareholder's proxy to attend and vote for the Shareholder at that Meeting, the representative of the body corporate to attend the Meeting must produce the Certificate of Appointment of Representative prior to admission. A form of the certificate may be obtained from the Company's share registry.

You must sign this form as follows in the spaces provided:

Joint Holding: where the holding is in more than one name all of the holders should sign.

Power of Attorney: if signed under a Power of Attorney, you must have already lodged it with the registry, or alternatively, attach a certified photocopy of the Power of Attorney to this Proxy Form when you return it.

Companies: a Director can sign jointly with another Director or a Company Secretary. A sole Director who is also a sole Company Secretary can also sign. Please indicate the office held by signing in the appropriate space.

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's Share Registry.

Proxy Forms (and the power of attorney or other authority, if any, under which the Proxy Form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the Proxy Form (and the power of attorney or other authority) must be deposited at or received by facsimile transmission at the address below no later than 48 hours prior to the time of commencement of the Meeting (WST).

Business address: Ground Floor, 16 Ord Street, West Perth WA 6005

Postal address: PO Box 902, West Perth, WA 6872

ANNEXURE A – NOMINATION OF AUDITOR

26 June 2018

The Board of Directors

Dear Sirs,

NOMINATION OF GRANT THORNTON AUDIT PTY LTD AS COMPANY AUDITOR

I, Ivan Wu, of Unit 81, 208 Adelaide Terrace, East Perth, Western Australia, being a member of ClearVue Technologies Limited ("the Company"), nominate Grant Thornton Audit Pty Ltd in accordance with Section 328B(1) of the Corporations Act 2001 ("Act"), to fill the office of auditor of the Company.

Please distribute copies of this notice of nomination as required by section 328B(3) of the Act.

Signed by
Ivan Wu