
Mint Wireless Limited

ABN 51 122 043 029

Notice of Extraordinary General Meeting

Time: 9:00am (EST)
Date: 17th June 2011
Venue: Bowlers Club
Level 2, 99 York Street
Sydney NSW 2000

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisors prior to voting. Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary, Mr. Gary Stewart on (+61 2) 8752 7888.

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TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE AND TIME

Extraordinary General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 9:00am (EST) on 17th June 2011 at:

Bowlers Club
Level 2
99 York Street
Sydney NSW 2000

YOUR VOTE IS IMPORTANT

The business of the Extraordinary General Meeting affects your shareholding and your vote is important.

VOTING IN PERSON

To vote in person, attend the Extraordinary General Meeting on the date and at the place set out above.

VOTING BY PROXY

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

- a) Post to Mint Wireless Limited C/-Link MarketServices Limited Lock Bag A14 Sydney South NSW 1235 Australia.
- b) Facsimile to the Company on facsimile number (+61 2) 9287 0309.
- c) By hand: delivering to Link Market Services Limited Level 12, 680 George Street Sydney NSW 2000.

So that it is received no later than 9:00am EST on 15th June 2011.

Proxy Forms received later than this time will be invalid

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NOTICE OF EXTRAORDINARY GENERAL MEETING

Notice is given that the Extraordinary General Meeting of Shareholders will be held at 9:00am (EST) on 17th June 2011 at Bowlers Club, Level 2, 99 York Street, Sydney, New South Wales.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Extraordinary General Meeting. The Explanatory Statement and the Proxy Form are part of this Notice of Meeting,

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Extraordinary General Meeting are those who are registered Shareholders of the Company as at 9:00am (EST) on 15th June 2011.

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AGENDA

1. APPROVAL FOR THE ISSUE OF SHARES TO INSAS TECHNOLOGY BERHAD (ITB)

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

“ That, for the purpose of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Directors to allot and issue 43,715,833 shares at \$0.03 cents to Insas Technology Berhad (ITB) on the terms and conditions set out in the Explanatory Statement.”

Voting Exclusion: The Company will disregard any votes cast on this Resolution by any person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, and any associate of those persons. 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 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. ELECTION OF DIRECTOR- DR. SENG CHUAN TAN

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

“ That in accordance with Article 15.4 of the Company’s constitution, Dr. Seng-Chuan Tan, being eligible, offers himself for election as a Director of the Company.”

Voting Exclusion: The Company will disregard any votes cast on this resolution by Dr. Seng-Chuan Tan or any of his associates. 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 directions on the Proxy Form or it is cast by a person chairing the meeting as proxy from a person who it entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

General Business:

To consider any other business as may be lawfully put forward in accordance with the Constitution of the Company.

DATED 18TH May 2011

BY ORDER OF THE BOARD

A handwritten signature in black ink, appearing to be 'G. Stewart', written over a horizontal line.

MR. GARY STEWART
Company Secretary

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EXPLANATORY STATEMENT

This explanatory statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Extraordinary General Meeting to be held at 9:00am (EST) on 17th June 2011 at the Bowlers Club, Level 2, 99 York Street Sydney New South Wales.

This purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

1. RESOLUTION 1: APPROVAL FOR THE ISSUE OF SHARES TO INSAS TECHNOLOGY BERHAD (ITB)

1.1 General

On the 4th May 2011, the Company announced that it had signed a share sale agreement on the 30th April 2011 to acquire 51% of the Malaysian based telecommunications services, and mobile based airtime reload and transfer provider J&C Pacific Sdn. Berhad ("J&C") from Insas Technology Berhad ("ITB") for AUD \$1.311 million, subject to due diligence and shareholder approvals.

1.2 Terms of Agreement

Mint agreed that, subject to satisfactory completion of all due diligence and within a period of 60 days from the date of signing the agreement, Mint shall issue 43,715,833, ordinary shares in the Company at \$0.03 per ordinary share, as consideration for the purchase price of the 51% of J&C from ITB. After such issue of ordinary shares ITB would hold approximately 19.9% of the issued capital in Mint. In addition the agreement was conditional on both Mint and ITB receiving the necessary relevant approvals, if any, from any authorities in either Australia or Malaysia. Further the agreement was conditional on the Board of Mint receiving approval from its shareholders for the transaction.

In addition under the terms of the agreement ITB is entitled to appoint one director to the Board of Mint.

1.3 Notice Requirements for approval under listing rule 7.1

7.3.1 The Maximum number of securities to be issued is 43,715,833 ordinary shares in the Company.

7.3.2 The Company advises that as at the date of this notice of meeting, the securities have not yet been issued to ITB. However, the Directors anticipate that the relevant sign off under the share sale agreement will be received prior to the holding of the Extraordinary

General Meeting, allowing for the issue to be made. The securities will be issued no later than a date which is 3 months after the date of this meeting.

