

Holista CollTech Limited
ACN 094 515 992

Notice of General Meeting

A general meeting of the Company will be held at:

Time: 10.00am (WST)

Date: 30 July 2018

Place: Barrington House, 283 Rokeby Road, Subiaco, Western Australia

Notice of General Meeting

Notice is given that a general meeting of the shareholders of Holiata CollTech Limited ACN 094 515 992 will be held at Barrington House, 283 Rokeby Road, Subiaco, Western Australia on Monday, 30 July 2018 at 10.00am (WST) for the purposes of considering the business set out below. The Explanatory Statement that accompanies and forms part of this Notice describes in more detail the matters to be considered.

Business

Resolution 1 – Issue of the RM Underwritten Shares to Dr Rajen Manicka

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

“That, for the purposes of Listing Rule 10.11, and for all other purposes, approval be given for the issue of up to 25,386,270 Shares to Dr Rajen Manicka (and/or his nominee) pursuant to a partial underwriting of the Share Purchase Plan, as described in the Explanatory Statement.”

Voting exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Dr Rajen Manicka, any person who might obtain a benefit (except a benefit solely in the capacity of a Shareholder) if the Resolution is passed, or an associate of those persons.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form; or
- it is cast by the Chair 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 2 – Issue of the CHF Underwritten Shares to Mr Chan Heng Fai

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

“That, for the purposes of Listing Rule 10.11, and for all other purposes, approval be given for the issue of up to 11,206,137 Shares to Mr Chan Heng Fai (and/or his nominee) pursuant to a partial underwriting of the Share Purchase Plan, as described in the Explanatory Statement.”

Voting exclusion

The Company will disregard any votes cast in favour of this Resolution by or on behalf of Mr Chan Heng Fai, any person who might obtain a benefit (except a benefit solely in the capacity of a Shareholder) if the Resolution is passed, or an associate of those persons.

However, the Company need not disregard a vote if:

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

By order of the Board

Brett Fraser
Company Secretary
Holiata CollTech Limited

26 June 2018

Explanatory statement

Important information

This Explanatory Statement has been prepared for the information of the shareholders of Holista CollTech Limited ACN 094 515 992 (**Company**) in connection with the Resolutions to be considered at a General Meeting to be held at Barrington House, 283 Rokeby Road, Subiaco, Western Australia on Monday, 30 July 2018 commencing at 10.00am (WST).

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.

Scope of disclosure

The law requires that this Explanatory Statement sets out all known information that is reasonably required by Shareholders in order to decide whether or not it is in the Company's interests to pass the Resolutions and which is known to the Company.

The Company is not aware of any relevant information that is material to the decision on how to vote on the Resolutions other than as is disclosed in this Explanatory Statement or previously disclosed to Shareholders by the Company by notification to the ASX.

Interpretation

Capitalised terms which are not otherwise defined in this Notice have the meanings given to those terms in the "Definitions" section.

References to "\$" and "A\$" in this Notice are references to the currency of Australia unless otherwise stated.

References to "US\$" in this Notice are references to the currency of the United States unless otherwise stated.

References to time in this Notice relate to the time in Perth, Western Australia.

Voting exclusions

Certain voting restrictions apply to the Resolutions as detailed beneath the Resolutions in the Notice.

Proxies

Please note that:

- a Shareholder entitled to attend and vote at the General Meeting is entitled to appoint a proxy;
- a proxy need not be a Shareholder;
- a Shareholder may appoint a body corporate or an individual as its proxy;
- 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
- 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 General Meeting or handed in at the General Meeting when registering as a corporate representative.

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

- post to the Company at PO Box 52, West Perth WA 6872;
- facsimile to the Company at +61 8 6141 3599; or
- email to the Company Secretary at info@wolfstargroup.com.au

so that it is received by no later than 10.00am (WST) on Saturday, 28 July 2018. Proxy Forms received later than this time will be invalid.

Voting intentions of the Chair

The Chair intends to vote all available proxies in favour of the Resolutions.

