



NOTICE OF ANNUAL GENERAL MEETING

To be held at 10:30am AEDT on
Friday 28 November 2014 at
The Offices of Walker Wayland NSW
Chartered Accountants
Level 11, 60 Castlereagh Street
Sydney NSW 2000

Shareholders who have elected not to receive a printed copy of the Company's
2014 Annual Report may obtain a copy from the Company's website
www.8common.com under Investor Relations

Registered Office:
C/- Walker Wayland NSW
Chartered Accountants
Level 11, 60 Castlereagh Street
Sydney NSW 2000
Australia

Notice is given that the Annual General Meeting of members of 8common Limited ('8common' or 'Company') will be held on Friday 28 November 2014 at Level 11, 60 Castlereagh Street, Sydney commencing at 10:30am (AEDT).

Ordinary Business

Consideration of Financial Report

To receive and consider the Company's financial report and the report of the Directors and the Auditor for the financial year ended 30 June 2014.

Neither the Corporations Act 2001 nor the Company's Constitution requires a vote of shareholders on the annual report or financial statements. However, shareholders will be given the opportunity to ask questions or make comments on the annual report at the meeting.

Remuneration Report

Resolution 1

Adoption of Remuneration Report:

To consider and, if thought fit, to pass the following in accordance with section 250R(2) of the Corporations Act:

"That the Remuneration Report for the year ended 30 June 2014 be adopted."

NB: This resolution shall be determined as if it were an ordinary (majority) resolution, but under section 250R(3) of the Corporations Act, the vote does not bind the directors of the company.

A voting exclusion statement applies to Resolution 1. Further details of this exclusion are set out in the accompanying Notes.

Directors

Resolution 2

Re-election of Mr Grant McCarthy

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

"That Grant McCarthy, who retires as a Director of the Company in accordance with rule 18.4 of the Company's constitution, and being eligible, be re-elected as a Director of the Company."

Resolution 3**Re-election of Mr Adrian Bunter**

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

“That Adrian Bunter, who retires as a Director of the Company in accordance with rule 18.4 of the Company’s constitution, and being eligible, be re-elected as a Director of the Company.”

Resolution 4**Re-election of Mr Nyap Liou Gan**

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

“That Nyap Liou Gan, who retires as a Director of the Company in accordance with rule 18.4 of the Company’s constitution, and being eligible, be re-elected as a Director of the Company.”

Resolution 5**Re-election of Mr Zoran Grujic**

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

“That Zoran Grujic, who retires as a Director of the Company in accordance with Listing Rule 14.5, and being eligible offers himself for re-election.”

Other Business**Resolution 6****Appointment of Auditor**

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

“That Walker Wayland NSW Chartered Accountants be appointed as auditors of the Company.”

Dated 28 October 2014

BY ORDER OF THE BOARD



Zoran Grujic
Company Secretary

Notes

These Notes and the accompanying Explanatory Memorandum form part of the Notice of Meeting.

Shareholders of 8common

8common has determined that for the purpose of voting at the meeting or adjourned meeting, shares will be taken to be held by those persons recorded on the 8common register of shareholders as at 7:00 pm (AEDT) on 26 November 2014.

Appointment of Proxy

If you are a shareholder, and you are unable to attend and vote at the meeting, and wish to appoint a proxy, please complete and return the enclosed proxy form. A proxy need not be a shareholder of 8common.

To vote by proxy, you need to:

complete and sign the relevant proxy form enclosed with this Notice of Meeting and return the proxy form either:

- by post to Boardroom Limited, GPO Box 3993, Sydney, NSW 2001 or in person to Boardroom Limited, Level 7, 207 Kent Street Sydney NSW 2000; or
- by facsimile to Boardroom Limited on facsimile number (+61 2) 9290 9655, so that it is received not later than 10:30am (AEDT) on 26 November 2014.

If the appointment is signed by an attorney, the power of attorney or a certified copy of it must be sent with the proxy form.

A shareholder entitled to attend and cast more than 2 votes at the meeting is entitled to appoint no more than 2 proxies to attend and vote in their stead. Where more than one proxy is appointed, each proxy should be appointed to represent a specified proportion of the shareholder's voting rights. Failure to apportion voting rights will result in each proxy being entitled to vote half of the shareholder's votes.

A corporation may elect to appoint a representative in accordance with s 250D of the Corporations Act, in which case the Company will require a certificate of appointment of the corporate representative executed in accordance with the Corporations Act. The certificate of appointment must be lodged with the Company before the meeting or at the registration desk on the day of the meeting.

A shareholder may appoint the Chairman of the meeting as their proxy by nominating him in the proxy form. If a shareholder returns their proxy form but does not nominate the identity of their proxy, the Chairman of the meeting will

automatically be their proxy. If a shareholder returns their proxy form but their nominated proxy does not attend the meeting, then their proxy will revert to the Chairman of the meeting. For resolutions determined on a poll, if a shareholder's nominated proxy is either not recorded as attending the meeting or does not vote on the resolution in accordance with the shareholder's directions, the Chairman of the meeting is taken, before voting on the resolution closes, to have been appointed as the shareholder's proxy for the purposes of voting on the resolution.

