



Astron Corporation Limited
1687414

Incorporated in Hong Kong
Hong Kong Company Number 1687414
ARBN 154 924 553

┌ 000001 000 ATR

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



7 November 2014

Dear Shareholder

2014 Annual General Meeting

I have pleasure in inviting you to attend the third Annual General Meeting of Astron Corporation Limited (the **Company**) and have enclosed the Notice of Meeting and Explanatory Memorandum setting out the items of business. The meeting will be held at 25th Floor, Wing On Centre, 111 Connaught Road Central, Hong Kong on 5 December 2014 commencing at 12:00 noon (Hong Kong time).

There are a number of ways in which you may vote at the Annual General Meeting, depending on whether you hold Shares in the Company or CDIs.

If you hold Shares, you may attend and vote at the Annual General Meeting in person or by your authorised corporate representative or appoint someone as your proxy to attend and vote at the meeting on your behalf.

If you hold CDIs you may instruct CHESS Depository Nominees Pty Ltd (**CDN**) as the legal holder of Shares in the Company underlying the CDIs how you wish to vote by way of completing the enclosed Voting Instruction Form.

Alternatively, you may convert your holding in CDIs to a holding of Shares and vote these at the Annual General Meeting. You must ensure the conversion is completed before the record date for the Annual General Meeting. If you do so, if you subsequently wish to sell your Shares on ASX, the Shares must first be converted back to CDIs.

If you are attending this Annual General Meeting (in Hong Kong), please bring this letter with you to facilitate your registration.

If you are unable to attend the meeting, you are encouraged to complete the enclosed Voting Instruction Form. If you are a CDI holder and you wish to direct CDN how to vote in respect of your CDIs you should read, complete, date and sign the accompanying CDI Voting Instruction Form. The Voting Instruction Form should be returned in the envelope provided or sent or faxed to the Company's share registrar, Computershare Investor Services Pty Limited at GPO Box 242 Melbourne, Victoria 3001 Australia, on 1800 783 447 (within Australia) / +61 3 9473 2555 so that it is received by 7:00pm (Australian Eastern Daylight Time) on Tuesday, 2 December 2014.

Alternatively, if you are a shareholder and wish to vote by proxy, a proxy form (and any power of attorney or other authority under which it is signed, or a certified copy of it) must be deposited with Computershare Hong Kong Investor Services Ltd at Hopewell Centre 17M Floor, 183 Queen's Road East, Wan Chai, Hong Kong so that it is received by 12:00 noon (Hong Kong Time) on Thursday, 4 December 2014.

Corporate shareholders will be required to complete a "Certificate of Appointment of Representative" to enable a person to attend on their behalf. A form of this certificate may be obtained from the Company's share registrar.

As the Annual General Meeting is being held in Hong Kong, if any shareholder or any holder of CDIs wishes to submit a question to the Company, you are invited to submit your question in writing by no later than 2:00pm (Hong Kong Time) on Wednesday, 3 December 2014 to Mr Joshua Theunissen, Australian Company Secretary, by email to Joshua.Theunissen@astronlimited.com.

I look forward to your attendance at the meeting.

A handwritten signature in black ink, appearing to read 'Gerard King', written in a cursive style.

Gerard King
Chairman

Encl:

Registered Office: 16th Floor, Wing On Centre, 111 Connaught Road Central, Hong Kong

www.astronlimited.com



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Lodge your vote:



By Mail:

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

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

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

For all enquiries call:

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



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CDI Voting Instruction Form

For your vote to be effective it must be received by 7:00pm (Australian Eastern Daylight Time) on Tuesday, 2 December 2014.

How to Vote on Items of Business

Each CHESS Depository Interest (CDI) is equivalent to one share of Company Common Stock, so that every 1 (one) CDI that you own at 2 December 2014 entitles you to one vote.

You can vote by completing, signing and returning your CDI Voting Instruction Form. This form gives your voting instructions to CHESS Depository Nominees Pty Ltd, which will vote the underlying shares on your behalf. You need to return the form no later than the time and date shown above to give CHESS Depository Nominees Pty Ltd enough time to tabulate all CHESS Depository Interest votes and to vote on the underlying shares.