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 General Meeting will be the entitlement of that person set out in the register of Shareholders as at 10.00am (WST) on Saturday, 28 July 2018. Accordingly, transactions registered after that time will be disregarded in determining a Shareholder's entitlement to attend and vote at the General Meeting.

Taxation

The passing of the Resolutions may give rise to income tax implications for the Company and Shareholders. Shareholders are advised to seek their own taxation advice on the effect of the Resolutions on their personal position and neither the Company, the Directors nor any adviser to the Company accepts any responsibility for the taxation implications on any individual Shareholder.

ASIC and ASX's role

The fact that this Notice has been received by ASX and ASIC is not to be taken as an indication of the merits of the Resolutions or the Company. ASIC, ASX and their respective personnel take no responsibility for the contents of such documentation.

1. Share Purchase Plan

Background

As announced to ASX on Friday 22 June 2018, the Company proposes to carry out a Share Purchase Plan pursuant to which up to 40,000,000 Shares are to be offered at an issue price of 7 cents per Share to eligible shareholders, who may each subscribe for no more than \$15,000 worth of Shares (**SPP**).

The SPP is being undertaken in accordance with the requirements of ASIC Class Order 09/425 (**CO 09/425**) and Listing Rule 7.2 Exception 15, which imposes the following limits on the number and price of shares that can be issued under a share purchase plan.

- The number of shares to be issued must be no greater than 30% of the number of fully paid ordinary shares already on issue.
- The issue price must be at least 80% of the volume weighted average price of the market price of the shares calculated over the last 5 days on which sales in the shares were recorded before either the day on which the issue was announced, or the day on which the issue is made.

The SPP complies with these requirements, and accordingly the offer of Shares to entitled shareholders under the SPP does not require shareholder approval under Listing Rule 7.1. The issue of any shares to an underwriter of a share purchase plan, however, does not benefit from this exception from Listing Rule 7.1.

Partial underwriting

The Company's Managing Director and CEO, Dr Rajen Manicka, and non-executive director, Mr Chan Heng Fai, have each entered into a separate Underwriting Agreement with the Company in respect of a portion of any Shortfall under the SPP. They have each agreed to take up Shortfall Shares subject to their percentage holdings in the Company following the issue of all shares under the SPP (including to the Underwriters) not exceeding:

- (a) 43.16%, in the case of Dr Manicka (**RM Underwritten Shares**), and
- (b) 24.53%, in the case of Mr Chan (**CHF Underwritten Shares**).

The reasons for these percentage limits are explained further below.

The issue of the Underwritten Shares to Dr Manicka and Mr Chan requires shareholder approval pursuant to Listing Rule 10.11, as each of them is a Related Party of the Company by reason of being a director.

Dr Manicka currently holds 73,914,400 Shares, which represents approximately 38.79% of the total number of Shares currently on issue. He has held this number of Shares for over a year, and until 9 February 2018 this represented 40.16% of the total number of Shares on issue. Dr Manicka also holds 9,000,000 Performance Rights in four classes.

Mr Chan currently holds 45,145,101 Shares, which represents approximately 23.69% of the total number of Shares currently on issue. He has held this number of Shares since 5

October 2017, and until 9 February 2018 this number represented 24.53% of the total number of Shares on issue.

The SPP does not have a minimum subscription condition and is not conditional on the issue of the Underwritten Shares being approved.

Underwriting Agreements

The Company has entered into separate Underwriting Agreements with Dr Manicka and Mr Chan. The Underwriting Agreements are not inter-conditional, and neither Underwriter assumes any obligations in respect of the Shortfall Shares underwritten by the other Underwriter. The obligation of each Underwriter to perform under their respective Underwriting Agreements is also not affected by whether the other Underwriter performs under their Agreement.

Apart from the number of Shortfall Shares that each Underwriter has agreed to take up, the material terms of the Underwriting Agreements are identical.