7.3.3 The issue price of the securities \$0.03 per ordinary share.

7.3.4 The securities will be allotted to ITB.

7.3.5 The securities are ordinary fully paid shares which rank equally with the Company's existing ordinary shares.

7.3.6 The shares are to be issued as consideration for the purchase price of the 51% of J& C from ITB.

7.3.7 Allotment will be made within 3 months of the date of this meeting.

7.3.8 A voting exclusion statement per listing rule 14.11 applies to this resolution.

1.4 By passing Resolution 1, the issue of 43,715,833 shares to ITB, and having the subsequent ratification of shareholders will permit the company to rely on Listing Rule 7.1 to raise further capital if required.

1.5 ASX Listing Rule 7.1

ASX Listing Rule 7.1 prohibits a company, except in certain cases, from issuing new equity securities equivalent in number to more than 15% of its capital in any 12 month period without the prior approval of its shareholders. Securities issued with shareholder approval under ASX Listing Rule 7.1 do not count towards the 15% limit.

1.6 The Directors advise that as the date of this Notice of Meeting they have not received the final sign off in relation to the completion of the Due Diligence for the transaction. The Directors anticipate that such sign off will be received prior to the holding of the Extraordinary General Meeting.

1.7 The Directors recommend that you vote in favour of this Ordinary Resolution.

2. RESOLUTION 2: ELECTION OF DIRECTOR - DR. SENG-CHUAN TAN

2.1 As advised in paragraph 1.2 above, one of the conditions of the agreement is that ITB will be entitled to appoint one Director to the Board of Mint. ITB have nominated Dr. Seng-Chuan Tan as their Director and Dr. Tan has consented to such appointment.

Dr. Tan is an Executive Director of the Malaysian KLSE listed company, Insas Berhad and the Managing Director of its technology subsidiary, Insas Technology Berhad.

He graduated with First Class Honours in Mechanical Engineering from the Imperial College, England in 1978. Dr Tan obtained his Masters and Ph.D in Engineering Science in 1981 and 1983 respectively from Harvard University, USA. Dr Tan has an extensive experience in the information technology (IT) Industry.

2.2 The Directors recommend that you vote in favour of this Ordinary Resolution.



Mint Wireless Limited
ABN 51 122 043 029

LODGE YOUR VOTE



ONLINE

www.investorcentre.linkmarketservices.com.au



By mail:
Mint Wireless Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



By fax: +61 2 9287 0309



All enquiries to: Telephone: (02) 8280 7511 **Overseas:** +61 2 8280 7511



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SHAREHOLDER VOTING FORM

I/We being a member(s) of Mint Wireless Limited and entitled to attend and vote hereby appoint:

STEP 1		APPOINT A PROXY	
the Chairman of the Meeting (mark box)	<input type="checkbox"/>	OR if you are NOT appointing the Chairman 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	<input type="text"/>
or failing the person/body corporate named, or if no person/body corporate is named, the Chairman of the Meeting, as my/our proxy and to vote for me/us on my/our behalf at the Extraordinary General Meeting of the Company to be held at 9:00am on Friday, 17 June 2011, at Bowlers Club, 95 York Street, Sydney NSW and at any adjournment or postponement of the meeting.			

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the meeting. Please read the voting instructions overleaf before marking any boxes with an **X**

STEP 2		VOTING DIRECTIONS		
Resolution 1 Approval for the issue of 48,715,833 shares to Insas Technology Berhad	For	Against	Abstain*	
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
Resolution 2 Election of Director - Doctor Seng Chuan Tan				
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	

i * 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 votes will not be counted in computing the required majority on a poll.

STEP 3			SIGNATURE OF SHAREHOLDERS - THIS MUST BE COMPLETED		
Shareholder 1 (Individual)	Joint Shareholder 2 (Individual)	Joint Shareholder 3 (Individual)			
<input type="text"/>	<input type="text"/>	<input type="text"/>			
Sole Director and Sole Company Secretary	Director/Company Secretary (Delete one)	Director			

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the Corporations Act 2001 (Cth).

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HOW TO COMPLETE THIS PROXY FORM

Your Name and Address

This is your name and address as it appears on the company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person in Step 1. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a shareholder of the company. A proxy may be an individual or a body corporate.

Votes on Items of Business - Proxy Appointment

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

Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares 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.
- return both forms together.

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, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

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

Corporate Representatives

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the company's share registry.

Lodgement of a Proxy Form

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **9:00am on Wednesday, 15 June 2011**, being not later than 48 hours before the commencement of the meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE > www.investorcentre.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the proxy form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the proxy form).



by mail:

Mint Wireless Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



by fax:

+61 2 9287 0309



by hand:

delivering it to Link Market Services Limited, Level 12, 680 George Street, Sydney NSW 2000.

If you would like to attend and vote at the Extraordinary General Meeting, please bring this form with you.
This will assist in registering your attendance.