If a shareholder appoints a member of the Company's key management personnel (KMP) (which includes each of the Directors) as proxy, the KMP will not be able to cast the shareholder's votes on Resolution 1 unless the shareholder directs them how to vote or the Chairman of the meeting is the shareholder's proxy. If a shareholder appoints the Chairman of the meeting as their proxy or the Chairman of the meeting is appointed as the shareholder's proxy by default, but the shareholder does not mark a voting box for Resolution 1, then by completing and submitting the proxy form the shareholder will be expressly authorising the Chairman of the meeting to exercise the proxy even though the relevant resolution is connected with the remuneration of the Company's KMP.

The Chairman of the meeting intends to vote all available proxies in favour of all resolutions.

VOTING EXCLUSIONS

In accordance with the Corporations Act 2001 and the ASX Listing Rules, the Company makes the following statement:

The Company will disregard any votes cast on:

Resolution 1:

By:

- a) A member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report, or
- b) A closely related party of such a member.

However, a person described above may cast a vote on the resolution if:

- The person does so as a proxy appointed in writing that specifies how the proxy is to vote on the proposed resolution;
- The vote is not cast on behalf of a person described in subparagraphs (a) or (b) above; and
- The vote is cast by the Chairman, as the nominated proxy for a person who is permitted to vote, with express authorization given to the Chair to exercise the proxy even if the resolution is connected directly or indirectly with remuneration of a member of the key management personnel of the Company.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the shareholders of 8common to provide information about the items of business to be considered at the Annual General Meeting of shareholders to be held Friday, 28 November 2014.

With the exception of Resolution 1, all of the resolutions to be voted on are ordinary resolutions. An ordinary resolution requires a simple majority of votes cast by shareholders entitled to vote on the resolution in order for it to be carried.

If appropriate and if time permits, the Chairman will discuss significant issues raised by shareholders prior to the Meeting and will invite questions and comments from shareholders on these key issues and any other appropriate and relevant matters that shareholders would like raised at the Meeting.

In addition, a reasonable opportunity will be given to members present at the Meeting to ask the Company's auditor, Walker Wayland, questions relevant to the conduct of the audit, the preparation and content of the Auditors Report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditor. If you would like to submit a written question to Walker Wayland NSW Chartered Accountants before the Meeting on any of the foregoing matters, please send your question to the Company Secretary, Zoran Grujic, at zoran@8common.com before 21 November 2014.

If you have a more general issue or question that you would like discussed at the Meeting, please write to the Company Secretary, Zoran Grujic, at the above address.

Item 1 – Consideration of Financial Report

The Corporations Act requires that the report of the Directors, the report of the Auditor and the financial reports be presented to the annual general meeting. In addition the Company's constitution provides for such reports and statements to be received and considered at the meeting.

Resolution 1 – Remuneration Report

Consistent with section 250R of the Corporations Act, the Company submits to shareholders for consideration and adoption, by way of a non-binding resolution, its Remuneration Report for the year ended 30 June 2014.

The Remuneration Report is a distinct section of the annual Directors' Report which deals with the remuneration of Directors and Executives (which includes senior management) of the Company. The Remuneration Report can be located in the Company's Annual Report.

Following consideration of the Remuneration Report, the Chairman will give shareholders a reasonable opportunity to ask questions about or make comments upon, the Remuneration Report.

The Board recommends that shareholders vote in favour of Resolution 1.

Resolution 2 to 5 – Directors

Under the ASX Listing Rules, a director appointed by the Board shall only hold office until the end of the next annual general meeting following their appointment, but shall be eligible for re-election at that meeting. Grant McCarthy, Adrian Bunter and Nyap Liou Gan retire at the end of the meeting in accordance with this rule and, being eligible, offer themselves for election.

In accordance with Listing Rule 14.5, Mr Zoran Grujic retires and being eligible offers himself for re-election.

The Board (with the relevant Director abstaining in respect of their own election or re-election) unanimously recommends that shareholders vote in favour of Resolutions 2 to 5.

The experience and qualifications and other details in relation to each Director seeking election or re- election are set out below.

Grant McCarthy	–	Non-Independent Non-Executive Chairman
Qualifications	–	Bachelor of Business (University of Newcastle)
Experience	–	Grant's career has spanned across the technology sector, finance and corporate advisory in strategic consulting and merger and acquisitions with extensive experience covering many aspects of business across Australia and Asian markets. He is a Co-Founder and Partner at Asia Pacific Growth Management working on multiple engagements in the TMT sectors across the Asia Pacific helping multinational companies achieve strategic growth. Grant spent 8 years with yahoo Inc. in Australia and throughout South East Asia, developing various regional business units and strategic planning initiatives. These included the South East Asia lead for Yahoo Search and Asia-Pacific lead for Yahoo Mobile (FIFA World Cup).
Special Responsibilities	–	Member of the Remuneration Committee and member of the Audit Committee
Directorships held in other-listed entities during the three periods prior to the current period	–	None
Adrian Bunter	–	Independent, Non-Executive Director
Qualifications	–	Bachelor of Business (University of Technology, Sydney) and a Graduate Diploma in Applied Finance. Member of the Institute of Chartered Accountants in Australia.

