

13 July 2009



**m2m Corporation Limited**  
ABN 34 006 648 835

**THE MANAGER  
COMPANY ANNOUNCEMENTS OFFICE  
ASX LIMITED**

c/- KR Corporate Compliance Pty Ltd  
Level 2, 90 William Street,  
Melbourne Australia 3000  
Telephone +61 3 9605 5917  
Facsimile +61 3 9605 5928

Dear Sir

**m2m Corporation Limited (ASX Code : "MCL")  
GENERAL MEETING OF SHAREHOLDERS**

The Board of Directors has resolved to hold a meeting of members on Friday 14 August 2009. Attached for release to the market is a set of the meeting documentation.

The purpose of the meeting is to provide members with a Corporate Update and to seek approval for the issue of shares to assist with the development of the Company's activities.

The meeting details are:

- 1 Date : Friday 14 August 2009**
- 2 Time : 11.00 a.m. (registration 10.30 a.m.)**
- 3 Place : Offices of - Lander & Rogers  
Level 12  
600 Bourke Street  
Melbourne Vic 3000 Australia**

Yours faithfully  
m2m Corporation Limited

A handwritten signature in black ink, appearing to read 'Mourice Garbutt'.

per Mourice Garbutt  
Company Secretary  
m2m asx\gm 14 08 09

**About m2m Corporation Limited**

m2m Corporation Limited (ASX: MCL) ("m2m" or "the Company") is an ASX-listed technology investment company. The Company has active investments in Telecommunications and Broadband Telephony, Online Portal and Software Development and Digital Video ([www.m2mcorp.com.au](http://www.m2mcorp.com.au))



## **m2m Corporation Limited**

ACN 006 648 835

### **Notice of General Meeting and Explanatory Memorandum**

**A General Meeting is to be held  
on Friday 14 August 2009 at 11.00 a.m.  
at the offices of Lander & Rogers  
Level 12, 600 Bourke Street, Melbourne Vic 3000**

#### **THIS IS AN IMPORTANT DOCUMENT**

If you are in doubt as to the action you should take, please consult with your stockbroker, solicitor, accountant, bank manager or other professional adviser immediately

For personal use only

**m2m Corporation Limited**

ACN 34 006 648 835

**Notice of General Meeting**

Notice is given that a General Meeting of m2m Corporation Limited ("Company") shareholders will be held on:

Date : Friday 14 August 2009  
Time : 11.00 a.m.  
Venue : The offices of Lander & Rogers  
Level 12, 600 Bourke Street, Melbourne, Victoria, Australia 3000

**BUSINESS**

**1 Corporate Update**

There will be a presentation to members of an update on the Company's activities.

**2 Resolutions**

To consider and if thought fit to pass the following resolutions, with or without modifications, as Ordinary Resolutions:

**2.1 To Ratify the Issue of Ordinary Shares**

*"That for the purpose of ASX Listing Rule 7.4 and for all other purposes, the Company approves the issue of 170,000,000 fully paid ordinary shares raising \$510,000 on the terms and conditions as set out in the Explanatory Statement to the Notice of Meeting dated 8th July 2009".*

**2.2 To Approve the Issue of up to 200 million Ordinary Shares**

*"That under the provisions of Listing Rule 7.1 the Directors be authorised to make placements of up to two hundred (200) million ordinary fully paid shares in the capital of the Company at a price not less a minimum of at least 80 per cent of the average market price calculated over the last five days on which sales were recorded before the day on which the issue will be made, in accordance with listing rule 7.3.3, within three months from the date of this meeting or such other dates as may be allowed by the ASX Limited, to such persons, companies and institutions as the Directors may determine, other than to related parties as defined in the Corporations Act"*

**3 Other Business**

To consider any other business that may validly be brought forward.

Dated: 8th July 2009

**BY ORDER OF THE BOARD**

Mourice Reginald Garbutt, FCIS, JP  
Company Secretary

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**NOTES:**

**1 Proxies**

A member entitled to attend and vote at this meeting is entitled to appoint not more than two proxies. If two proxies are appointed, each proxy must be appointed to represent a specific proportion or number of the member's voting rights. A proxy need not be a member of the Company.

If members wish to appoint one proxy, please use the form provided. If you want to appoint two proxies please follow the instructions set out on the reverse side of the proxy form.

To be effective a proxy form and an original or notarially certified copy of the authority (if any) under which it is signed must be:

- deposited with the Company at Level 2, 90 William Street, Melbourne Victoria Australia 3000; or
- sent by facsimile to (+613) 9605 5928,

to arrive (in either case) no later than 11.00 a.m. (Melbourne time) on 12 August 2009.

