

27 July 2016

Company Announcements Office
ASX Limited

2016 NOTICE OF ANNUAL GENERAL MEETING

The following documents will be dispatched to shareholders on 28 July 2016 in relation to the 2016 Annual General Meeting of Flexiroam Limited to be held on Monday, 29 August 2016 at 11:00 a.m. (Kuala Lumpur time):

- Letter to shareholders;
- Notice of Meeting (including the Explanatory Statement);
- Proxy Form; and
- 2016 Annual Report (if requested).

The 2016 Annual Report is available on the Company's website at investor.flexiroam.com.

Yours faithfully,



Kim Hogg
Company Secretary

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SHAREHOLDER LETTER AND PROXY FORM

2016 ANNUAL GENERAL MEETING

Dear Shareholder

I am pleased to invite you to the 2016 Annual General Meeting of Flexiroam Ltd to be held on Monday, 29 August 2016 at 11.00 a.m. at 22-2 Jalan PJU 8/3A, Bandar Damansara Perdana, 47820 Petaling Jaya, Selangor D.E., Malaysia.

Please find enclosed the following:

1. Notice of Meeting (including the Explanatory Statement);
2. Proxy Form; and
3. 2016 Annual Report (if requested).

The registration desk for the Annual General Meeting will be open from 10:30 a.m.

If you are unable to attend the Annual General Meeting but wish to vote on resolutions to be considered at the meeting, you may appoint a proxy to act on your behalf by completing and returning the Proxy Form enclosed with this letter. To be valid, your Proxy Form must be received by 11.00 a.m. (WST) on Saturday, 27 August 2016.

The Annual General Meeting will be followed by an Online Investor Interaction Session. Interested investors who wish to engage with us may join the Online Chatroom via investor.flexiroam.com at 2:00 p.m. (Kuala Lumpur time).

Shareholders who have not elected to receive a printed copy of the 2016 Annual Report may obtain a copy from the Company's website at investor.flexiroam.com.

The directors and management of Flexiroam look forward to seeing you at the Annual General Meeting. Should you require any further information, please call the Company Secretary, Mr Kim Hogg, on +61 8 6389 2688.

Yours sincerely
FLEXIROAM LTD



Jefrey Ong
Managing Director

27 July 2016

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Flexiroam Limited
ACN 143 777 397

Notice of Annual General Meeting

Annual General Meeting of Shareholders to be held at

**22-2 Jalan PJU 8/3A, Bandar Damansara Perdana,
47820 Petaling Jaya, Selangor D.E., Malaysia**

at 11.00 a.m. on Monday, 29 August 2016.

Important

This Notice should be read in its entirety. If Shareholders are in doubt as to how to vote, they should seek advice from their professional adviser prior to voting.

Notice of Annual General Meeting

Notice is given that the Annual General Meeting of Shareholders of Flexiroam Limited ACN 143 777 397 (**Company**) will be held at 22-2 Jalan PJU 8/3A, Bandar Damansara Perdana, 47820 Petaling Jaya, Selangor D.E., Malaysia commencing at 11.00 a.m. on Monday, 29 August 2016.

Business

Item 1 – Financial and Other Reports – Period Ended 31 March 2016 (no resolution required)

To receive and consider the financial report and the reports of the Directors and of the Auditor for the financial period ended 31 March 2016.

Resolution 1 – Adoption of Remuneration Report

To consider and, if thought fit, pass the following resolution as a **non-binding resolution**:

“That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report for the period ended 31 March 2016 be adopted.”

Note: The vote on this Resolution is advisory only and does not bind the Directors or the Company.

Voting exclusion

The Company will disregard any votes cast on this Resolution:

- (a) by or on behalf of a member of Key Management Personnel as disclosed in the Remuneration Report;
- (b) by or on behalf of a Closely Related Party of a member of Key Management Personnel; and
- (c) as a proxy by a member of Key Management Personnel or a Closely Related Party,

unless the vote is cast as proxy for a person entitled to vote in accordance with a direction on the Proxy Form or by the Chairman pursuant to an express authorisation to exercise the proxy.

Resolution 2 – Re-election of Dato’ Larry Gan Nyap Liou as a Director

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

“That Dato’ Larry Gan Nyap Liou, who was appointed as a Director by the Board on 18 November 2015, retires and being eligible offers himself for re-election, be re-elected as a Director in accordance with clause 11.11 of the Constitution.”

Resolution 3 – Re-election of Mr Paul Khong as a Director

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

“That Mr Paul Khong, who was appointed as a Director by the Board on 22 April 2016, retires and being eligible offers himself for re-election, be re-elected as a Director in accordance with clause 11.11 of the Constitution.”

