



Dear Shareholder

The Annual General Meeting of BigAir Group Limited (**Company**) will be held on Wednesday, 24 October 2012 at 2:00pm at The Marconi Room, Grant Thornton Australia, Level 17, 383 Kent Street, Sydney, New South Wales and I invite you to attend.

If you are unable to attend you are encouraged to complete the enclosed Proxy Form which must be returned to Boardroom Pty Limited either by hand, mail or fax to be received no later than 2.00pm on Monday, 22 October 2012.

At this Annual General Meeting, you will be invited to approve the remuneration report, refer to page 6 of the attached explanatory memorandum.

Where you have indicated your wish to receive a hard copy of the Annual Report this has been included. For those shareholders who elected to receive an electronic copy or took no action as regards election of how they wished to receive the Annual Report, it is available on the Company's website located in the Investors section at: [www.bigair.com.au/investors/annualreports/2012/index.html](http://www.bigair.com.au/investors/annualreports/2012/index.html).

I look forward to meeting you at the Annual General Meeting.

Yours sincerely

A handwritten signature in black ink, appearing to be "P. Tyler", written over a horizontal line.

Mr. Paul Tyler  
Chairman

Enc:

**NOTICE OF ANNUAL GENERAL MEETING  
OF BIGAIR GROUP LIMITED  
(ACN: 098 572 626)**

**TAKE NOTICE** that the annual general meeting of Members of the Company will be held at the place, date and time specified below:

**Place:           The Marconi Room, Grant Thornton Australia, Level 17, 383 Kent Street, Sydney NSW 2000**

**Date:            Wednesday, 24 October 2012**

**Time:           2.00 pm**

**DATED** this 24 day of September 2012

By order of the Board:

A handwritten signature in black ink, appearing to read "C. Chapman", written over a horizontal line.

Mr. Charles Chapman  
Company Secretary

## **AGENDA**

- A. Address by the Company's Chairman
- B. To receive the Financial Statements, Directors' Report and Auditor's Report for the Company and its controlled entities for the year ended 30 June 2012.
- C. Resolutions:
  - 1. Remuneration Report

To consider, and if thought fit, pass as an ordinary resolution to adopt the Remuneration Report for the year ended 30 June 2012.

Note: This Resolution is advisory only and does not bind the Company or the Directors.

### **Voting Exclusion**

The Company will disregard any votes cast on this Resolution by Key Management Personnel or any of their Closely Related Parties.

However, the Company will not disregard a vote if it is cast by the person as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form.

## **NOTES**

### **1 Explanatory Memorandum**

The Explanatory Memorandum and the annexure accompanying this Notice of General Meeting are incorporated in and comprise part of this Notice of General Meeting and should be read in conjunction with this Notice of General Meeting.

### **2 Who may vote**

In accordance with Regulation 7.11.37 of the *Corporations Regulation 2001* (Cth), the Company (as convenor of the Meeting) has determined that a person's entitlement to attend and vote at the Meeting will be those persons set out in the register of Members as at 7.00 pm on 22 October 2012.

This means that any Member registered at 7.00 pm on 22 October 2012 is entitled to attend and vote at the Meeting.

### **3 Proxies**

A Member entitled to attend this Meeting and vote is entitled to appoint a proxy to attend and vote on behalf of that Member at the Meeting.

- (a) A proxy need not be a Member.
- (b) If the Member is entitled to cast two or more votes at the Meeting the Member may appoint two proxies and may specify the proportion or number of the votes which each proxy is appointed to exercise. If the Member appoints two proxies and the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes held by that Member.
- (c) If the Member appoints only one proxy, that proxy is entitled to vote on a show of hands. If a Member appoints two proxies, only one proxy is entitled to vote on a show of hands.
- (d) Where two proxies are appointed, any fractions of votes resulting from the appointment of two proxies will be disregarded.
- (e) A Form of Proxy accompanies this Notice.
- (f) Unless the Member specifically directs the proxy how to vote, the proxy may vote as he or she thinks fit, or abstains from voting.
- (g) If a Member wishes to appoint a proxy, the Member should complete the form of proxy and comply with the instructions set out in that form relating to lodgement of the form with the Company.
- (h) The form of proxy must be signed by the Member or his or her attorney duly authorised in writing or, if the Member is a corporation, either signed by an authorised officer or attorney of the corporation or otherwise signed in accordance with the *Corporations Act 2001*.
- (i) If any attorney or authorised officer signs the form of proxy on behalf of a Member, the relevant power of attorney or other authority under which it is signed or a certified copy of that power or authority must be deposited with the form of proxy.

- (j) The form of proxy (together with any relevant authority) must be received by no later than 2.00 pm on 22 October 2012 before the time scheduled for the commencement of the meeting (or any adjournment of that meeting).
- (k) The completed Form of Proxy may be:
  - Mailed to the address on the Form of Proxy; or
  - Faxed on facsimile number +61 2 9290 9655.

#### **4 Corporate Representative**

Any corporate Member who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with the *Corporations Act 2001* authorising him or her to act as that company's representative. The authority must be sent to the Company and/or registry at least 24 hours in advance of the Meeting.

**BIGAIR GROUP LIMITED**  
**(ACN: 098 572 626)**

**Explanatory Memorandum**

This Explanatory Memorandum forms part of the Notice convening the General Meeting of Members of BigAir Group Limited (**Company**) to be held at 2.00 pm on **24 October 2012**.

This Explanatory Memorandum is to assist Members in understanding the background to, and the legal and other implications of, the Notice and the reasons for the proposed Resolution. Both documents should be read in their entirety and in conjunction with each other.

