

Lodge your vote:



By Mail:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

CXXURM

MR RETURN SAMPLE
123 SAMPLE STREET
SAMPLE SUBURB
SAMPLETOWN VIC 3030



Proxy Form

XX

For your vote to be effective it must be received by 6:00pm (AEDT) on Sunday 27 November 2016

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the help tab, "Printable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Turn over to complete the form ➔



View your securityholder information, 24 hours a day, 7 days a week:

www.investorcentre.com



Review your securityholding



Update your securityholding

Your secure access information is:



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

MR RETURN SAMPLE
123 SAMPLE STREET
SAMPLE SUBURB
SAMPLETOWN VIC 3030

☐

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



IND

Proxy Form

Please mark ☒ to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of CAP-XX Limited hereby appoint

☐

the Chairman
of the Meeting **OR**



PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

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 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) at the Annual General Meeting of CAP-XX Limited to be held at the CAP-XX Limited offices, Units 9 & 10, 12 Mars Road, Lane Cove, Sydney, Australia on Tuesday 29 November 2016 at 6:00pm (AEDT) and at any adjournment or postponement of that meeting.

STEP 2 Items of Business



PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

Resolution 2 Election of Mr Patrick Elliott as a Director

Resolution 2 Issued Share Capital - Dilution Policy

For	Against	Abstain
☐	☐	☐
☐	☐	☐

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

SIGN

Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact
Name

Contact
Daytime
Telephone

Date / /

CXXU

999999A

Computershare +

CXXURM

MR RETURN SAMPLE
123 SAMPLE STREET
SAMPLE SUBURB
SAMPLETOWN VIC 3030

Dear Securityholder,

We have been trying to contact you in connection with your securityholding in CAP-XX Limited. Unfortunately, our correspondence has been returned to us marked "Unknown at the current address". For security reasons we have flagged this against your securityholding which will exclude you from future mailings, other than notices of meeting.

Please note if you have previously elected to receive a hard copy Annual Report (including the financial report, directors' report and auditor's report) the dispatch of that report to you has been suspended but will be resumed on receipt of instructions from you to do so.

We value you as a securityholder and request that you supply your current address so that we can keep you informed about our Company. Where the correspondence has been returned to us in error we request that you advise us of this so that we may correct our records.

You are requested to include the following;

- > Securityholder Reference Number (SRN);
- > ASX trading code;
- > Name of company in which security is held;
- > Old address; and
- > New address.

Please ensure that the notification is signed by all holders and forwarded to our Share Registry at:

Computershare Investor Services Pty Limited
GPO Box 2975
Melbourne Victoria 3001
Australia

Note: If your holding is sponsored within the CHESS environment you need to advise your sponsoring participant (in most cases this would be your broker) of your change of address so that your records with CHESS are also updated.

Yours sincerely

CAP-XX Limited

CAP-XX LIMITED
ABN 47 050 845 291
NOTICE OF ANNUAL GENERAL MEETING

Notice is given an Annual General Meeting of shareholders of CAP-XX Limited will be held at CAP-XX Limited offices, Units 9 & 10, 12 Mars Road, Sydney, Australia, at 6.00 pm (AEDT) on Tuesday, 29 November 2016.

AGENDA

BUSINESS

1. Consideration of Reports

To receive and consider the Financial Report, Directors' Report and the Independent Audit Report of CAP-XX Limited for the financial year ended 30 June 2016.

2. Election of Directors

Resolution 1 – Election of Mr Patrick Elliott as a Director

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That Mr Patrick Elliott, retiring in accordance with the Company's Constitution and being eligible for election, be elected as a director of the Company."

3. Dilution Policy

Resolution 2 – Issued Share Capital - Dilution Policy

To consider and, if thought fit, to pass the following resolution as an **ordinary resolution**:

"That, notwithstanding any issues of securities by the Company during the 12 months prior to the date of this meeting, and notwithstanding the Dilution Policy (as defined in the attached Explanatory Statement) of the Company, the directors of CAP-XX are hereby authorised to exercise all or any of the powers of the Company to issue for cash an aggregate number of securities up to 15% of the entire issued capital of CAP XX, provided that such authority will expire on the date 12 months after the passing of this resolution"

NOTES

1. Shareholders may listen to the Annual General Meeting by phoning +61 3 8600 9130 and when prompted keying in Account No: 72207679 followed by Guest Pin No: 1931#. An opportunity will be given also to those shareholders to ask questions. The time for the Meeting equates with 8.00 am (GMT) on Tuesday, 29 November 2016.
2. The Explanatory Statement, which accompanies and forms part of this Notice, describes the business to be considered at the Annual General Meeting.
3. A shareholder of the Company entitled to attend and vote is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the shareholder's voting rights. If the shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes. A proxy need not be a shareholder of the Company.
4. The proposed Chairman of the meeting intends to vote undirected proxies in favour of the resolutions.
5. For the determination of voting entitlements, the directors have set a time to determine the identity of those entitled to attend and vote at the meeting. The time is 7.00 pm (AEDT) on Friday, 25 November 2016 (48 business hours prior to commencement of the meeting) which equates with 8.00 am (GMT) on Friday, 25 November 2016.
6. A proxy form is attached. If required it should be completed, signed and returned to the Company's registered office or Computershare Investor Services Pty Ltd in accordance with the proxy instructions on that form. This form must be received by 6.00 pm (AEDT) on Thursday, 25 November 2016 which equates with 8.00 am (GMT) on Thursday, 25 November 2016.

By Order of the Board

Michael Taylor
Company Secretary
Date: 10th October 2016

EXPLANATORY STATEMENT

The purpose of this Explanatory Statement is to provide shareholders with information that the Board believes to be material to shareholders in deciding whether to approve the resolutions detailed in the Notice.

Consideration of Reports

The Australian Corporations Act requires that the Financial Report, Directors' Report and the Independent Audit Report be laid before the Annual General Meeting. Neither the Corporations Act nor the Company's Constitution requires a vote of shareholders at the Annual General Meeting on the reports. However, shareholders will be given ample opportunity to raise questions with respect to these reports at the meeting.

Election of Directors

Resolution 1 – Election of Mr Patrick Elliott as a Director

Patrick Elliott retires in accordance with the Company's Constitution and, being eligible for election, offers himself for election as a director of the Company.

Patrick was appointed as a director on 19 July 2011. His experience, qualifications and special responsibilities are set out on page 9 of the Company's Annual Report.

Resolution 2 – Issued Share Capital - Dilution Policy

The Company has in place a dilution policy (**Dilution Policy**) which provides that the Company will not, without the approval of shareholders, issue further securities for cash unless :-

- (i) such issues do not result in the aggregate number of securities issued for cash in the 12 months before the issue date exceeding 15% of the entire issued capital of CAP-XX; or
- (ii) such issues are done by way of a rights issue or offering in favour of all holders of securities.

In the 12 months prior to the date of Annual General Meeting, CAP-XX has issued a total of 1,518,288 shares for cash, representing 0.6 % of its current entire issued capital.

The effect of Resolution 2 is to ratify these prior issues of shares such that they will not be counted towards the 15% limit for the purposes of the dilution policy and to "reset" or refresh the 15% annual limit effective as at the date the resolution is passed.

If Resolution 2 is not passed, then CAP-XX's 15% issue capacity under the Dilution Policy will not be refreshed, which will restrict CAP-XX's ability to issue securities or seek funding by way of capital raisings over the next 12 months.