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 Australian registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Only duly authorised officer/s can sign on behalf of a company. Please sign in the boxes provided, which state the office held by the signatory, ie Sole Director, Sole Company Secretary or Director and Company Secretary. Delete titles as applicable.

Comments & Questions: If you have any comments or questions for the Company, please submit them in writing by no later than 2:00pm (Hong Kong Time) on Wednesday, 3 December 2014 to Mr Joshua Theunissen, Australian Company Secretary, by email to Joshua.Theunissen@astronlimited.com.

Turn over to complete the form →



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

www.investorcentre.com

- Review your securityholding
- Update your securityholding

Your secure access information is:

SRN/HIN: I9999999999



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

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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

CDI Voting Instruction Form

Please mark to indicate your directions

STEP 1 CHESSE Depository Nominees will vote as directed

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Voting Instructions to CHESSE Depository Nominees Pty Ltd

I/We being a holder of CHESSE Depository Interests of Astron Corporation Limited hereby direct CHESSE Depository Nominees Pty Ltd to vote the shares underlying my/our holding at the Annual General Meeting of Astron Corporation Limited to be held at 25th Floor, Wing On Centre, 111 Connaught Road Central, Hong Kong on 5 December 2014 commencing at 12:00 noon (Hong Kong time) and at any adjournment of that meeting.

By execution of this CDI Voting Form the undersigned hereby authorises CHESSE Depository Nominees Pty Ltd to appoint such proxies or their substitutes to vote in their discretion on such business as may properly come before the meeting.

STEP 2 Items of Business

PLEASE NOTE: If you mark the Abstain box for an item, you are directing CHESSE Depository Nominees Pty Ltd or their appointed 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.

ORDINARY BUSINESS

For Against Abstain

1	Re-election of Madame Kang Rong, as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Re-appointment of Grant Thornton Hong Kong Limited as the statutory auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

SPECIAL BUSINESS

3	Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Issue of up to 15% of the Company's securities in the next 12 months	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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 ____ / ____ / ____

ATR

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Computershare

Notice of Annual General Meeting

Astron Corporation Limited

The Annual General Meeting of the shareholders of Astron Corporation Limited will be held at 25th Floor, Wing On Centre, 111 Connaught Road Central, Hong Kong, Central, Hong Kong on 5 December 2014 commencing at 12:00 noon (Hong Kong Time).

The Explanatory Memorandum accompanies and forms part of this Notice of the Annual General Meeting. The Explanatory Memorandum provides additional information on matters to be considered at the Annual General Meeting and should be read in its entirety.

ORDINARY BUSINESS

Directors' Report and Financial Report

To receive and consider the Directors' Report and Financial Report for the year ended 30 June 2014 and the Independent Auditor's Report on the consolidated financial report.

No resolution required.

The Directors propose that the following resolutions, with or without modification, be passed:

Resolutions 1 – Re-election of Directors

“That Madame Kang Rong, who retires in accordance with the provisions of the Articles of Association and being eligible and offering herself for re-election.”

Resolution 2 – Re-appointment of auditor

“That Grant Thornton Hong Kong Limited, the retiring auditor, being eligible and offering itself for re-appointment, be and is hereby re-appointed as the statutory auditor of the Company to hold office until the conclusion of the next Annual General Meeting at a fee to be agreed with the Directors.”

SPECIAL BUSINESS

The Directors propose that the following resolutions, with or without modification, be passed:

Resolution 3 - Remuneration Report

“That the remuneration report as set out in the Financial Report for the year ended 30 June 2014 be adopted.”

See note 6 regarding the Non Binding Advisory Vote

Voting Exclusions

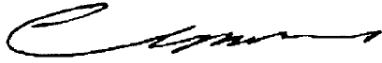
The Company will disregard any votes cast on Resolution 3 by any member of the key management personnel or any closely related party of such a member, except where any vote is cast by a member of the key management personnel or a closely related party as nominee or proxy for a person who is entitled to vote, in accordance with directions on the Voting Instruction Form or any proxy form.