Resolution 4 – Re-election of Mr Stephen Hewitt-Dutton as a Director

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

“That Mr Stephen Hewitt-Dutton, who retires by rotation in accordance with clause 11.3 of the Constitution, and being eligible offers himself for re-election, be re-elected as a Director.”

Resolution 5 – Approval of 10% Placement Facility

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

“That, for the purposes of Listing Rule 7.1A and for all other purposes, Shareholders approve the issue of Equity Securities totalling up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in Listing Rule 7.1A.2 and on the terms and conditions in the Explanatory Statement.”

Voting exclusion

The Company will disregard any votes cast on this Resolution by a person (and any associates of such a person) who may participate in the 10% Placement Facility and a person who might obtain a benefit (and any associates of such a person), except a benefit solely in the capacity of a holder of Shares, if this Resolution is passed.

However, the Company will not disregard a vote if:

- (a) it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- (b) it is cast by the Chairman 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.

Resolution 6 – Approval to issue 2,700,000 Performance Rights to Mr Kenn Tat Ong (Jefrey Ong) or his nominee

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

“That, for the purposes of section 208 of the Corporations Act, Listing Rule 10.14 and for all other purposes, Shareholders approve the issue of 2,700,000 Performance Rights to Mr Kenn Tat Ong (Jefrey Ong) (or his nominee) under the Flexiroam Performance Rights Plan, in accordance with the terms described in the Explanatory Statement.”

Voting exclusion

The Company will disregard any votes cast on this Resolution by Kenn Tat Ong (Jefrey Ong) or any of his associates.

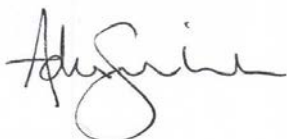
However, the Company will not disregard a vote if:

- (a) it is cast by Kenn Tat Ong (Jefrey Ong) or any of his associates as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form; or
- (b) it is cast by the Chairman 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.

Other business

In accordance with section 250S(1) of the Corporations Act, Shareholders are invited to ask questions about or make comments on the management of the Company and to raise any other business which may lawfully be brought before the Annual General Meeting.

By Order of the Board



Adam Sierakowski
Chairman
Flexiroam Limited

27 July 2016

Explanatory Statement

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Company's Annual 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 Resolutions in the accompanying Notice.

This Explanatory Statement should be read in conjunction with the Notice. Capitalised terms used in this Notice and Explanatory Statement are defined in the Glossary.

1. Proxies

Please note that:

- (a) a Shareholder entitled to attend and vote at the Annual 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 Annual General Meeting or handed in at the Annual General Meeting when registering as a corporate representative.

Members of Key Management Personnel and their Closely Related Parties will not be able to vote as proxy on Resolutions 1 or 6 unless the Shareholder directs them how to vote or, in the case of the Chairman, unless the Shareholder expressly authorises him to do so. If a Shareholder intends to appoint a member of Key Management Personnel or their Closely Related Parties (other than the Chairman) as its proxy, the Shareholder should ensure that it directs the proxy how to vote on Resolutions 1 and 6.

If a Shareholder intends to appoint the Chairman as its proxy on Resolutions 1 or 6, the Shareholder can direct the Chairman how to vote by marking one of the boxes for each of Resolutions 1 and 6 (for example, if the Shareholder wishes to vote 'for', 'against' or to 'abstain' from voting). If a Shareholder does not direct the Chairman how to vote, the Shareholder can expressly authorise the Chairman to vote as the Chairman thinks fit on Resolutions 1 and 6 by marking the appropriate boxes on the Proxy Form even though Resolutions 1 and 6 are connected to the remuneration of members of Key Management Personnel and even if the Chairman has an interest in the outcome of that Resolution.

To vote by proxy, please complete and sign the enclosed Proxy Form and send by:

- (a) post to Flexiroam Limited, c/- Anthony Ho & Associates, PO Box 3438, Nedlands, Western Australia 6009; or

(b) facsimile to the Company on (08) 6389 2588.

so that it is received by no later than 11.00 a.m. (WST) on Saturday, 27 August 2016. Proxy Forms received later than this time will be invalid.

2. Voting entitlements

In accordance with Regulations 7.11.37 and 7.11.38 of the *Corporations Regulations 2001* (Cth), the Board has determined that a person's entitlement to vote at the Annual General Meeting will be the entitlement of that person set out in the register of Shareholders as at 11.00 a.m. (WST) on Saturday, 27 August 2016. Accordingly, transactions registered after that time will be disregarded in determining Shareholders' entitlements to attend and vote at the Annual General Meeting.

3. Item 1 – Financial Statements and Reports

Under the Corporations Act, the Directors of the Company must table the financial report, the Directors' report and the Auditor's report for Flexiroam Limited for the financial period ended 31 March 2016 at the Annual General Meeting. These reports are set out in the 2016 Annual Report.