**2 Explanatory Memorandum**

An explanation of each resolution is included in the accompanying Explanatory Memorandum.

**3 Voting Entitlements**

The Board of Directors of the Company, pursuant to Section 1074E (2)(g) and Regulation 7.11.37 of the *Corporations Act 2001* and *Corporations Regulations* respectively, and as the convenor of the meeting, has determined that the shareholding of each member for the purpose of ascertaining voting entitlements for the General Meeting will be as it appears on the Register of Members at 7.00 p.m. (Melbourne time) on 12 August 2009.

On a show of hands, every person present and qualified to vote shall have one vote. If members appoint one proxy then that proxy may vote on a show of hands. However, if members appoint two proxies, neither may vote on a show of hands.

If members appoint a proxy who is also a shareholder or also a proxy for another shareholder, your directions may not be effective on a show of hands. However, upon a poll and upon your proxy voting on the poll then your voting direction will be fully counted. Should a poll be taken then the Company's external Auditor, PKF, will act as scrutineer.

**4 Voting Exclusion Statements**

(1) The Company will disregard any votes cast on resolutions No. 2.1 and 2.2 by any person or entity who is the subject of the resolutions or who is an associate thereof.

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 person chairing the meeting 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.

(2) In approving the Notice of General Meeting all resolutions as set out as the business of the meeting have the support and recommendation of all Directors that they are all matters that are properly put before shareholders for their consideration and, if thought fit, approval.

**MEMBERS ARE URGED TO COMPLETE ANY ONE OF THE "FOR", "AGAINST" OR "ABSTAIN" BOXES ON THE PROXY FORM THEREBY GIVING A DIRECTED PROXY WHICH THEN CAN BE COUNTED IN ACCORDANCE WITH YOUR WISHES.**

## Explanatory Memorandum

### BUSINESS

#### Item 2 Resolution No. 1

#### To Ratify the Issue of Ordinary Shares

##### *Preamble*

ASX Listing Rule 7.1 provides that a company must not, without shareholder approval, but subject to certain exceptions, issue during any 12 month period any equity securities or these securities with right so conversion to equity (such as an option) if the number of those securities exceeds 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 months period.

On the following date the Company issued without prior or subsequent shareholder approval in the twelve month period immediately preceding this Notice of Meeting dated 8th July 2009:

<u>Issue Date</u>	<u>Number of Shares</u>	<u>Unit Price</u>	<u>Amount Raised</u>
06.05.2009	170,000,000	\$0.003	\$510,000.00

With the funds of \$510,000.00 being used to fund the expansion of the Company's investments in its Asian telecommunications business activities and working capital.

The Company seeks shareholder ratification of these issues pursuant to the Listing Rules.

For the purposes of Australian Stock Exchange ("ASX") Listing Rules 7.5, the Company also advises:

- 1 The aggregate number of securities issued as 170,000,000 ordinary shares.
- 2 The issue price of the securities was, as noted, 0.003 cents.
- 3 The Company and Melbourne Capital Limited assisting the Company approached professional and sophisticated investors in respect of whom offers of shares can be made without a prospectus in accordance with the Corporations Act.
- 4 The ordinary shares issued rank pari passu with existing ordinary shares on issue at the time of issue.
- 5 The funds raised were utilised for the development and expansion of the Company's telecommunications business activities and working capital for the Company.

## **VOTING EXCLUSION STATEMENT**

The Company will disregard any votes cast on the resolution by any person or entity who is or who may be the subject of the resolution or who is an associate thereof.

However, the Company need not disregard a vote if:

- It is cast by a person as a proxy for a person who is entitled to vote, in accordance with the direction on the proxy form; or
- It is cast by the person chairing the meeting 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.

### **Item 2**

#### **Resolution No. 2**

#### **To Approve the Issue of up to 200 million ordinary Shares**

##### ***Preamble***

ASX Listing Rule 7.1 provides that a company must not, without shareholder approval (but subject to certain exceptions), issue during any 12 month period any ordinary shares or other securities with rights of conversion to ordinary sharers (such as an option or warrant) if the number of those securities exceeds 15% of the number of fully paid securities on issue 12 months before the issue.

As announced, the Directors and management of the Company have been engaged in identification, evaluation and negotiation on new opportunities and the continued development of existing investments. Such undertakings are well advanced and envisaged to provide the Company with opportunities to acquire complementary businesses for a **purchase price or consideration which includes issues of ordinary shares** of the Company to the vendors of any acquired businesses, and the possibility (but not inevitability) of needing further working capital depending on the successes of the Company's business activities.