Resolution 4 – Issue of up to 15% of the Company's securities in the next 12 months

“That the Company be authorised to issue up to 15% of its Share capital (calculated in the same manner as under ASX listing rule 7.1) in the period between the date of this meeting and the Company's next annual general meeting (or the end of the period during which the Company's next annual general meeting is required to be held, whichever is the earlier), to any person or persons as determined by the Board of Directors.”

See note 7 for an explanation of the proposed issue of up to 15% of the Company's securities in the next 12 months

Dated this 7th day of November 2014

A handwritten signature in black ink, appearing to read 'Gerard King', written in a cursive style.

Gerard King
Chairman

Registered Office: 16th Floor, Wing On Centre, 111 Connaught Road Central, Hong Kong
www.astronlimited.com



EXPLANATORY MEMORANDUM AND NOTES ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

This Explanatory Memorandum has been prepared for the information of shareholders of Astron Corporation Limited (the **Company**) in connection with the business to be conducted at the Annual General Meeting of the shareholders of the Company to be held at 12:00 noon (Hong Kong Time) on Friday, 5 December 2014 at 25th Floor, Wing On Centre, 111 Connaught Road Central, Hong Kong, Central, Hong Kong.

The information is important. You should read the information relating to the meeting carefully and, if necessary, seek your own independent advice.

1. Voting entitlements

The Board has determined that a shareholder's voting entitlement at the Annual General Meeting will be taken to be the entitlement of that person shown in the register of members as at Thursday 4 December 2014 (Hong Kong Time).

2. Voting process for CDI holders

Computershare Investor Services Pty Limited ("Computershare AU"), on behalf of CDN, will mail CDI holders a CDI Voting Instruction Form along with this Notice of Meeting and Explanatory Memorandum and the other proxy solicitation materials. By completing, signing and returning the CDI Voting Instruction Form, CDI holders may instruct CDN to vote on their behalf in accordance with their written directions. Where a CDI holder executes the CDI Voting Instruction Form under a power of attorney, the power of attorney or other authority under which it is signed, or a certified copy of it, must be provided with the CDI Voting Instruction Form.

Computershare AU has agreed to collect and process Voting Instruction Forms from CDI holders. Computershare AU must receive your CDI Voting Instruction Form, completed and returned in accordance with the instructions provided on the form, by 7:00pm (Australian Eastern Daylight Time) on Tuesday, 2 December 2014. This will give CDN enough time to tabulate all voting instructions provided by holders of CDIs and to vote the shares underlying the CDIs.

If a CDI holder completes and returns a CDI Voting Instruction Form, such CDI holder may revoke those directions by delivering to Computershare AU, no later than 7:00pm (Australian Eastern Daylight Time) on Tuesday, 2 December 2014, a written notice of revocation bearing a later date than the CDI Voting Instruction Form previously sent.

Alternatively, you may convert your holding of CDIs to a holding of Shares and vote these at the Annual General Meeting. You must ensure the conversion is completed before 2 December 2014.

3. Voting process for holders of Shares in the Company

Holders of Shares in the Company may attend and vote at the Annual General Meeting or appoint someone as a proxy to attend and vote at the meeting on their behalf by completing and returning a proxy form. A proxy need not be a shareholder of the Company. A proxy may vote on a show of hands but a person holding a proxy for more than one member has only one vote. If a shareholder is entitled to cast two or more votes they may appoint two proxies and may specify the number of share(s) each proxy is appointed to exercise. The proxy form must be deposited with Computershare Hong Kong Investor Services Ltd at Hopewell Centre 17M Floor, 183 Queen's Road East, Wan Chai, Hong Kong so that it is received by 12:00 noon (Hong Kong Time) on Thursday, 4 December 2014.