- The Underwriter under the RM Underwriting Agreement is Dr Rajen Manicka and the underwriter under the CHF Underwriting Agreement is Mr Chan Heng Fai.
- The number of Underwritten Shares is:
 - under the RM Underwriting Agreement, that number of Shortfall Shares such that following the issue of all Shares under the SPP (including to the Underwriters) the percentage holding of Dr Manicka is no greater than 43.16% (**RM Underwritten Shares**); and
 - under the CHF Underwriting Agreement, that number of Shortfall Shares such that following the issue of all Shares under the SPP (including to the Underwriters) the percentage holding of Mr Chan is no greater than 24.53% (**CHF Underwritten Shares**).
- Each Underwriter will only be obliged to apply for the relevant Underwritten Shares in the event that there is a shortfall under the SPP.
- If the amount of the Shortfall is less than 36,592,407 Shares (the highest possible total number of RM Underwritten Shares and CHF Underwritten Shares that could be issued consistently with the relevant percentage limits applicable to each Underwriter not being exceeded), each Underwriter will still be obliged to apply for Shortfall Shares. The number of Shortfall Shares issued to each Underwriter will be reduced proportionately between them.
- The Underwriters may set off amounts due and owing to them by the Company in respect of accrued and unpaid directors fees, and an interest free loan made by Dr Manicka to the Company against their Underwriting commitments. As at the date of this Notice, an amount of \$362,661 is due and owing to Dr Manicka, and an amount of \$75,710 is due and owing to Mr Chan.
- The Company must notify the Underwriter of the Shortfall by the Shortfall Notice Deadline Date 3 business days after the SPP Closing Date.
- The Underwriters must apply for and pay for the Underwritten Shortfall Shares by no later than the Shortfall Settlement Date, 5 business days after the SPP Closing Date.
- The Underwriters will not be paid any fee or commission under the Underwriting Agreements.

- The Underwriting Agreements are subject to the usual Termination Events, including where the ASX All Ordinaries Index or S&P/ASX300 Index falls by 10% or more from its position immediately prior to the date of the SPP Offer, or if there is a material adverse change in relation to the financial position, prospects or operations of the Company. The Underwriting Agreements are otherwise on normal terms and conditions for such agreements.

2. Limitation on number of Shares to be issued to the Underwriters

Neither Underwriter can be issued Shares that would cause that Underwriter's relevant interest in voting securities of the Company to increase above a level permitted by the takeover provisions in Chapter 6 of the Corporations Act. Dr Manicka and Mr Chan each currently have a holding of more than 20% in the Company's voting securities. Under item 9 of section 611 of the Corporations Act, a person who has a relevant interest in over 20%, but less than 90%, of the voting securities of a listed company can, without obtaining prior shareholder approval, acquire further relevant interests in voting securities that would increase their holding by no more than 3% above the percentage that they held 6 months before that acquisition (the "**3% creep rule**"). The number of Shortfall Shares that each Underwriter can be issued is limited by this constraint.

In the case of Mr Chan, he has recently lodged in connection with a transaction in the USA certain filings regarding his holdings in listed companies. He is not able to increase his percentage interest in the Company beyond the percentage interest disclosed in those filings (which in the case of the Company was 24.53%) during the currency of those filings. Accordingly, the number of Shares that Mr Chan can subscribe for pursuant to the CHF Underwriting Agreement is subject to this additional constraint.

3. Timetable

The proposed timetable for carrying out the SPP, and obtaining shareholder approval for the issue of the Underwritten SPP Shares, is as follows.

Event	Date
Record Date 5pm (WST) The date on which the Company determined eligible Shareholders.	21 June 2018
Offer Despatch Date The date the Offer Document is sent to eligible Shareholders.	26 June 2018
Opening Date The date the Share Purchase Plan opens.	26 June 2018
Notice of Meeting Despatch Date	26 June 2018
Closing Date The date on which the Share Purchase Plan closes. Applications and payments (including BPAY) must be received by 5pm (WST) .	27 July 2018
Meeting Date	30 July 2018
Shortfall Notice Deadline Date The date on which the Shortfall Notice is given (by 10am (WST))	1 August 2018
Shortfall Settlement Date The date on which the Underwriter must subscribe for the Shortfall Shares (by 4pm (WST))	3 August 2018

Event	Date
Allotment Date The date Offer Shares are allotted.	6 August 2018
Despatch Date The date on which holding statements are sent to Shareholders.	7 August 2018
Trading Date The date on which it is expected that Offer Shares will commence trading on the ASX.	10 August 2018

Note: The above dates are indicative. Subject to the Corporations Act, CO 09/425 and the Listing Rules, the Company and the Underwriters may agree in writing to vary the above dates in respect of the SPP. The Meeting may be postponed or adjourned in accordance with the Company's Constitution.

