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The Manager
ASX Market Announcements
ASX Limited

20 September 2012

www.whk.com.au

WHK Group Limited ABN 93 006 650 693

Annual General Meeting

Attached is a copy of the following documents to be sent to shareholders relating to the Company's 2012 Annual General Meeting:

- Chairman's Letter
- Notice of Annual General Meeting
- Sample Voting Form

The Company's 2012 Annual Report, which was separately released to the ASX today, will also be sent to shareholders who have elected to receive a copy.

Bruce Paterson Company Secretary



Computershare

All 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 web.queries@computershare.com.au www.computershare.com



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Dear Shareholder

Please find enclosed a Notice of Meeting for the Company's upcoming Annual General Meeting, a Voting Form and reply paid envelope.

Where requested, a copy of the Annual Report for the year ended 30 June 2012 has also been enclosed.

On behalf of the Board, I am pleased to invite you to attend the Annual General Meeting that is to be held at the Radisson Blu Hotel Sydney (Marble Room), 27 O'Connell Street, Sydney, New South Wales on Monday 22 October 2012 at 9.30 am (Sydney time).

If you are unable to attend the Annual General Meeting, I would encourage you to vote by lodging a direct vote or an electronic proxy online. Visit www.investorvote.com.au and follow the prompts. Alternatively, you can complete and return the attached Voting Form using the reply envelope provided or by faxing it to the Company's share registry on 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia).

Intermediary Online subscribers (custodians) may also lodge Voting Forms electronically by visiting www.intermediaryonline.com.

To be valid, direct votes and proxies must be received by one of the above methods not less than 48 hours before the commencement of the meeting.

Corporate shareholders will be required to complete a "Certificate of Appointment of Corporate Representative" to enable a person to attend on their behalf. A form of this certificate can be obtained from Computershare Investor Services who can be contacted by phone on 1300 850 505 or if outside Australia, on 61 3 9415 4000. It can also be obtained online at www.investorcentre.com under the information tab, "Downloadable Forms".

The Directors thank you for your support.

Yours faithfully

R J Grellman AM Chairman

WHK Group Limited



WHK GROUP LIMITED ACN 006 650 693

ANNUAL GENERAL MEETING

To be held at the Radisson Blu Hotel Sydney (Marble Room) 27 O'Connell Street, Sydney, New South Wales, Australia at 9.30 am (Sydney time) on Monday 22 October 2012

NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY NOTES

A VOTING FORM IS ENCLOSED

WHK GROUP LIMITED

ACN 006 650 693

Registered Office: Level 9, 473 Bourke Street, Melbourne, Victoria 3000 Tel. (03) 9522 0888 Fax. (03) 9522 0899

NOTICE OF MEETING

Notice is hereby given that the Annual General Meeting of shareholders of WHK Group Limited ("the Company") will be held at the Radisson Blu Hotel Sydney (Marble Room), 27 O'Connell Street, Sydney, New South Wales, Australia at 9.30 am (Sydney time) on Monday 22 October 2012.

ORDINARY BUSINESS

Item 1

To receive and consider the Consolidated Financial Report of the Company and its controlled entities, the Directors' Report and the Auditor's Report for the financial year ended 30 June 2012.

Item 2

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

"That the Remuneration Report for the financial year ended 30 June 2012 be adopted."

Note: the vote on the resolution for Item 2 is advisory only and does not bind the directors of the Company.

Item 3

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

"That Mr Peter Hastings Warne, being eligible, be re-elected as a Director of the Company."

SPECIAL BUSINESS

Item 4

To consider and, if thought fit, to pass the following resolution as a special resolution:

"That:

(a) the name of the Company be changed to Crowe Horwath Australasia Ltd, with effect from a date determined by the Board, being no later than 31 July 2013; and

(b) the Constitution of the Company be amended by deleting in clause 1.1.7 ""company" means WHK Group Limited" and substituting ""company" means Crowe Horwath Australasia Ltd", with effect from a date determined by the Board, being no later than 31 July 2013."

By order of the Board

B C Paterson

Company Secretary

24 August 2012

VOTING ENTITLEMENTS

For the purpose of the Corporations Act 2001 ("Corporations Act"), the Board has determined that all securities of the Company that are quoted securities at 7:00 pm (Sydney time) on 20 October 2012 will be taken, for the purpose of the Meeting, to be held by the persons who held them at that time.