4. Re-election of directors

Under the Articles of Association, one third of the Board of Directors (excluding the Managing Director) need to retire and offer themselves for re-election by the shareholders at the next annual general meeting. If the number of directors (excluding the Managing Director) is not a multiple of 3, then the number closest to one third must retire, having regard to the directors that have been in office for the longest.

Accordingly Madame Kang Rong, is retiring and offering herself for re-election as a director of the Company at this annual general meeting.

5. Re-appointment of Grant Thornton Hong Kong Limited as auditor

Grant Thornton has been appointed as the first statutory auditor in Hong Kong. Grant Thornton has incorporated its practice and therefore will practice in name of Grant Thornton Hong Kong Limited. Resolution 2 is submitted to the annual general meeting of the Company to re-appoint Grant Thornton Hong Kong Limited as the statutory auditors of the Company in Hong Kong, to hold office until the conclusion of the next Annual General Meeting at a fee to be agreed with the Directors.

6. Adoption of the Remuneration Report

Shareholders are being invited to vote on the question of whether the Remuneration Report as contained in the Annual Report for the year ended 30 June 2014 is to be adopted.

Shareholders should note that Resolution 3 is not required by either the Company's Articles of Association or the laws under which the Company is incorporated, however for good corporate governance the Company wishes to put this resolution to shareholders. This resolution is advisory only and does not bind the Directors or the Company.

Following consideration of the Remuneration Report, the Chair will provide shareholders a reasonable opportunity to ask questions about, or make comments on the Remuneration Report.

7. Issue of up to 15% of the Company's securities in the next 12 months

Under the Hong Kong Companies Ordinance, the directors of the Company cannot allot Shares in the Company without the prior approval of shareholders in general meeting (except where such Shares are issued to its founding members or all members on a pro rata basis). The approval granted by the Company in general meeting in respect of the issue of Shares may be for any period up until the conclusion of the next annual general meeting (or when the next annual general meeting is required to be held, whichever is the earlier).

Under ASX Listing Rule 7.1, the Company would be able to issue up to 15% of its Share capital in any 12 month period without shareholder approval if it were not subject to the Hong Kong Companies Ordinance. To give the Company flexibility for any issue of Shares in the next 12 months (in a manner consistent with the ASX Listing Rules), the Company is seeking approval to issue up to 15% of its Share capital in the period between the date of this meeting and the Company's next annual general meeting (or the end of the period during which the Company's next annual general meeting is required to be held, whichever is the earlier). The Company has not currently identified any specific purpose for which the Shares would be issued, or the parties to whom the Shares would be issued, however approving Resolution 4 would give the Company the ability to issue up to 15% of its Share capital in the next 12 month period without convening a separate meeting of shareholders. If the Company wishes to issue more than 15% of its Share capital, a separate meeting of shareholders will be convened.

8. Shareholder and CDI holder question and answers


As the Annual General Meeting is being held in Hong Kong, holders of Shares and CDIs are invited to submit questions in writing to give a greater opportunity to participate in the meeting. If any shareholder or any holder of CDIs wishes to submit a question to the Company, you are invited to submit your question in writing by no later than 2:00pm (Hong Kong Time) on Wednesday, 3 December 2014 to Mr Joshua Theunissen, Australian Company Secretary, by email to Joshua.Theunissen@astronlimited.com.



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Hong Kong Company Number 1687414
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All general correspondence to:
Computershare Investor Services Pty Limited
GPO Box 2975 Melbourne
Victoria 3001 Australia
Enquiries (within Australia) 1300 850 505
(outside Australia) 61 3 9415 4000
Facsimile 61 3 9473 2500
www.investorcentre.com/contact
www.computershare.com



┌ 000002 000 ATRRM
MR RETURN SAMPLE
123 SAMPLE STREET
SAMPLE SUBURB
SAMPLETOWN VIC 3030

Dear Shareholder,

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

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

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

You are requested to include the following;

- > Shareholder Reference Number (SRN);
- > ASX trading code;
- > Name of company in which shares are held;
- > Old address; and
- > New address.

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

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

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

Yours sincerely

Astron Corporation Limited