The 2016 Annual Report is for the 9 month period from 1 July 2015 to 31 March 2016. The change in financial year-end has been made in order to align the financial year end of the Company with the financial year end of the controlled entity Flexiroam Sdn. Bhd., based in Malaysia.

There is no requirement either in the Corporations Act or the Company's Constitution for Shareholders to vote on, approve or adopt these reports. Shareholders will have a reasonable opportunity at the meeting to ask questions about or make comments on these reports and on the management of the Company.

The auditor of the Company is required to attend the Annual General Meeting and will be available to take Shareholders' questions about the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.

In addition to taking questions at the Annual General Meeting, written questions to the Chairman about the management of the Company, or to the Company's auditor about the content of the Auditor's Report or the conduct of the audit, may be submitted no later than 5 business days before the date of the Annual General Meeting to the Company Secretary at Flexiroam Limited, c/- Anthony Ho & Associates, PO Box 3438, Nedlands, Western Australia 6009, or by facsimile to (08) 6389 2588.

The Company's Annual Report is available on the Company's website at <http://investor.flexiroam.com>.

4. Resolution 1 – Adoption of Remuneration Report

The Remuneration Report of the Company for the financial period ended 31 March 2016 is included in the Directors' Report in the Annual Report. It should be noted that, as a result of the Company changing its financial year end to 31 March, the Remuneration Report contains remuneration details for a 9-month period, and not for a full year as would normally be the case. The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company.

Section 249L(2) of the Corporations Act requires a company to inform Shareholders that a resolution on the Remuneration Report will be put at the Annual General Meeting. Section 250R(2) of the Corporations Act requires a resolution that the Remuneration Report to be adopted must be put to the vote. Resolution 1 seeks this approval.

In accordance with section 250R(3) of the Corporations Act, Shareholders should note that Resolution 1 is an “advisory only” resolution which does not bind the Directors. Under section 250SA of the Corporations Act, the Chairman will provide a reasonable opportunity for discussion of the Remuneration Report at the Annual General Meeting.

If at least 25% of the votes on Resolution 1 are voted against the adoption of the Remuneration Report at the Annual General Meeting, and then again at the Company’s 2017 annual general meeting, the Company will be required to put to Shareholders a resolution proposing the calling of an extraordinary general meeting (**Spill Meeting**) to consider the appointment of the Directors (**Spill Resolution**).

If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the Spill Meeting within 90 days of the Company’s 2017 annual general meeting. All of the Directors who are in office when the Company’s 2017 Directors’ Report is approved, other than the Managing Director of the Company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting. Following the Spill Meeting those persons whose election or re-election as Directors is approved will be the directors of the Company.

At the 2015 annual general meeting, more than 99% of votes cast, of those shareholders who exercised their right to vote, were in favour of the remuneration report for the 2015 financial period.

5. Resolution 2 – Re-election of Dato’ Larry Gan Nyap Liou as a Director

In accordance with clause 11.11 of the Constitution, any Director appointed to fill a casual vacancy or as an addition to the Board must retire from office at, and will be eligible for re-election at, the next annual general meeting following their appointment, but that Director will not be taken into account in determining the number of Directors who are to retire by rotation.

The Directors (excluding Dato’ Larry Gan) recommend that Shareholders vote in favour of Resolution 2. Resolution 2 is an ordinary resolution.

Dato’ Larry Gan Nyap Liou

Dato’ Gan is a Certified Management Consultant and a Chartered Accountant. He is a strategic investor in eCommerce and digital enterprises, and operates an extensive business network of entrepreneurs, incubators, consulting professionals and investment funds. Dato’ Gan was a worldwide partner in Accenture, the leading global business and technology consulting firm, for 16 years and has held many global leadership positions. Over a career span of 26 years, Dato’ Gan consulted on strategic projects for government organisations and multinational corporations, and invested and worked with innovative technologies around the world.

6. Resolution 3 – Re-election of Mr Paul Khong as a Director

In accordance with clause 11.11 of the Constitution, any Director appointed to fill a casual vacancy or as an addition to the Board must retire from office at, and will be eligible for re-election at, the next annual general meeting following their appointment, but that Director will not be taken into account in determining the number of Directors who are to retire by rotation.

The Directors (excluding Mr Khong) recommend that Shareholders vote in favour of Resolution 3. Resolution 3 is an ordinary resolution.

Mr Paul Khong

Mr Khong has over 20 years of experience in the corporate financial and education sectors. He headed a boutique investment company in San Francisco and later relocated to New York to take up the position as the Vice President of Marketing of IFS (New York) Inc. Mr Khong currently lectures at a training institute in Perth, Western Australia delivering Leadership and Management courses.