4. Section 208 of the Corporations Act

Under section 208 of the Corporations Act, if a public company gives a financial benefit to a related party, it must obtain shareholder approval in accordance with the requirements of sections 217 to 219 of the Corporations Act, unless an exception applies. The issue of securities to a related party would fall within the definition of giving a financial benefit, and Dr Manicka and Mr Chan are both related parties of the Company, as they are both directors.

In section 210 of the Corporations Act there is an exception from the requirement to obtain shareholder approval where the financial benefit is given to the related party on terms that would be reasonable in the circumstances if the Company and the related party were dealing on arm's length terms, or are less favourable than such terms.

The Company has determined that the terms of the Underwriting Agreements are no more favourable to the Underwriters than could have been obtained from an arm's length third party underwriter. Neither Dr Manicka nor Mr Chan is charging any fees or entitled to any commission in respect of the Shortfall Shares they are underwriting. The Company would have expected an arm's length third party underwriter to have charged a fee or commission to underwrite a similar portion of the Share Purchase Plan.

5. Directors' recommendations

Mr Daniel O'Connor, who is the only director who does not have a personal interest in the proposed Underwriting of the SPP, recommends that Shareholders vote in favour of Resolutions 1 and 2.

While Dr Manicka and Mr Chan have each entered into a separate Underwriting Agreement with the Company (which agreements are not inter-conditional), and they are not jointly underwriting the SPP or otherwise acting in concert in relation to the SPP or its underwriting, because they are the only proposed underwriters, Dr Manicka and Mr Chan each consider that it would not be appropriate to make a recommendation in respect of the resolution applicable to the other Director.

6. Listing Rule 7.1

Listing Rule 7.1 provides that, subject to certain exceptions, prior approval of holders of ordinary securities is required for an issue of equity securities by a listed company if those securities, when aggregated with the equity securities issued by the company without approval and which were not subject to an exception during the previous 12 months, exceed

15% of the number of ordinary shares on issue at the commencement of that 12 month period.

Listing Rule 7.1 provides that where shareholders of a listed company approve an issue of equity securities, the company's 15% capacity will be replenished and the company will be able to issue further securities up to that limit.

Under Listing Rule 7.2 exception 14, an issue of equity securities made with shareholder approval under Listing Rule 10.11 is an exception from Listing Rule 7.1, and approval does not have to be given under Listing Rule 7.1. Resolutions 1 and 2 seek Shareholder approval for the issue of the RM Underwritten Shares and the CHF Underwritten Shares, respectively, under Listing Rule 10.11. If either or both of those Resolutions are approved, the issue of the relevant Shares will accordingly not diminish the capacity of the Company to issue equity securities in the next 12 months under Listing Rule 7.1.

7. Listing Rule 10.11

Listing Rule 10.11 provides that a listed company must not issue equity securities to a related party without the approval of holders of ordinary securities. As set out above, the Directors are related parties of the Company for the purposes of section 228 of the Corporations Act.

The issue of shares to a related party pursuant to their participation in a share purchase plan that complies with CO09/425 (i.e., the related party subscribing for up to \$15,000 worth of ordinary securities on the same basis as any other shareholder entitled to participate in the plan) does not require shareholder approval, under exception 7 in Listing Rule 10.12; but this exception does not extend to the issue to a related party of any securities pursuant to an underwriting of a share purchase plan. Accordingly, Shareholder approval is sought under Listing Rule 10.11 to permit the issue of the RM Underwritten Shares to Dr Rajen Manicka and the CHF Underwritten Shares to Mr Chan Heng Fai.

8. Resolution 1 – Issue of RM Underwritten Shares to Dr Rajen Manicka

For the purposes of Listing Rule 10.13, the following information is provided to Shareholders in relation to Resolution 1.

