

Notice is hereby given that the Annual General Meeting of Austin Engineering Limited (the "Company") will be held in the offices of BDO, Level 14, 140 William Street, Melbourne, VIC, 3000 on 23 November 2012 at 10:30am (Melbourne time).

#### **AGENDA**

# **Ordinary Business**

#### 1 - Financial Reporting

To receive and consider the financial reports of the Company and the consolidated entity and the reports of Directors and Auditor for the financial year ended 30 June 2012.

#### 2 - Remuneration Report (Resolution 1)

To consider and, if thought fit, pass the following as an ordinary resolution under section 250R of the Corporations Act 2001:

"To adopt the Remuneration Report for the year ended 30 June 2012."

Notes: (1) The vote on this resolution is advisory only and does not bind the Directors or the Company.

(2) If 25% or more of votes that are cast are voted against the remuneration report at two consecutive AGMs, shareholders will be required to vote at the second of those AGMs on a resolution (a 'spill resolution') that another meeting be held within 90 days at which all of the Company's Directors (other than the Managing Director) must stand for re-election.

#### Voting exclusion statement

The Company will disregard and not count any votes cast (in any capacity) on Resolution 1 by or on behalf of either or both the following persons:

- (a) a member of the Company's Key Management Personnel; or
- (b) a Closely Related Party of a member of the Company's Key Management Personnel.

unless:

- (c) the person
  - (i) does so in relation to a resolution where they hold a Directed Proxy Form; or
  - is the Chairman of the Meeting and is expressly authorised to exercise the proxy even though the resolution is a Remuneration Resolution; and
- (d) the vote is not cast on behalf of a person described in paragraph (a) and (b) above.

# 3 - Potential Placement - Pre-approval for the issue of up to 8,000,000 shares (Resolution 2)

To consider and if thought fit, pass the following resolution as an ordinary resolution:

"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, the shareholders approve the issue of up to 8,000,000 fully paid ordinary shares in the Company for a price to be determined by the Directors but which is not less than the minimum price permitted by the market price formula in listing rule 7.3.3 (*Minimum Price*) to the persons named, and otherwise on the terms and conditions set out in the Explanatory Memorandum."

#### Voting exclusion statement

The Company will disregard any votes cast on the above resolution by:

- (a) any person who may participate, or who has agreed to participate, in the proposed issue of shares and any person who might
  obtain a benefit (except a benefit solely in the capacity of a holder of ordinary shares) if the resolution is passed; and
- (b) any 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 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.

#### (Cont'd)



### 4 - Increase in non-executive directors' fees (Resolution 3)

To consider and if thought fit, pass the following resolution as an ordinary resolution:

'That, for the purposes of Listing Rule 10.17 and for all other purposes, the shareholders of the Company approve the increase of the maximum aggregate amount payable to non-executive directors by way of directors fees from the present limit of \$400,000 per annum to a limit of \$500,000 per annum in aggregate.'

#### Voting exclusion statement

The Company will disregard any votes cast on the above resolution by any Director and an associate of any Director.

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.

A vote must not be cast on Resolution 3 by a Key Management Personnel (excluding the Chairman), or a Closely Related Party of a Key Management Personnel, acting as proxy, if they hold an Undirected Proxy Form.

### 5 - Re-election of Mr Paul Reading as Director (Resolution 4)

To consider, and if thought fit, to pass the following as an ordinary resolution:

"That Mr Paul Reading, who voluntarily retires to enable the Company to comply with ASX Listing Rule 14.5 and, being eligible, has offered himself for re-election in accordance with the Company's constitution, is re-elected as a Director of the Company."

### 6 - Board spill meeting (Resolution 5)

Note: This resolution will not be proposed if Resolution 1 is passed with less than 25% of the votes cast on the resolution being cast against the resolution.

To consider and, if thought fit, pass the following as an ordinary resolution:

"That, subject to and conditional on at least 25% of the votes cast on Resolution 1 being cast against the adoption of the remuneration report:

- (a) another general meeting of the Company (Spill Meeting) be held within 90 days of passing this resolution;
- (b) all of the directors in office, excluding the Company's Managing Director, when the Board resolution to make the directors' report for the financial year ended 30 June 2012 was passed, being Messrs Reading, Fung and Pursey, cease to hold office immediately before the end of the Spill Meeting; and
- (c) resolutions to appoint persons to offices that will be vacated immediately before the end of the Spill Meeting be put to the vote of shareholders at the Spill Meeting.'