VOTING, PROXY VOTES AND DIRECT VOTES

A shareholder entitled to attend and vote at the Annual General Meeting may vote by:

- (a) attending the Meeting in person;
- (b) appointing a proxy to attend and vote at the Meeting on their behalf; or
- (c) lodging a valid notice setting out their direct vote.

Appointing a Proxy

A shareholder has the right to appoint a proxy, who need not be a shareholder of the Company. If a shareholder is entitled to cast two or more votes, they may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, otherwise each proxy may exercise half the votes (with fractions of votes disregarded).

Both individuals and body corporates can be appointed as a proxy. A body corporate appointed proxy may in turn appoint an individual (eg a corporate representative or an attorney) to exercise the rights under the proxy.

Where permitted, the Chairman of the Meeting intends to vote undirected proxies given to him in favour of each Item of Business.

Lodging a Direct Vote

A shareholder has the right to lodge a direct vote by indicating on the Voting Form that they are casting their vote directly and then placing a mark in one of the boxes opposite each item of business on the Voting Form. All of the shareholder's shares will be voted in accordance with such direction, unless the shareholder indicates that their direction is to vote only a portion of their votes on any item; or to cast their votes in different ways on any item, by inserting the proportion or the number of shares in the appropriate box or boxes (with fractions of votes disregarded).

Priority of Voting Instructions

If a shareholder seeks to lodge more than one voting direction or proxy appointment in respect of the same share, only the last voting direction or proxy appointment received by the Company by the time specified for receipt of an appointment or direct vote will be taken to be valid.

A Voting Form is enclosed.

To be effective, an appointment of a proxy or a direct vote (together with any authority under which the appointment is signed) must be received by the Company no later than 48 hours prior to the scheduled commencement of the Meeting:

- at its share registry's offices, Computershare Investor Services Pty Limited, Yarra Falls, 452 Johnston Street, Abbotsford, Victoria 3067, Australia, facsimile number 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia);
- at the Company's registered office, Level 9, 473 Bourke Street, Melbourne, Victoria 3000, Australia, facsimile number + 61 3 9522 0899;

- electronically, by visiting www.investorvote.com.au and following the instructions provided (note a proxy cannot be appointed online if they are appointed under Power of Attorney or similar authority); or
- electronically for Intermediary Online subscribers (custodians), by visiting www.intermediaryonline.com and submitting voting intentions.

Corporate representatives

A body corporate which is a shareholder, or which has been appointed as a proxy, may appoint an individual to act as its representative at the Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which it is signed, unless it has previously been given to the Company.

EXPLANATORY NOTES

These Explanatory Notes form part of the Notice of Annual General Meeting.

Voting Restrictions

A person must not cast a vote in any capacity (eg as a shareholder, proxy or corporate representative) on the resolution under Item 2 (the adoption of the Remuneration Report) if the person is:

- (a) a member of the key management personnel of the Company, details of whose remuneration are included in the Remuneration Report; or
- (b) a closely related party (as defined in the Corporations Act) of such a member.

However, a person described above may cast a vote on Item 2 if it is cast as proxy for a person who has specified how the proxy is to vote on Item 2, provided that the person who appointed the proxy is not themselves a person subject to the prohibition.

In addition, the prohibition does not apply to the Chairman of the Meeting as proxy where the proxy appointment expressly authorises the Chairman of the Meeting to exercise an undirected proxy. If a shareholder appoints the Chairman of the Meeting as their proxy and the shareholder does not direct the Chairman of the Meeting how to vote on Item 2, the shareholder may authorise the Chairman of the Meeting in respect of Item 2 to exercise the proxy:

- (a) notwithstanding that Item 2 is connected directly or indirectly with the remuneration of a member of the Company's key management personnel; and
- (b) even if the Chairman of the Meeting has an interest in the outcome of the vote on Item 2 and that any votes cast by the Chairman of the Meeting in respect of Item 2, other than as a proxy holder, will be disregarded because of that interest.

The Chairman of the Meeting intends to vote undirected proxies (where the Chairman has been appropriately authorised) in favour of Item 2.

Other Directors and other key management personnel of the Company and their closely related parties will not cast any votes in respect of Item 2 that arise from any undirected proxy that they hold.

ITEM 1 – Annual Financial Reports

The Corporations Act requires the Financial Report, Directors' Report and Auditor's Report for the financial year ended 30 June 2012 to be laid before the Meeting. These are included in the Company's 2012 Annual Report. There is no requirement in the Corporations Act or the Company's Constitution for shareholders to vote on, approve or adopt these Reports. Shareholders will have a reasonable opportunity at the Meeting to ask questions and make comments on these Reports and on the management of the Company.