7. Resolution 4 – Re-election of Mr Stephen Hewitt-Dutton as a Director

In accordance with clause 11.3 of the Constitution, at every annual general meeting, one third of the Directors for the time being must retire from office by rotation and are eligible for re-election. The Directors to retire are those who have been in office for 3 years since their appointment or last re-appointment or who have been longest in office since their appointment or last re-appointment or, if the Directors have been in office for an equal length of time, by agreement.

Mr Stephen Hewitt-Dutton retires by rotation at this Annual General Meeting and, being eligible, offers himself for re-election.

The Directors (excluding Mr Hewitt-Dutton) recommend that Shareholders vote in favour of Resolution 4. Resolution 4 is an ordinary resolution.

Mr Stephen Hewitt-Dutton

Mr Hewitt-Dutton has over 20 years of experience in corporate finance, accounting and company secretarial matters. He is an Associate Director of Trident Capital Pty Ltd and holds a Bachelor of Business from Curtin University and is an affiliate of the Institute of Chartered Accountants. Previously Mr Hewitt-Dutton was an Associate Director of Carmichael Corporate where he assisted clients by providing equity market, IPO and M&A advice and assistance. He has also held Financial Controller and Company Secretary positions for both public and private companies for in excess of 15 years.

8. Resolution 5 – Approval of 10% Placement Facility

8.1 General

Listing Rule 7.1A enables eligible entities to issue Equity Securities totaling up to 10% of its issued share capital through placements over a 12 month period after the entity's annual general meeting ("**10% Placement Facility**"). The 10% Placement Facility is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

An "eligible entity" for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity.

The Company is now seeking shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Facility.

The exact number of Equity Securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 8.2(c) below).

The Board believes that Resolution 5 is in the best interests of the Company and recommends that Shareholders vote in favour of this Resolution.

8.2 Description of Listing Rule 7.1A

(a) Shareholder approval

The ability to issue Equity Securities under the 10% Placement Facility is subject to shareholder approval by way of a **special resolution** at an annual general meeting.

(b) Equity Securities

Any Equity Securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of Equity Securities of the Company.

As at the date of this Notice, the Company has one quoted class of Equity Securities, being its ordinary fully paid shares, of which there are 190,989,501 Shares on issue.

(c) Formula for calculating 10% Placement Facility

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

A is the number of shares on issue 12 months before the date of issue or agreement:

- (A) plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;
- (B) plus the number of partly paid shares that became fully paid in the 12 months;
- (C) plus the number of fully paid shares issued in the 12 months with approval of holders of shares under Listing Rule 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% placement capacity without shareholder approval;
- (D) less the number of fully paid shares cancelled in the 12 months.

Note that "A" has the same meaning as in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%.

E is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under Listing Rules 7.1 or 7.4.

(d) Listing Rule 7.1 and Listing Rule 7.1A

The ability of an entity to issue Equity Securities under Listing Rule 7.1A is in addition to the entity's 15% placement capacity under Listing Rule 7.1.

The actual number of Equity Securities that the Company will have capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to Section 8.2(c) above).

(e) Minimum Issue Price

The issue price of Equity Securities issued under Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

- (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
- (ii) if the Equity Securities are not issued within 5 Trading Days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(f) 10% Placement Period

Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid from the date of the Annual General Meeting at which the approval is obtained and expires on the earlier to occur of:

- (i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained; and
- (ii) the date of the approval by shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

or such longer period if allowed by ASX (“**10% Placement Period**”).

8.3 Specific information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

- (a) The Equity Securities will be issued at an issue price of not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 ASX trading days on which trades in that class were recorded immediately before:
 - (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
 - (ii) if the Equity Securities are not issued within 5 ASX trading days of the date in paragraph (i) above, the date on which the Equity Securities are issued.
- (b) If Resolution 5 is approved by Shareholders and the Company issues Equity Securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table. There is a risk that:
 - (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Annual General Meeting; and
 - (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the issue date or the Equity Securities are issued as part of consideration for the acquisition of a new asset, which may have an effect on the amount of funds raised by the issue of the Equity Securities.

The table below shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in Listing Rule 7.1A.2 as at the date of this Notice.

The table also shows:

- (i) two examples where variable “A” has increased, by 50% and 100%. Variable “A” is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders’ meeting; and
- (ii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 50% as against the current market price.