(a) Names of the persons

The Shares will be issued to Dr Rajen Manicka (and/or his nominees).

(b) Maximum number of securities to be issued

The number of the RM Underwritten Shares will be the maximum number that can be issued to Dr Manicka such that following the issue of all Shares pursuant to the SPP (including to the Underwriters) his percentage holding in the Company will be no greater than 43.16%. The maximum number of RM Underwritten Shares is 25,386,270 Shares, depending on the take-up of SPP entitlements. This has been calculated based on the following.

- The total number of Shares being offered under the SPP is 40,000,000 Shares, which is equivalent to 20.1% of the Company's issued capital immediately before announcement of the SPP. The SPP is only partly underwritten by Dr Manicka and Mr Chan.
- In accordance with section 606 and item 9 of section 611 of the Corporations Act, Dr Manicka, as holder of a relevant interest in at least 20% of the Company's voting securities, cannot acquire any more Shares than would cause his voting power to increase by more than 3% above its level as at the date 6 months before the date of the acquisition. Dr Manicka held 73,914,400 shares as at 7 February 2018, the date which was 6 months

before the proposed date of the acquisition constituted by the issue of the RM Underwritten Shares. That number of Shares represented a holding of relevant interests in 40.16% of the voting securities of the Company at that time. Dr Manicka is therefore allowed to increase his percentage holding by 7 August 2018 to no more than 43.16% consistently with the “3% creep rule”.

(i) *Maximum shortfall, both RM Underwritten Shares and CHF Underwritten Shares issued*

- In the event that no shareholders other than Dr Manicka and Mr Chan were to take up their entitlements under the SPP, and only the Underwritten Shares (i.e., both the RM Underwritten Shares and the CHF Underwritten Shares) were issued, the total number of Shares on issue would be 221,247,110. 43.16% of 221,247,110 is 95,495,232. Accordingly, to ensure that Dr Manicka does not increase his holding to more than 43.16% of the post-SPP number of Shares in these circumstances, the number of Shares that can be issued to Dr Manicka as RM Underwritten Shares in this scenario is 21,380,832.

	Current Holding	%	SPP entitlement	Underwriting	Total (post-SPP)	% (post-SPP)
Dr Manicka	73,914,400	38.79	200,000	21,380,832	95,495,232	43.16
Mr Chan	45,145,101	23.69	200,000	8,927,191	54,272,292	24.53
Other shareholders	71,479,586	37.52	0	0	71,479,586	32.31
Total	190,539,087	100	400,000	30,308,023	221,247,110	100

(ii) *Highest possible number of RM Underwritten Shares*

- The scenario in which the largest number of Shares can be issued to Dr Manicka without increasing his percentage holding beyond 43.16% is where the number of Shortfall Shares is 36,592,407 (i.e., approximately 91.5% shortfall), and both Dr Manicka and Mr Chan take up their full amounts under their Underwriting Agreements. In that scenario, the total number of Shares on issue would be 230,539,087, and Dr Manicka could be issued 25,386,270 Shares as RM Underwritten Shares to take his percentage holding to 43.16%.

	Current Holding	%	SPP entitlement	Underwriting	Total (post SPP)	% (post-SPP)
Dr Manicka	73,914,400	38.79	200,000	25,386,270	99,500,670	43.16
Mr Chan	45,145,101	23.69	200,000	11,206,137	56,551,238	24.53
Other shareholders	71,479,586	37.52	3,007,593	0	74,487,179	32.31

Total	190,539,087	100	3,407,593	36,592,407	230,539,087	100
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- Shares issued under the SPP to entitled Shareholders other than Dr Manicka and Mr Chan will cause their holdings to represent a smaller percentage of the post-SPP issued capital. If the number of Shortfall Shares is less than 36,592,407 (the highest possible total of the CHF Underwritten Shares and Manicka Underwritten Shares), then the number of Shortfall Shares to be issued to each of the Underwriters will be reduced.