#### Voting exclusion statement

The Company will disregard and not count any votes cast (in any capacity) on Resolution 5 by or on behalf of either or both the following persons:

- (a) a member of the Company's Key Management Personnel; or
- (b) a Closely Related Party of a member of the Company's Key Management Personnel.

(c) the person

- (i) does so in relation to a resolution where they hold a Directed Proxy Form; or
- (ii) is the Chairman of the Meeting and is expressly authorised to exercise the proxy even though the resolution is a Remuneration Resolution; and
- (d) the vote is not cast on behalf of a person described in paragraph (a) and (b) above.

# (Cont'd)



By Order of the Board

**Colin Anderson** 

**Company Secretary** 

23 October 2012



#### **NOTES**

- 1. For the purposes of Regulation 7.11.37 of the Corporations Regulations 2001, the Directors have determined that the voting entitlements for the purposes of the meeting will be based on the registered holdings as at 7.00pm (Sydney time) on 21 November 2012. Accordingly those persons will be entitled to attend and vote at the meeting.
- 2. You may vote by attending the meeting in person, by proxy, attorney or authorised representative.
- A proxy form is enclosed with this notice. If an additional proxy form is required, the Company's share registry will supply it on request.
- 4. Each shareholder entitled to attend and vote at the meeting has the right to appoint a proxy. A shareholder who is 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. If no proportion or number is specified, then each proxy may exercise one-half of the votes. Fractions of votes will be disregarded. A proxy need not be a shareholder of the Company.
- 5. To be effective, the Company must receive the completed proxy form and, if the form is signed by the shareholder's attorney, the authority under which the proxy form is signed (or a certified copy of the authority) by no later than 48 hours before the meeting:
  - a) at its registered office at 173 Cobalt Street, Carole Park, Qld 4300;
  - b) by facsimile to its registered office on fax number +61 7 3271 3689; or
  - at its share registry, Advanced Share Registry Services:
     150 Stirling Highway, Nedlands, WA, 6009
     PO Box 1156, Nedlands, WA, 6909
     or fax number +61 8 9389 7871
- 6. Proxies given by any corporate shareholder must be executed in accordance with its constitution, or under the hand of a duly authorised officer or attorney.
- 7. Any proxy form received after this deadline including at the meeting will be treated as invalid.
- 8. A member of the Company's Key Management Personnel or their Closely Related Party must not, whether in person or by proxy, vote in their own right on the adoption of the Remuneration Report in Resolutions 1 and the Board Spill Meeting in Resolution 5.
- A person appointed as proxy may vote or abstain from voting as he or she thinks fit except in the following circumstances:
  - (a) The proxy holds a Directed Proxy Form;
  - (b) Where the proxy is voting in relation to a Remuneration Resolution and the proxy is either a Key Management Personnel for the Company or a Closely Related Party and holds an Undirected Proxy Form; and
  - (c) The proxy is required by law or the Company's Constitution to vote in a certain manner or abstain from voting.
- 10. Clause 9(b) does not apply if the Chairman of the meeting is appointed as proxy and his appointment expressly authorises the Chairman to exercise the proxy even if the resolution is a Remuneration Resolution.
- 11. The Chairman intends to vote all Undirected Proxy Forms in favour of all resolutions, except Resolution 5 (Board Spill Meeting).
- 12. The following definitions apply in this document:

**Closely Related Party** means the closely related parties of Key Management Personnel as defined in the Corporations Act 2001, and include certain members of their family, dependents and companies they control.

**Directed Proxy Form** means a proxy form which specifies how a proxy is to vote.

(Cont'd)



# NOTES (Cont'd)

**Key Management Personnel** of the Company are the directors of the Company and those other persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. The Remuneration Report identifies the Company's key management personnel for the financial year to 30 June 2012.