Experience	–	Adrian has 19 years experience in accounting, audit, finance and a broad range of corporate advisory roles ranging from debt/equity raisings, mergers and acquisitions, divestments of business and strategy development and execution, including over 16 years with PricewaterhouseCoopers. Adrian is an executive director of Venture Advisory, a boutique technology, media and telco corporate advisory business and an executive committee member of Australia's leading angel investing group, Sydney Angels Inc.
Special Responsibilities	–	Member of the Remuneration Committee and member of the Audit Committee
Directorships held in other-listed entities during the three periods prior to the current period	–	Non-Executive Director of Qanda Technology Limited (ASX: QNA)
Nyap Liou “Larry” Gan	–	Non-Independent, Non-Executive Director
Qualifications	–	Fellow of Association of Certified Chartered Accountants and Certified Management Consultant
Experience	–	During his 26 years at Accenture he held many global leadership roles. He was the Accenture Managing Partner of ASEAN from 1993 to 1996, Accenture Managing Partner of Asia from 1997 to 1999 and Accenture Managing Partner of Corporate Development, Asia Pacific from 1999 to 2002. It was then that he managed the company's multi-billion dollar Venture Fund for the Asia Pacific region. He was a member of the Accenture Global Management Council from 1997 to 2004 and sat on many global management committees, governing partner admission, rewards and compensation.
Special Responsibilities	–	Member of the Remuneration Committee and member of the Audit Committee
Directorships held in other-listed entities during the three periods prior to the current period	–	Since 1 August 2013, Larry has been the Group Chief Executive Officer and Managing Director of Omesti Berhad. He is a current Board member of Tanjong Plc, AmBank (M) Bhd, Catcha Media Bhd, Cuscapi Bhd, Tropicana Corporation Bhd, Graphene Nanochem Plc
Zoran Grujic	–	Executive Director, Chief Financial Officer & Company Secretary
Qualifications	–	Bachelor of Commerce (Accounting), University of Western Sydney. Member of the Institute of Chartered Accountants in Australia.
Experience	–	Zoran spent over a decade at leading Australian accounting firms before launching Corporate Result Group, a successful accounting practice that was later sold. He has also held senior finance roles in a variety of industries, including Moraitis Group, one of the largest fresh produce suppliers to Woolworths and Coles; a peak training organisation, the Australian Institute of Management (AIM); and more recently in Couriers Please Pty Limited, one of the leading freight distribution

		businesses in Australia.
Special Responsibilities	–	None
Directorships held in other– listed entities during the three periods prior to the current period		None

Resolution 6 – Appointment of Auditor

Walker Wayland NSW, Chartered Accountants were appointed auditors shortly after the incorporation of the Company. The Corporations Act 2001 (s327(2)) provides that the auditors shall hold office until the first Annual General Meeting of the company.

Walker Wayland NSW, Chartered Accountants have consented to act as auditors.

The Board recommends that shareholders vote in favour of Resolution 6.



All Correspondence to:

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

Level 7, 207 Kent Street,
Sydney NSW 2000 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** www.boardroomlimited.com.au

☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 10:30am (AEDT) on Wednesday 26 November 2014.**

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a security holder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the 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.
- (b) return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the 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 securities are to be voted on any item by inserting the percentage or number that 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 for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

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

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **10:30am (AEDT) on Wednesday, 26 November 2014.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

📠 **By Fax** + 61 2 9290 9655

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia

👤 **In Person** Level 7, 207 Kent Street,
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

**Your Address**

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

Please note, you cannot change ownership of your securities using this form.

PROXY FORM**STEP 1 APPOINT A PROXY**

I/We being a member/s of **8common Limited** (Company) and entitled to attend and vote hereby appoint:



the **Chair of the Meeting** (mark box)

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



or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held at the **offices of Walker Wayland, Level 11, 60 Castlereagh Street, Sydney, NSW Australia on Friday, 28 November 2014, at 10:30am (AEDT)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolution 1, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this Resolution even though Resolution 1 is connected with the remuneration of a member of the key management personnel for the 8common Limited.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolution 1). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

Ordinary Business

Resolution 1 To Adopt the Remuneration Report

For Against Abstain*



Resolution 2 To re-elect Mr Grant McCarthy as a Director



Resolution 3 To re-elect Mr Adrian Bunter as a Director



Resolution 4 To re-elect Mr Nyap Liou Gan as a Director



Resolution 5 To re-elect Mr Zoran Grujic as a Director

**Special Business**

Resolution 6 Appointment of Walker Wayland NSW as Auditors

**STEP 3 SIGNATURE OF SHAREHOLDERS**

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1



Securityholder 2



Securityholder 3



Sole Director and Sole Company Secretary

Director

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2014