(c) **Date by which the entity will issue the securities**

It is anticipated that the Shares will be issued at the same time as all Shares are issued under the SPP in accordance with the Timetable, 6 business days after the Closing Date. In any case the Shares will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by an ASX waiver or modification of the Listing Rules).

(d) **Relationship that requires shareholder approval**

Dr Rajen Manicka is a director of the Company and therefore a related party of the Company under section 228 of the Corporations Act.

(e) **Issue price of the securities**

The issue price of the Shares will be the same as the issue price of Shares issued under the SPP, being 7 cents per Share.

(f) **Terms of the issue**

The Shares will be issued on the same terms as all other ordinary fully paid shares in the Company.

(g) **Intended use of funds raised**

The funds raised from the issue of the Shares will be used for the same purposes as all funds raised under the SPP, being marketing of low GI noodles in China and USA, and product development. As noted above, an amount of \$362,661 is due and owing to Dr Manicka and this amount may be set off against Dr Manicka's underwriting obligations.

9. Resolution 2 – Issue of CHF Underwritten Shares to Mr Chan Heng Fai

For the purposes of Listing Rule 10.13, the following information is provided to Shareholders in relation to Resolution 2.

(a) **Names of the persons**

The Shares will be issued to Mr Chan Heng Fai (and/or his nominees).

(b) **Maximum number of securities to be issued**

The number of the CHF Underwritten SPP Shares will be the maximum number that can be issued to Mr Chan such that following the issue of all Shares pursuant to the SPP (including to the Underwriters) his percentage holding in the Company will be no greater than 24.53%. The maximum number of CHF Underwritten Shares is 11,206,137 Shares. This has been calculated based on the following.

- The maximum number of Shares being issued under the SPP is 40,000,000, which is equivalent to 20.1% of the Company's issued capital immediately before announcement of the SPP. The SPP is only partly underwritten by Dr Manicka and Mr Chan.
 - In accordance with section 606 and item 9 of section 611 of the Corporations Act, Mr Chan Heng Fai, as holder of a relevant interest in at least 20% of the Company's voting securities, is subject to the "3% creep" rule.
 - Mr Chan Heng Fai is subject to an additional limitation on the number of shares he can take up under his underwriting of the SPP. Mr Chan has recently lodged certain filings in the USA in relation to a listing transaction, which disclosed his percentage holdings in various companies including HCT. He cannot increase his percentage holding in the Company during the currency of those filings beyond his level disclosed in the filings, which was 24.53%. (Any such increase is also within the "3 creep" limit applicable under the Corporations Act.)
- (i) *Maximum shortfall, both RM Underwritten Shares and CHF Underwritten Shares issued*
- In the event that no shareholders other than Mr Chan and Dr Manicka were to take up their entitlements under the SPP, and only the Underwritten Shares (i.e., both the RM Underwritten Shares and the CHF Underwritten Shares) were issued, the total number of Shares on issue would be 221,247,110. 24.53 % of 221,247,110 is 54,272,292. Accordingly, to ensure that Mr Chan does not increase his holding to more than 24.53% of the post-SPP number of Shares in these circumstances, the number of Shares that can be issued as CHF Underwritten Shares in this scenario is 8,927,191.

	Current Holding	%	SPP entitlement	Underwriting	Total (post-SPP)	% (post-SPP)
Dr Manicka	73,914,400	38.79	200,000	21,380,832	95,495,232	43.16
Mr Chan	45,145,101	23.69	200,000	8,927,191	54,272,292	24.53
Other shareholders	71,479,586	37.52	0	0	71,479,586	32.31
Total	190,539,087	100	400,000	30,308,023	221,247,110	100

(ii) *Highest possible number of CHF Underwritten Shares*

- The scenario in which the largest number of Shares can be issued to Mr Chan without increasing his percentage holding beyond 24.53% is where the number of Shortfall Shares is 36,592,407 (i.e., approximately a 91.5% shortfall), and both Dr Manicka and Mr Chan take up their full amounts under their Underwriting Agreements. In that scenario, the total number of Shares on issue would be 230,539,087, and Mr Chan could be issued 11,206,137 Shares as CHF Underwritten Shares to take his percentage holding to 24.53%.