**Remuneration Resolution** means a resolution connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

**Undirected Proxy Form** means a proxy form which does not specify how the proxy is to vote.



# **Explanatory Statement to Notice of Annual General Meeting**

This statement has been prepared to assist members with their consideration of items of business proposed for the Company's annual general meeting ("AGM") to be held on Friday, 23 November 2012 at 10.30 am (Melbourne time).

### Item 1 - Financial Reporting

As required by law, the financial report, Directors' report and Auditor's report are laid before the AGM. Members will be given a reasonable opportunity at the meeting to ask questions and make comments on these reports. Members will also be given a reasonable opportunity to ask the Auditor questions about the conduct of the audit and content of the auditor's report. There is no requirement however for members to approve the reports.

### Item 2 - Remuneration Report (Resolution 1)

The Corporations Act 2001 requires that a resolution be put to the members to adopt the remuneration report as disclosed in the Directors' report. The resolution gives the members the opportunity to ask questions or make comments concerning the remuneration report during the meeting.

The remuneration report:

- Discusses the Company's policy on remuneration of Directors and the link between remuneration and the Company's performance; and
- Details the remuneration arrangements in place for each Director.

Under Section 250R(3) of the Corporations Act, the vote on this resolution is advisory only and does not bind the Company or its Directors. Although the vote is advisory, the Directors recognise this vote as an indication of shareholder sentiment and have careful regard to the outcome of the vote and any discussion when setting the Company's remuneration policies.

At last year's AGM, 27% of the eligible votes cast in respect of the resolution to adopt the 2011 Remuneration Report were voted against that resolution. Because the votes 'against' exceeded 25% of the votes cast, the Company received a 'first strike' under the new executive remuneration provisions of the Corporations Act 2001, which applied for the first time last year.

Following receipt of its 'first strike' the Board acknowledged that it has a responsibility to clearly communicate the Company's remuneration strategies and how these relate to performance and value to shareholders. Accordingly, it has increased its engagement with key shareholders and shareholder advisory groups. To see the Company's full response to this 'first strike', please refer to pages 6 to11 of the Remuneration Report in the Company's Annual Report for the financial year ended 30 June 2012.

If (and only if) at least 25% of the eligible votes cast on this resolution are voted against the adoption of the 2012 Remuneration Report, the Company will receive a 'second strike' and will be required to put to shareholders a resolution calling an extraordinary general meeting to consider the election of directors of the Company (other than the Managing Director) (**Spill Resolution**). Resolution 5 is the Spill Resolution and if Resolution 5 is passed, it will be necessary for the Board to convene a further general meeting (**Spill Meeting**) of the Company within 90 days of the AGM in order to consider the composition of the Board (please see Resolution 5 for further details).

Key Management Personnel and their Closely Related Parties are excluded from voting on this resolution in certain circumstances – please see the notes to Resolution 1.

The Chairman of the Meeting intends to vote all Undirected Proxy Forms for this Resolution.

The Board unanimously recommends that shareholders vote in favour of adopting the Remuneration Report.

# Item 3 - Potential Placement - Pre-approval for the issue of up to 8,000,000 shares (Resolution 2)

# **Background**

The Company's stated strategy includes business expansion opportunities through acquisitions and the development of 'greenfield' sites, with the objective of widening the group's revenue base and providing customers with additional and enhanced products and services. Austin's business model and expansion strategy is expected to continue to deliver long-term benefits due to macro-economic fundamentals that will need to be addressed in coming years.

The Company is currently considering a range of opportunities and no decisions have been made by the Board in relation to any specific transaction or funding source. Any future acquisitions could be funded through existing cash reserves, joint venture, debt, equity or a combination of these funding sources.

A capital raising may involve a placement to professional, sophisticated and institutional investors (**Placement**). Accordingly, the Company seeks approval to raise additional equity capital by way of Placement so that should any opportunities arise, the Company can move expeditiously to capture them.



# **Explanatory Statement to Notice of Annual General Meeting**

### Regulatory requirements

Under Listing Rule 7.1, a listed company is prohibited from issuing or agreeing to issue shares without shareholder approval if, in doing so, it would mean that the number of shares issued in the preceding 12 month period would exceed 15% of the number of fully paid ordinary shares on issue at the beginning of the 12 month period (**Placement Capacity**).