**1. EXPLANATORY NOTES TO THE RESOLUTIONS**

**Resolution 1: Remuneration Report**

Resolution 1 provides for the remuneration report of the Company for the financial year ended 30 June 2012 as detailed in the Annual Report to be approved and adopted. The remuneration report discloses and discusses the remuneration arrangements for Directors and "Key Management Personnel".

The *Corporations Act 2001* requires that the remuneration report tabled be up for adoption at the meeting. However, the vote on the Resolution is advisory only and does not bind the Directors or the company, although the Board will take the outcome of the vote into consideration when reviewing remuneration practices and policies.

Under recent amendments to the *Corporations Act 2001*, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive Annual General Meetings (commencing from this Annual General Meeting), shareholders will be required to vote at the second of those Annual General Meetings on a "board spill resolution" to determine whether another meeting should be held within 90 days at which all of the Company's Directors (other than the Managing Director) must stand for re-election.

If you choose to appoint a proxy, you are encouraged to direct your proxy on how to vote on Resolution 1 by marking either "For", "Against" or "Abstain" on the proxy form for that item of business.

As noted in the Notice of Meeting, a voting exclusion applies to Key Management Personnel (details of whose remuneration are included in the remuneration report) or any of their closely related parties for this Resolution as required by the *Corporations Act 2001*. If you appoint the Chairman, any Key Management Personnel or their Closely Related Parties as your proxy and your proxy form does not specify whether to vote "For" or "Against", then any undirected proxy on Resolution 1 held by that person will not be voted on Resolution 1.

A "Closely Related Party" of a member of the Key Management Personnel is defined in section 9 of the *Corporations Act 2001* as any of:

1. a) a spouse or child of the member; or
2. b) a child of the member's spouse; or
3. c) a dependant of the member or of the member's spouse; or
4. d) 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 dealings with the company; or
5. e) a company the member controls; or
6. f) a person prescribed by the *Corporations Regulations 2001 (Cth)*.



**FOR ALL ENQUIRIES CALL:**  
(within Australia) 1300 737 760  
(outside Australia) +61 2 9290 9600

**FACSIMILE**  
+61 2 9290 9655

**ALL CORRESPONDENCE TO:**  
Boardroom Pty Limited  
GPO Box 3993  
Sydney NSW 2001  
Australia

## Name and Address

### Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction on the form. Securityholders sponsored by a broker should advise your broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

## YOUR VOTE IS IMPORTANT

**FOR YOUR VOTE TO BE EFFECTIVE IT MUST BE RECORDED BEFORE 2:00PM MONDAY 22 OCTOBER 2012**

## TO VOTE BY COMPLETING THE PROXY FORM

### STEP 1 Appointment of Proxy

Indicate here who you want to appoint as your Proxy

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

#### Proxy which is a Body Corporate

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

#### Appointment of a Second Proxy

You are entitled to appoint up to two 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 securities registry or you may copy this form.

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope.

### STEP 2 Voting Directions to your Proxy

You can tell your Proxy how to vote

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

### STEP 3 Sign the Form

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

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

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

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

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

### STEP 4 Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below not later than 48 hours before the commencement of the meeting at **2:00pm on Wednesday, 24 October 2012**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

**Proxies may be lodged using the reply paid envelope or:**

**BY MAIL -** Share Registry – Boardroom Pty Limited, GPO Box 3993, Sydney NSW 2001 Australia

**BY FAX -** + 61 2 9290 9655

**IN PERSON -** Share Registry – Boardroom Pty Limited, Level 7, 207 Kent Street, Sydney NSW 2000 Australia

### Attending the Meeting

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



BigAir Group Ltd

<Address 1>  
<Address 2>  
<Address 3>  
<Address 4>  
<Address 5>  
<Address 6>

<BARCODE>

STEP 1 - Appointment of Proxy

I/We being a member/s of BigAir Group Limited and entitled to attend and vote hereby appoint

the Chairman of the Meeting (mark with an 'X') OR

If you are not appointing the Chairman of the Meeting as your proxy please write here the full name of the individual or body corporate (excluding the registered Securityholder) you are appointing as your proxy.

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 at the Annual General Meeting of BigAir Group Limited to be held at The Marconi Room, Grant Thornton Australia, Level 17, 383 Kent Street, Sydney NSW 2000 on Wednesday 24 October 2012 at 2:00pm and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

If the Chairman of the Meeting is appointed as your proxy or may be appointed by default, and you do not wish to direct your proxy how to vote in respect of resolution 1, please mark this box. By marking this box, you acknowledge that the Chairman of the Meeting may vote as your proxy even if he has an interest in the outcome of the resolution and votes cast by the Chairman of the Meeting for those resolutions, other than as proxy holder, will be disregarded because of that interest. 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 the resolution and your votes will not be counted in calculating the required majority if a poll is called. The Chair intends to vote all undirected proxies in favour of the resolution.

No undirected proxies to the Chairman or Key Management Personnel will be voted on Resolution 1, Adoption of Remuneration Report. You are encouraged to direct your proxy by marking the box in relation to the resolution in the section below.

STEP 2 - Voting directions to your Proxy – please mark  to indicate your directions

Ordinary Business		For	Against	Abstain*
Resolution 1	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

In addition to the intentions advised above, the Chairman of the Meeting intends to vote undirected proxies in favour of each of the items of business. \*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 - PLEASE SIGN HERE This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Securityholder 1  Securityholder 2  Securityholder 3   
Sole Director and Sole Company Secretary Director Director/Company Secretary

Contact Name ..... Contact Daytime Telephone ..... Date / / 2012