Variable A in Listing Rule 7.1A.2		Dilution		
		\$0.06 50% decrease in Market Price	\$0.12 Current Market Price	\$0.24 100% increase in Market Price
Current Variable A 193,689,501	10% Voting Dilution	19,368,950 Shares	19,368,950 Shares	19,368,950 Shares
	Funds raised	\$1,162,137	\$2,324,274	\$4,648,548
50% increase in current Variable A 290,534,252	10% Voting Dilution	29,053,425 Shares	29,053,425 Shares	29,053,425 Shares
	Funds raised	\$1,743,206	\$3,486,411	\$6,972,822
100% increase in current Variable A 387,379,002	10% Voting Dilution	38,737,900 Shares	38,737,900 Shares	38,737,900 Shares
	Funds raised	\$2,324,274	\$4,648,548	\$9,297,096

The table has been prepared on the following assumptions:

1. The Company issues the maximum number of Equity Securities available under the 10% Placement Facility.
2. The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
3. The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Facility, based on that Shareholder’s holding at the date of the Annual General Meeting.
4. The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1.
5. The issue of Equity Securities under the 10% Placement Facility consists only of Shares.
6. The current market price used is \$0.12, based on the closing price as at 6 July 2016.

- (c) The Company will only issue the Equity Securities during the 10% Placement Period. The approval under Resolution 5 for the issue of the Equity Securities will cease to be valid in the event that Shareholders approve a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities or Listing Rule 11.2 (disposal of main undertaking).
- (d) The Company may seek to issue the Equity Securities for the following purposes:
 - (i) non-cash consideration for the acquisition of new assets and investments. In such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3; or
 - (ii) cash consideration. In such circumstances, the Company may use the funds raised towards its existing projects (e.g. sales and marketing) and/or for the acquisition of new assets or investments (including expenses associated with such acquisitions) and general working capital.

The Company will comply with the disclosure obligations under Listing Rules 7.1A.4 and 3.10.5A upon issue of any Equity Securities.

- (e) The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the persons to whom the Equity Securities will be issued will be determined on a case-by-case basis having regard to the factors including but not limited to the following:
- (i) the purpose of the issue;
 - (ii) the methods of raising funds that are available to the Company including, but not limited to, rights issue or other issue in which existing security holders can participate;
 - (iii) the effect of the issue of the Equity Securities on the control of the Company;
 - (iv) the financial situation and solvency of the Company;
 - (v) prevailing market conditions; and
 - (vi) advice from corporate, financial and broking advisers (if applicable).

The Company notes that:

- (i) any funds raised from the issue of Equity Securities under the 10% Placement Facility are likely to be applied to product development and on marketing and branding of new product launches;
- (ii) prior to undertaking any fundraising, the Board will have regard to whether it is in the Company's best interest to structure such a fundraising as an entitlements issue to all of the Company's existing Shareholders at that time.

The persons issued securities under the 10% Placement Facility have not been determined as at the date of this Notice of Annual General Meeting but are likely to be investors which are sophisticated and/or professional investors for the purposes of section 708 of the Corporations Act. No Equity Securities will be issued under Listing Rule 7.1A to related parties of the Company.

If the Company is successful in acquiring new assets or investments, it is likely that the persons issued securities under the 10% Placement Facility will be the vendors of the new assets or investments.

- (f) The Company previously obtained Shareholder approval under Listing Rule 7.1A at the 2015 annual general meeting on 27 November 2015 (**Previous Approval**). However, no securities have been issued pursuant to the Previous Approval.
- (g) In accordance with Listing Rule 7.3A.6, during the 12 month period preceding the date of the Meeting, the Company issued 5,492,000 Shares which represent approximately 2.92% of the Equity Securities on issue in the Company at the commencement of the 12 month period.

Details of each issue of Equity Securities in the last 12 months are shown in the table below:

Date of Issue	Number of Equity Securities	Class	Basis allottees were determined	Issue Price and consideration
29 Jan 2016	2,792,000	Fully paid ordinary shares	Issued to employees following achievement of the revenue milestone in accordance with the Company's Performance Rights Plan.	Nil
05 Apr 2016	2,700,000	Fully paid ordinary shares	Issued to Executive Director (Mr Jeffrey Ong) following Shareholder approval at a General Meeting held on 30 March 2016.	Nil

- (h) A voting exclusion statement is included in the Notice. At the date of the Notice, the Company has not approached any particular existing Shareholder or security holder or an identifiable class of existing security holder to participate in the issue of the Equity Securities. No existing Shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

9. Resolution 6 – Approval to Issue Performance Rights to Mr Kenn Tat Ong (Jefrey Ong)

9.1 General

The purpose of Resolution 6 is to seek Shareholder approval for the issue of 2,700,000 Performance Rights to the Executive Director and Chief Executive Officer of Flexiroam, Mr Jeffrey Ong, under the Company's Performance Rights Plan ("**Plan**"). The Plan was approved by Shareholders at a general meeting held in February 2015.