At the date of this notice, the Company is entitled to issue approximately 10,800,000 shares without shareholder approval. Accordingly, the Company is seeking shareholder approval for a further 8,000,000 shares so that if this resolution is passed, the Company can issue a total of 18,800,000 shares, representing approximately 20.67% of the expanded share capital.

In accordance with Listing Rule 7.3, the Company provides the following information:

Details of the potential allottees to be issued shares under the Placement	The shares will be allotted to sophisticated investors (in accordance with sections 708(8) and (10) of the Corporations Act), professional investors (in accordance with section 708(11) of the Corporations Act), other institutional and accredited investors to whom no disclosure is required under the Corporations Act.			
Potential maximum number of Placement shares to be issued	8,000,000			
The issue price of the securities	In accordance with Listing Rule 7.3.3 the issue price of any Placement shares will not be less than 80% of the average closing price for ordinary shares (excluding special crossings, overnight sales and exchange traded options exercises) calculated over the last 5 days on which sales of ordinary shares were recorded before the date on which the Placement shares are issued.			
The date by which the Company will issue the Placement shares	If approved, and a Placement occurs, shares will be issued on or before 3 months after the date of the meeting (being 23 February 2013) as required by the Listing Rules.			
The terms of the Placement shares issued	All shares issued under the Placement will be fully paid ordinary shares in the Company that rank pari passu and form one class with all other ordinary shares of the Company.			
The use (or intended use) of the funds raised	To fund expansion or future acquisition opportunities.			
Voting exclusion statement	A voting exclusion applies to this resolution – please see the notes to Resolution 2.			

### The Directors unanimously recommend that shareholders vote in favour of this resolution.

# Item 4 - Increase in non-executive directors' fees (Resolution 3)

The constitution of the Company provides that non-executive directors of the Company are entitled to receive remuneration for their services which do not in any year exceed in aggregate the amount last fixed by ordinary resolution.

The current maximum total remuneration for non-executive directors is \$400,000 per annum (including superannuation) and was approved by shareholders at the general meeting on 26 November 2010.

The non-executive directors of the Company are Messrs Paul Reading, Peter Pursey and Eugene Fung and they currently are paid directors fees at the rate of \$100,000, \$80,000 and \$75,000 per annum (including superannuation) respectively.

The Board wishes to increase the total maximum remuneration payable to non-executive directors by \$100,000 to \$500,000 per annum (including superannuation). Such remuneration is to be divided among the non-executive directors in such proportion and manner as the directors agree or, equally among them.

The Board believes that the increase in the total maximum remuneration payable to non-executive directors will give the Board the ability to secure for the Company the services of an additional non-executive director or directors, should the Board determine that such an appointment or appointments are desirable or necessary.

The Board also believes that the proposed increased fees for individual non-executive directors reflect market remuneration and the increased responsibilities of the non-executive directors as the Company grows.



# **Explanatory Statement to Notice of Annual General Meeting**

Listing Rule 10.17 provides that a listed company must not, without shareholder approval, increase the total amount of non-executive directors' fees. Accordingly, approval is sought to increase the maximum aggregate amount which can be paid as fees to non-executive directors to \$500,000 per financial year.

This is a maximum limit and does not indicate that fees will be increased immediately to that limit.

A voting exclusion applies in relation to Resolution 3 - please see the notes to Resolution 3.

Any undirected proxies held by the Chairman will be voted in favour of Resolution 3.

As the non-executive directors have a personal interest in the proposed outcome of Resolution 3, they consider it would not be appropriate to make a recommendation to shareholders as to how to vote in relation to this resolution.

### Item 5 - Re-election of Mr Paul Reading as Director (Resolution 4)

ASX Listing Rule 14.5 requires the Company to hold an election of Directors each year. In accordance with ASX Listing Rule 14.5 and clause 3.6 of the Company's constitution, Mr Reading retires at the close of this AGM and being eligible, offers himself for re-election.

Paul Reading has been a Non-Executive Director of the Company since 2009 and has been Chairman since 2010. He has extensive experience as a company director on a number of boards both in Australia and overseas.