	Current Holding	%	SPP entitlement	Underwriting	Total (post SPP)	%
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						(post-SPP)
Dr Manicka	73,914,400	38.79	200,000	25,386,270	99,500,670	43.16
Mr Chan	45,145,101	23.69	200,000	11,206,137	56,551,238	24.53
Other shareholders	71,479,586	37.52	3,007,593	0	74,487,179	32.31
Total	190,539,087	100	3,407,593	36,592,407	230,539,087	100

- Shares issued under the SPP to entitled Shareholders other than Dr Manicka and Mr Chan will cause their holdings to represent a smaller percentage of the post-SPP issued capital. If the number of Shortfall Shares is less than 36,592,407 (the highest possible total of the CHF Underwritten Shares and Manicka Underwritten Shares), then the number of Shortfall Shares to be issued to each of them will be reduced.

(c) **Date by which the entity will issue the securities**

It is anticipated that the Shares will be issued at the same time as all Shares are issued under the SPP in accordance with the Timetable, 6 business days after the Closing Date. In any case the Shares will be issued no later than 1 month after the date of the Meeting (or such later date to the extent permitted by an ASX waiver or modification of the Listing Rules).

(d) **Relationship that requires shareholder approval**

Mr Chan Heng Fai is a director of the Company and therefore a related party of the Company under section 228 of the Corporations Act.

(e) **Issue price of the securities**

The issue price of the Shares will be the same as the issue price of Shares issued under the SPP, being 7 cents per Share.

(f) **Terms of the issue**

The Shares will be issued on the same terms as all other ordinary fully paid shares in the Company.

(g) **Intended use of funds raised**

The funds raised from the issue of the Shares will be used for the same purposes as all funds raised under the SPP, being marketing of low GI noodles in China and USA, and product development. As noted above, an amount of \$75,710 is due and owing to Mr Chan and this amount may be set off against Mr Chan's underwriting obligations. .

Definitions

ASIC means the Australian securities and Investments Commission.

ASX means ASX Limited ACN 008 624 691 or the Australian securities Exchange, as the context requires.

Board means the board of Directors.

Business Day means a day other than a Saturday, Sunday or public holiday in Perth, Western Australia.

Chair means the chairperson of the Meeting.

CHF Underwriting Agreement means the agreement dated 21 June 2018 between the Company and Mr Chan Heng Fai to partially underwrite the SPP.

CHF Underwritten Shares means the Shortfall Shares that Mr Chan Heng Fai has agreed to underwrite pursuant to the CHF Underwriting Agreement.

Closely Related Party of a member of the Key Management Personnel means a spouse or child of the member; a child of the member's spouse; a dependent of the member or the member's spouse; anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealing with the entity; a company the member controls; or a person prescribed by the *Corporations Regulations 2001* (Cth).

Closing Date means the closing date of the Share Purchase Plan.

Company means Holista CollTech Limited ACN 094 515 992.

Company Secretary means the secretary of the Company.

Constitution means the constitution of the Company.

Corporations Act means the *Corporations Act 2001* (Cth).

Director means a director of the Company.

Excluded Person has the meaning given in the relevant voting exclusion below the Resolution (as applicable).

Explanatory Statement means this explanatory statement included in the Notice.

General Meeting or **Meeting** means the general meeting convened by this Notice to be held on Monday, 30 July 2018, commencing at 10.00am (WST).

Key Management Personnel has the same meaning as in the accounting standards issued by the Australian Accounting Standards Board and means those persons having authority and responsibility for planning, directing and controlling the activities of the Company, or if the Company is part of a consolidated entity, of the consolidated entity, directly or indirectly, including any director (whether executive or otherwise) of the Company, or if the Company is a part of a consolidated entity, of an entity within the consolidated group.

Listing Rules means the official listing rules of ASX.

Notice or **Notice of General Meeting** means this document which includes the Explanatory Statement.

Proxy Form means the proxy form attached to this Notice.

Relevant Interest has the meaning given in the Corporations Act.

Resolution means a resolution contained in the Notice.