The Board has determined that the grant of Performance Rights under the Plan to Mr Ong is an appropriate Short Term Incentive ("**STI**"). The Board considers Mr Ong essential to the operation of the Company's ongoing business and believes that by providing Performance Rights as a STI, Mr Ong will lead significant progress and improvement in the performance of the Company at this important stage of its development.

The Board is of the view that the terms of the proposed issue of Performance Rights to Mr Ong are consistent with Australian market practice.

The number of Performance Rights for which approval is sought has been determined having regard to market competitive remuneration packages with a strong emphasis on performance and growing shareholder value. Importantly, Mr Ong will derive no benefit from the proposed issue of Performance Rights unless vesting condition(s) are satisfied for the performance hurdle measurement period, being the financial year ending 31 March 2017, should they be approved.

9.2 Corporations Act and Listing Rules Requirements

Corporations Act

Section 208(1)(a) of the Corporations Act prohibits a company from giving a financial benefit (including an issue of securities) to a related party of the company without the approval of shareholders by a resolution passed at a general meeting at which no votes are cast in relation to the resolution in respect of any shares held by the related party or by an associate of the related party or the giving of the financial benefit falls within an exception set out in the Corporations Act.

The 2,700,000 Performance Rights proposed to be granted to Mr Ong under the Plan constitute a “financial benefit” as defined in the Corporations Act. Accordingly the proposed issue of Performance Rights to Mr Ong pursuant to Resolution 6 will constitute the provision of a financial benefit to a related party of the Company.

It is the view of the Directors that the exceptions under the Corporations Act to the provision of a financial benefit to a related party may not apply in the current circumstances. The Directors have determined to seek Shareholder approval under section 208 of the Corporations Act to permit the issue of the securities to Mr Ong on the terms set out in Resolution 6.

Listing Rules

Listing Rule 10.14 provides that a listed company must not, without the approval of ordinary shareholders, permit a director of the company to acquire securities under an employee incentive scheme.

The 2,700,000 Performance Rights proposed to be granted to Mr Ong under the Plan represent securities to be issued to a Director under an employee incentive scheme within the meaning of the Listing Rules. Accordingly, the Board seeks Shareholder approval under Resolution 6 for the grant of 2,700,000 Performance Rights to Mr Ong.

9.3 Details of the proposed grant

The proposed grant to Mr Ong is for 2,700,000 Performance Rights. The number of Performance Rights was determined by the Board in its sole discretion and is subject to the following revenue performance condition:

Proposed Number of Performance Rights	Performance Condition	Vesting Date
2,700,000	Revenue target of AUD\$12,000,000 for the Company for the financial year ending 31 March 2017	31 March 2017

9.4 Vesting Conditions

In addition to the revenue performance condition noted above, Mr Ong must remain in continuous employment in his current position as the Company’s Chief Executive Officer from the date the Performance Rights are granted until the Vesting Date (31 March 2017). Each Performance Right represents the right to receive one share in Flexiroam subject to achievement of the performance condition as set above. Performance Rights cannot be transferred, disposed of, or have a security interest imposed over them.

9.5 Allocation of Shares upon vesting of Performance Rights

Mr Ong’s Performance Rights will be automatically exercised into Flexiroam Shares, for no consideration, once the vesting conditions above have been met. Any Performance Rights which fail to meet the relevant vesting conditions on or before the Vesting Date will lapse immediately. The Performance Rights will expire 30 days after signing of the annual financial report for the year ending 31 March 2017, if not already exercised or lapsed.

If the Board determines, in its sole discretion, that the performance conditions for Mr Ong’s Performance Rights have been satisfied then the Performance Rights will vest and be converted into Shares on a one for one basis, with no exercise price, or share issue price, being payable.

9.6 Other information

If Mr Ong ceases to be an employee of Flexiroam, his ability to retain the Performance Rights is subject to the terms of the Plan and is dependent on the circumstances in which his employment ceases.

If a change of control event occurs, all unvested Performance Rights will automatically vest unless the Board determines otherwise.

Hedging the exposure to the Flexiroam share price during the Vesting Period in respect of unvested Performance Rights is prohibited.

The Board (other than Mr Ong) recommends Shareholders vote in favour of Resolution 6.