He has a commercial background and his executive career was spent in the manufacturing and heavy engineering industries. He is the principal of a business advisory and consulting company that provides assistance and advice relating to the management and operational issues of varying types of businesses. He was also a consultant to the Sydney Organising Committee for the Olympic Games (SOCOG) for three years, prior to becoming Group General Manager - Commercial & Marketing for that organisation. He held senior finance positions with Australian National Industries Limited (ANI) from 1978 until 1995, including five years as finance director.

Qualifications: FCPA, ACA (NZ), FAICD

Former directorships in last 3 years: Director of CommSecure Limited from 2002 to 2009 (Chairman from 2005 to 2009) and Chairman of Network Controls Limited from 2006 to 2008.

Special responsibilities: Chair of the board, member of audit committee and member of nomination and remuneration committee.

The Directors (with Paul Reading abstaining) recommend that shareholders vote in favour of this resolution.

### Item 6 - Board spill meeting (Resolution 5)

This resolution will only be put to a vote if at least 25% of the votes cast on the resolution to adopt the Remuneration Report (Resolution 1) are cast against the adoption of the report. Such an 'against' vote will constitute a 'second strike' for the Company.

If the Company receives a 'second strike' and this resolution is passed, it will be necessary for the Board to convene a further general meeting (**Spill Meeting**) of the Company within 90 days of the AGM in order to consider the composition of the Board.

If a Spill Meeting is held, the following directors will automatically vacate office at the conclusion of the Spill Meeting unless they are willing to stand for re-election and are re-elected at that meeting:

- Mr Paul Reading;
- Mr Eugene Fung; and
- Mr Peter Pursey.

If Mr Reading is re-elected at this AGM, he will still need to be re-elected at the Spill Meeting to remain in office after the Spill Meeting.

Key Management Personnel and their Closely Related Parties are excluded from voting on this resolution in certain circumstances – please see the notes to Resolution 5.

The Chairman of the Meeting intends to vote all Undirected Proxy Forms against this Resolution.

The Board unanimously recommends that shareholders vote against Resolution 5.



Proxy Form						
<shareholder identification="" number=""> <name> <address> <address> <address> <address></address></address></address></address></name></shareholder>						
<address></address>					1 If your address as	
					shown here is in- correct mark "X" here and write	
Step 1 - Appointment of Proxy I/we being member/s of Austin Engineering Li	<b>imited</b> and entitled to	attend and vote hereby	/ appoint		correct address	
The Chairman				Write h	ere the name of your	
of the Meeting (mark with an "X") OR					someone other than airman of the Meeting	
or failing the person named, or if no person 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 Annual General Meeting of the Company to be held in the offices of BDO, Level 14, 140 William Street, Melbourne, VIC 3000 on Friday 23 November 2012 at 10:30am (Melbourne time).						
Important notice – appointment of the Chair	man as your proxy fo	or Resolutions 1, 3 ar	d 5			
By appointing the Chairman of the Meeting as your proxy in relation to Resolutions 1, 3 and 5, you expressly authorise the Chairman to vote in favour of Resolutions 1 and 3 and against Resolution 5, even though the resolutions are connected directly or indirectly with the remuneration of Key Management Personnel.						
Important notice – appointment of the Chairman as your proxy for Resolution 3						
If the Chairman of the meeting is appointed as your proxy for Resolution 3 and you do not wish to direct your proxy how to vote as your proxy in respect of Resolution 3, please place a mark in the box.						
By marking this box you acknowledge that the Chairman of the meeting may exercise your proxy even if he has an interest in the outcome of Resolution 3 and that votes cast by the Chairman of the meeting for Resolution 3 other than as proxyholder 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 will not cast your votes on Resolution 3 and your votes will not be counted in calculating the required majority if a poll is called on the resolution.  The Chairman intends to vote all undirected proxies in favour of Resolutions 1, 2, 3 and 4 and against Resolution 5.						
If you appoint the Chairman as your proxy and you do not wish the Chairman to vote in favour of any Resolution, you may direct the Chairman to vote against that Resolution or abstain from voting on that Resolution by marking the appropriate box opposite that Resolution below.						
Step 2 - Proxy Voting Instructions If you wish to instruct your proxy how to vote, if your proxy how to vote on a Resolution, your prove undirected proxies in favour of each item of	roxy may vote as they	think fit or abstain fror	n voting.	The Chair ote all undi	man of the Meeting intends to	
Resolution 1 – Adopting the Remuneration Rep	oort					
Resolution 2 – Pre-approval for the issue of up	to 8,000,000 shares					
Resolution 3 – Increase in non-executive direct	ors' fees					
Resolution 4 – Re-election of Mr Paul Reading	as Director					
Resolution 5 – Board Spill Meeting						
If you mark the Abstain box for a particular Resolution, 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 Securityholders - Individual or first shareholder	This section <u>must</u> Shareho			Sh	areholder 3	
	2					
Sole Director and Sole Company Secretary	Director			Director/Company Secretary		