Shareholder approval is sought for the issue of up to 200,000 million fully paid ordinary shares of the Company (just under 15.2 per cent of the existing ordinary shares of the Company on issue at the date of this Notice of Meeting OR just under 13.2 per cent of the expanded equity capital). The new shares will be issued directly to vendors in consideration for the sale of the acquired businesses or will be issued to new investors for cash and the cash used for the purchase of the acquired businesses or for working capital as mentioned above.

For the purposes of the Australian Stock Exchange ("ASX") Listing Rule 7.3 the Company also advises that any shares issued consequent on the passing of Resolution no. 2 would occur within 3 months after the date of the General Meeting or such other date as may be allowed by the ASX Limited and would be at an issue price of at least 80% of the average market price of the Company's shares traded on the official lists of the ASX Limited during the 5 days of recorded sales immediately prior to any date of issue. In the case of shares issued for cash the investors will be such persons, companies and institutions as the Directors may determine, other than related parties as defined in the Corporations Act. When issued, the shares will rank equally with the existing ordinary shares on issue of the Company.

### ***VOTING EXCLUSION STATEMENT***

The Company will disregard any votes cast on the resolution by any person or entity who is or who may be the subject of the resolution or who is an associate thereof.

However, the Company need not disregard a vote if:

- It is cast by a person as a proxy for a person who is entitled to vote, in accordance with the direction on the proxy form; or
- It is cast by the person chairing the meeting 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.

### ***VOTING – GENERAL COMMENTS***

Each of the two resolutions will be moved, seconded and open to the meeting for discussion.

Following the completion of discussion of each resolution the Chairman will inform the meeting of the details of the valid proxy voting received by the Company.

The resolution will then be put to the vote. In the first instance this will be by way of a show of hands.

Should a poll be requested then all shares represented by the votes present at the meeting will be counted. The majority of votes required to pass each of the resolutions is a simple majority of votes of members present either in person or by proxy/representation.



**m2m Corporation Limited**  
ACN 006 648 835

000001 000 MCL  
MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

### Lodge your vote:

**By Mail:**  
**m2m Corporation Limited**  
Level 2, 90 William Street  
Melbourne, Victoria 3000

Alternatively you can fax your form to  
(+613) 9605 5928

**For all enquiries call:**  
(within Australia) 1300 850 505  
(outside Australia) +61 3 9415 4000

## Proxy Form

**For your vote to be effective it must be received by 11.00am Wednesday 12 August 2009**

### How to Vote on Items of Business

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

#### Appointment of Proxy

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

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

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

**A proxy need not be a securityholder of the Company.**

### Signing Instructions

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

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

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held.

### Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at [www.computershare.com](http://www.computershare.com).

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

**Turn over to complete the form** →



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

**[www.investorcentre.com](http://www.investorcentre.com)**

- Review your securityholding
- Update your securityholding



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

This Document is printed on Greenhouse Friendly™ ENVI Laser Carbon Neutral Paper

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

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



I 9999999999

I ND

## Proxy Form

Please mark  to indicate your directions

### STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of m2m Corporation Limited hereby appoint

the Chairman of the Meeting **OR**



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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the General Meeting of m2m Corporation Limited to be held at the offices of Lander & Rogers Level 12, 600 Bourke Street, Melbourne Vic 3000 on Friday 14 August 2009 at 11.00 a.m. and at any adjournment of that meeting.

**Important for Resolutions 1 and 2:** If the Chairman of the Meeting is your proxy and you have not directed him/her how to vote on Resolutions 1 and 2 below, please mark the box in this section. If you do not mark this box and you have not directed your proxy how to vote, the Chairman of the Meeting will not cast your votes on Resolutions 1 and 2 and your votes will not be counted in computing the required majority if a poll is called on this Item. The Chairman of the Meeting intends to vote undirected proxies in favour of Resolutions 1 and 2 of

**business** We acknowledge that the Chairman of the Meeting may exercise my proxy even if he/she has an interest in the outcome of that Item and that votes cast by him/her, other than as proxy holder, would be disregarded because of that interest.

### STEP 2 Items of Business



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

	For	Against	Abstain
Resolution 1. Ratify Issue of Ordinary Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2. Approve the issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name \_\_\_\_\_

Contact Daytime Telephone \_\_\_\_\_

Date \_\_\_\_/\_\_\_\_/\_\_\_\_

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