9.7 Section 219 of the Corporations Act

Pursuant to section 219 of the Corporations Act, the Company provides the following information to Shareholders in respect of the proposed financial benefit to be given to Mr Ong:

- (i) the Related Party to which the financial benefit will be given is Mr Jeffrey Ong (and/or his nominees);
- (ii) the maximum number of securities (being the nature of the financial benefit to be provided) to be issued is 2,700,000 Performance Rights to Mr Ong (and/or his nominees);
- (iii) in resolving to grant the Performance Rights to Mr Ong, subject to obtaining Shareholder approval, the Directors (other than Mr Ong) have recognised the skills and value that Mr Ong brings to the Company, and have also taken into consideration the performance hurdle that must be achieved in order for the Performance Rights to vest, which is the attainment by the Company of at least \$12 million in revenue for the financial year ending 31 March 2017;
- (iv) none of the Directors, other than Mr Ong, has a material personal interest in the subject matter of Resolution 6. Each of the Directors, other than Mr Ong, recommends that Shareholders vote in favour of Resolution 6;
- (v) Mr Ong is engaged as the Company's Chief Executive Officer pursuant to an employment agreement with the Company and receives fixed remuneration of AUD\$120,000 per annum in that role. He is also engaged as Chief Executive Officer of the Company's Malaysian subsidiary, Flexiroam Sdn Bhd, for which he receives fixed remuneration (including superannuation entitlements) of 110,832 Malaysian ringgit (approximately AUD\$36,775) per annum. The total remuneration estimated to be received by Mr Ong in the current financial year ending 31 March 2017, excluding the value of the Performance Rights the subject of Resolution 6, is AUD\$156,775;
- (vi) As at the date of this Notice of Meeting, Mr Ong holds 187,309 Shares directly in the Company, and 96,000,000 Shares indirectly in the Company. Of the 96,000,000 Shares indirectly, 88,500,000 shares are escrowed for 24 months from 16 June 2015;
- (vii) The Company's issued capital will not change as a result of the issue of 2,700,000 Performance Rights to Mr Ong. However, should all of the Performance Rights vest, a total of 2,700,000 Shares will be issued which represents 1.39% of current total Shares on issue (193,689,501);
- (viii) ASIC requires explanatory information regarding the value of the financial benefit proposed to be granted to be provided to Shareholders. The Performance Rights proposed to be issued to Mr Ong have been internally valued. The variables used to calculate the valuation of the Performance Rights are as follows:

Variable	Assumption
Valuation date	6 July 2016
Spot Share price	\$0.12
Exercise Price	Nil
Vesting/Expiry Date	31 March 2017
Estimated future volatility	101.5%
Risk free interest rate	1.88%
Dividend yield	0%

Using the above variables, and based on the Monte Carlo simulation model, the value calculated for each Performance Right is \$0.12, giving a total valuation for the 2,700,000 Performance Rights of \$324,000.

Any change in the variables applied under the above valuation methodology between the date of the valuation and the date the Performance Rights are issued would have an impact on their value.

- (ix) The following table gives details of the highest, lowest and latest price of the Company's Shares trading on the ASX over the past 12 months ending on 6 July 2016:

Highest Price	Date of Highest Price	Lowest Price	Date of Lowest Price	Latest Price on 6 July 2016
\$0.32	18 November 2015	\$0.10	8 October 2015	\$0.12

- (x) Other than the information above and otherwise in this Explanatory Statement, the Company believes that there is no other information that would be reasonably required by Shareholders to pass Resolution 6.

9.8 ASX Listing Rule 10.15 Requirements

ASX Listing Rule 10.15 sets out a number of matters which must be included in a Notice of Meeting proposing an approval of an issue of securities under ASX Listing Rule 10.14. For the purposes of ASX Listing Rule 10.15, the following information is provided in relation to Resolution 6:

- Mr Ong is an Executive Director and the Chief Executive Officer of the Company.
- The maximum number of Performance Rights that may be issued to Mr Ong is 2,700,000.
- No consideration is payable by Mr Ong for the grant of the Performance Rights or for the issue of Shares on vesting of the Performance Rights. However, the Performance Rights are subject to the vesting conditions as set out above.
- Mr Ong does not hold any existing Performance Rights, and no Performance Rights have been granted under the Plan to persons referred to in Listing Rule 10.14 since the last approval.
- Non-Executive Directors are not eligible to participate in the Plan. Mr Ong, as an Executive Director, is the only person referred to in Listing Rule 10.14 who is entitled to participate in the Plan.
- A voting exclusion statement in respect of Resolution 6 is set out in the Notice of Meeting.
- The Company has not implemented any loan or financing arrangement in respect of the proposed issue of Performance Rights to Mr Ong.
- The Performance Rights, if approved, will be issued within 10 business days of approval.