Contact Daytime Telephone Number

Contact Name

This section must be signed in accordance with the instructions overleaf to enable your directors to be implemented. In addition to signing the proxy form, please provide the information below in case we need to contact you.



#### How to complete this Proxy Form

#### 1. 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 mark the box and make the correction on the form. Security holders sponsored by a broker should advise their brokers of any changes. <u>Please note</u>: you cannot change ownership of your securities using this form.

#### 2. Appointment of a Proxy

If you wish to appoint the chairman of the meeting as your proxy, mark the box. 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. 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.

#### 3. Voting on Resolutions

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each Resolution. All your shares will be voted in accordance with such directions unless you indicate only a portion of your voting rights are to be voted on any Resolution 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 a given item, your proxy may vote as they chose (except as noted elsewhere in relation to resolutions directly or indirectly connected to the remuneration of the Company's key management personnel). If you mark more than one box against a Resolution your vote on that Resolution will be invalid. If you wish to appoint as your proxy a director of the Company (other than the chairman of the meeting) or other member of the key management personnel of the Company whose remuneration details are set out in the Remuneration Report, or their closely related parties, you should specify how they must vote on each of Resolutions 1, 3 and 5 by completing the "For", "Against" or "Abstain" boxes on the proxy form. If you do not do that in relation to either of Resolutions 1, 3 or 5, your proxy will not be able to exercise your vote on your behalf for that Resolution.

If you appoint the chairman of the meeting as your proxy in relation to any of Resolutions 1 and 3, but do not complete any of the boxes "For", "Against" or "Abstain" opposite those Resolutions on the proxy form, you will be expressly authorising the chairman of the meeting to vote in favour of those Resolutions. For Resolution 3 you will also have to complete mark the box next to the important notice in order for your vote to be cast on Resolution 3. If you appoint the chairman of the meeting as your proxy in relation to Resolution 5, but do not complete any of the boxes "For", "Against" or "Abstain" opposite that Resolution on the proxy form, you will be expressly authorising the chairman of the meeting to vote against that Resolution. If you wish to appoint the chairman of the meeting as proxy with a direction to vote against, or to abstain from voting on any Resolution, you must specify this by completing the "Against" or 'Abstain" boxes on the proxy form.

#### 4. Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the meeting and to vote on your behalf. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the company's share registry (see contact details below) or you may copy this Proxy Form.

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 Proxy Form. If the Proxy Forms do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half of your votes. Fractions of votes will be disregarded.

Return both forms together in the same envelope.

#### 5. Signing Instructions

You must sign this Proxy 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 must sign

Power of attorney: To sign under Power of Attorney, you must have already lodged the Power of Attorney with the Company's

share registry. If you have not previously lodged the Power of Attorney, please attach a notarially certified

photocopy of it to this Proxy Form when you return it.

**Companies:** Where the company has a sole director who is also the 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 sign alone. Please indicate the office held by signing in the appropriate place. 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. A form of the certificate may be obtained

from the company's share registry (see address details below).

#### Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at the share registry address given below **not later** than **48 hours** <u>before</u> the commencement of the meeting i.e. <u>no later than 10.30am (Melbourne time) on 21 November 2012</u>. Any Proxy Form received after that time <u>will not</u> be valid for the scheduled Meeting.

### Address of Company's Share Registry

Proxies can be delivered, mailed or faxed to:
Advanced Share Registry Ltd
150 Stirling Highway, Nedlands, Western Australia, 6009
PO Box 1156, Nedlands, Western Australia 6909
Telephone 164, 0320, 0323

Telephone: +61 8 9389 8033 Facsimile: +61 8 9389 7871