RM Underwriting Agreement means the agreement dated 21 June 2018 between the Company and Dr Rajen Manicka to partially underwrite the SPP.

RM Underwritten Shares means the Shortfall Shares that Dr Rajen Manicka has agreed to underwrite pursuant to the RM Underwriting Agreement.

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

Shareholder means a holder of one or more Shares.

Share Purchase Plan or **SPP** means the share purchase plan in accordance with ASIC Class Order 09/425 pursuant to which shareholders are being offered the ability to subscribe for up to \$15,000 worth of Shares, announced by the Company on 22 June 2018.

Shortfall Shares means Shares offered under the SPP for which no valid application has been received by the Closing Date.

Timetable means the timetable for conducting the SPP.

Underwriters means Dr Rajen Manicka and Mr Chan Heng Fai.

Underwritten Shares means the CHF Underwritten Shares and the RM Underwritten Shares.

Voting Power has the meaning given in the Corporations Act.

VWAP means volume weight average market price of a Share.

WST means Western Standard Time, being the time in Perth, Western Australia.

Proxy Form

Holista CollTech Limited ACN 094 515 992

I//We

Of

being a Shareholder of Holista CollTech Limited ACN 094 515 992 entitled to attend and vote at the Meeting, hereby

appoint

(name of proxy)

or the Chair of the General Meeting as my/our proxy

or failing the person so named or, if no person is named, the Chair of the Meeting, or the Chair's nominee, to vote in accordance with the following directions or, if no directions have been given, and subject to applicable laws, as the proxy sees fit, at the Meeting to be held at Barrington House, 283 Rokeby Road, Subiaco, Western Australia, on Monday, 30 July 2018 at 10.00am (WST), and at any adjournment of the Meeting.

Chair's voting intention in relation to undirected proxies: The Chair intends to vote undirected proxies in favour of all Resolutions. In exceptional circumstances the Chair may change his/her voting intention on any Resolution. In the event this occurs, an ASX announcement will be made disclosing the reasons for the change.

Voting		For	Against	Abstain
Resolution 1	Issue of RM Underwritten Shares to Dr Rajen Manicka	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Issue of CHF Underwritten Shares to Mr Chan Heng Fai	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please note: If you mark the 'abstain' box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

If two proxies are being appointed, the proportion of voting rights this proxy represents is: _____ %

Signature of Shareholder(s):

Individual or Shareholder 1

Sole Director / Company Secretary

Shareholder 2

Director

Shareholder 3

Director / Company Secretary

Date: _____

Contact name: _____

Contact ph (daytime): _____

E-mail address: _____

Consent for contact by e-mail
in relation to this Proxy Form: Yes No

Instructions for Proxy Form

1. Your name and address

Please print your name and address as it appears on your holding statement and the Company's share register. If Shares are jointly held, please ensure the name and address of each joint shareholder is indicated. Shareholders should advise the Company of any changes. Shareholders sponsored by a broker should advise their broker of any changes. Please note you cannot change ownership of your securities using this form.

2. 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 Chair of the Meeting as your proxy, please mark the box. If you leave this section blank or your named proxy does not attend the Meeting, the Chair will be your proxy. A proxy need not be a Shareholder.

3. Voting on Resolutions

You may direct a proxy how to vote by marking one of the boxes opposite each item of business. Where a box is not marked the proxy may vote as they choose. Where more than one box is marked on an item your vote will be invalid on that item.

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 shareholders should sign.
- **(Power of attorney)** If you have not already lodged the power of attorney with the Company's share 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) does not have a company secretary, as 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 a "Certificate of Appointment of Corporate Representative" should be produced prior to admission.

5. Return of a Proxy Form

To vote by proxy, please complete and sign the enclosed Proxy Form (and any power of attorney and/or second Proxy Form) and return by:

- post to the Company at PO Box 52, West Perth WA 6872;
- facsimile to the Company at +61 8 6141 3599; or
- email to the Company Secretary at info@wolfstargroup.com.au,

so that it is received by no later than 10.00am (WST) on Saturday, 28 July 2018.

Proxy Forms received later than this time will be invalid.