Glossary

In this Notice and Explanatory Statement, the following terms have the following meanings:

Annual General Meeting	the annual general meeting convened by this Notice.
Annual Report	the Company's annual report for the financial period ended 31 March 2016 comprising the Financial Report, the Directors' Report, the Remuneration Report and the Auditor's Report.
Board	the board of Directors.
Chairman	the chair of the Annual General Meeting.
Closely Related Party	a closely related party of a member of Key Management Personnel as defined in section 9 of the Corporations Act, being: <ul style="list-style-type: none">(a) a spouse or child of the member;(b) a child of that member's spouse;(c) a dependent of that member or of that member's spouse;(d) anyone else who is one of that member's family and may be expected to influence that member, or be influenced by that member, in that member's dealings with the Company;(e) a company that is controlled by that member; or(f) any other person prescribed by the regulations.
Company	Flexiroam Limited ACN 143 777 397.
Constitution	the constitution of the Company.
Corporations Act	<i>Corporations Act 2001</i> (Cth).
Director	a current director of the Company.
Explanatory Statement	the explanatory statement incorporating this Notice.
Key Management Personnel	the key management personnel of the Company as defined in section 9 of the Corporations Act and Australian Accounting Standards Board accounting standard 124, broadly including 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).
Listing Rules	means the official listing rules of the ASX.
Notice	the notice of annual general meeting accompanying the Explanatory Statement.
Proxy Form	the proxy form attached to this Notice.
Remuneration Report	the section of the Directors' Report in the Annual Report of the Company entitled "Remuneration Report".
Share	a fully paid ordinary share in the capital of the Company.
Shareholder	a holder of a Share.
WST	Western Standard Time, being the time in Perth, Western Australia.

Flexiroam Limited
ACN 143 777 397

Proxy Form

I/We

of

being a member/s of Flexiroam Limited entitled to attend and vote at the Annual General Meeting hereby appoint

the Chairman of
the Meeting
(mark with an 'X')

OR

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

or if no person 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 Flexiroam Limited to be held at **the offices of Flexiroam Sdn. Bhd., 22-2 Jalan PJU 8/3A, Bandar Damansara Perdana, 47820 Petaling Jaya, Selangor D.E., Malaysia, on Monday, 29 August 2016** commencing at 11:00 a.m. and at any adjournment or postponement thereof.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the meeting as my/our proxy (or the Chairman becomes my/our proxy by default) I/we expressly authorise the Chairman (to the extent permitted by law) to exercise my/our proxy in respect of Resolutions 1 and 6 even though Resolutions 1 and 6 are connected directly or indirectly with the remuneration of a member of key management personnel of Flexiroam Limited, which includes the Chairman.

Important Note: If the Chairman of the meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1 and 6 by marking the appropriate box below.

Voting directions to your proxy – please mark to indicate your directions

		FOR	AGAINST	ABSTAIN
Resolution 1	Adoption of Remuneration Report – 2016 Annual Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Dato' Larry Gan as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Mr Paul Khong as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Re-election of Mr Stephen Hewitt-Dutton as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval of 10% Placement Facility	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Approval to Issue Performance Rights to Mr Kenn Tat Ong (Jeffrey Ong)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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 on a poll and your votes will not be counted in computing the required majority.

The Chairman of the meeting intends to vote undirected proxies in favour of each item of business.

Signature of Securityholder(s)

Please sign here

THIS SECTION MUST BE SIGNED IN ACCORDANCE WITH THE INSTRUCTIONS OVERLEAF TO ENABLE YOUR DIRECTIONS TO BE IMPLEMENTED.

Individual or Securityholder 1

Individual/ Sole Director and
Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/ Company Secretary

Contact Name

Contact Daytime Telephone

Date

For personal use only

HOW TO COMPLETE THE PROXY FORM

1. Appointment of a Proxy

You are entitled to appoint no more than two proxies to attend and vote on a poll on your behalf. The appointment of a second proxy must be done on a separate copy of the Proxy Form. Where more than one proxy is appointed, such proxy must be allocated a proportion of your voting rights. If you appoint two proxies and the appointment does not specify this proportion, each proxy may exercise half of your votes.

If you wish to appoint the Chairman of the Meeting as your proxy, please 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 securityholder of the Company.

If you have appointed a company as your proxy and a representative of that company wishes to attend the meeting, the representative will be required to provide the Company with the appropriate written documentation evidencing that the person is a representative of the proxy. Should you require it, the Company will provide you with a corporate representative form free of charge. Please contact the Company Secretary if you require a corporate representative form.

2. Voting on Items of Business

You may direct your proxy how to vote by placing a mark in one of the three boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

3. 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, an additional Proxy Form may be obtained by telephoning the Company Secretary or you may copy this form.

To appoint a second proxy you must state on each of the first Proxy Form and the second Proxy Form the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded. Please return both forms together in the same envelope.

4. 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 securityholders should sign.

Power of Attorney: to sign under Power of Attorney, you must have already lodged this document with the 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 the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's share registry.

5. Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at the Company's registered office or at the address given below no later than 48 hours before the commencement of the meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Documents may be lodged by post or facsimile to Flexiroam Limited:-

- post to the Company at:
c/- Anthony Ho & Associates,
PO Box 3438, Nedlands,
Western Australia 6009; or
- facsimile to the Company on (08) 6389 2588.

For personal use only