A copy of the Company's 2012 Annual Report may be accessed by visiting the Company's website www.whk.com.au.

ITEM 2 - Remuneration Report

The Corporations Act requires that the Directors include a separately identified Remuneration Report in their annual Directors' Report and that a resolution to adopt the Remuneration Report be put to a vote of shareholders at the Meeting.

A copy of the Remuneration Report for the year ended 30 June 2012 is included in the Company's 2012 Annual Report which can be accessed electronically on the Company's website at www.whk.com.au.

Voting on the adoption of the Remuneration Report is advisory only and will not bind the Directors or the Company. However, the Directors will take the outcome of the vote and any questions and comments into consideration when reviewing the Company's remuneration practices and policies and preparing Remuneration Reports.

Directors' Recommendation

The Directors unanimously recommend that shareholders vote in favour of adopting the Remuneration Report.

<u>ITEM 3 – Re-election of Director</u>

In accordance with the Company's Constitution, Directors (excluding the Managing Director) must retire from office at the end of the third annual general meeting following their last appointment or every 3 years, whichever is longer, provided that the Company must hold an election of Directors each year. Retiring Directors are eligible for re-election.

Mr Peter Hastings Warne retires in accordance with the Constitution and, being eligible, offers himself for re-election

Following are details of Mr Warne:

Age: 56

Qualifications / Memberships: BA, FAICD

Mr Warne has a broad range of skills, knowledge and experience following a long and successful career in the financial services industry. He worked with Bankers Trust Australia Limited for 19 years, holding senior positions in the Fixed Interest and Capital Markets divisions, and was head of the Financial Markets Group for 11 years. He has also provided product and industry advice on a consultancy basis to a number of leading companies and government bodies.

Mr Warne is Chairman of ALE Property Management Limited and a director of ASX Limited, Macquarie Bank Limited, Macquarie Group Limited, SFE Corporation Limited, Capital Markets CRC Limited, Securities Exchanges Guarantee Corporation Limited, Securities Industry Research Centre of Asia-Pacific (SIRCA) Limited and New South Wales Treasury Corporation. He is also on the advisory boards of the Australian Office of Financial Management and Macquarie University Faculty of Business and Economics.

Mr Warne has been a non-executive Director of the Company since May 2007. He is the Deputy Chairman of the Board, Chairman of the Nominations and Remuneration Committee and a member of the Audit and Risk Committee.

Directors' Recommendation

The other Directors support the re-election of Mr Warne.

ITEM 4 – Change of the Company's Name

The Directors recommend that shareholders approve the change of name of the Company from WHK Group Limited to Crowe Horwath Australasia Ltd.

The Company has been a member of Crowe Horwath International since May 2007. Crowe Horwath International is ranked among the top 10 global accounting networks and consists of more than 150 independent accounting and advisory services firms in over 100 countries around the world.

The proposal to change the name of the Company has resulted from the need to improve the Company's brand awareness within its chosen markets. The Company currently operates a dual branding approach by using both "WHK" and "Crowe Horwath" within its core business. Alignment with one, globally regarded brand will remove ambiguity and provide a better platform for achieving the Company's strategic growth objectives and enhancing market recognition.

If approved, the name change will take effect upon registration by the Australian Securities and Investments Commission ("ASIC"). Such registration is not expected to take place until July 2013 in order to provide the Company with sufficient preparation time for adoption, having regard to other strategic initiatives currently underway.

The Company is listed on the Australian Securities Exchange ("ASX") and trades under its current name with the ASX code "WHG". If the name change is approved, the Company will trade under its new name and its ASX code will be changed to "CRH". The Company will make an ASX release and write to shareholders advising the date on which the change of code will occur. This change is expected to occur around 3 business days after the name change has been registered by ASIC.

Directors' Recommendation

For the reasons described above, the Directors recommend that shareholders vote in favour of the change of the Company's name.



WHK Group Limited ABN 93 006 650 693



⊢ 000001 000 WHG MR SAM SAMPLE **FLAT 123** 123 SAMPLE STREET THE SAMPLE HILL SAMPLE ESTATE SAMPLEVILLE VIC 3030

Lodge your vote:



Online:

www.investorvote.com.au



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

Voting Form



Vote and view the annual report online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.



Control Number: 999999

SRN/HIN: 19999999999 PIN: 99999

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



For your vote to be effective it must be received by 9.30 am (Sydney time) Saturday, 20 October 2012

How to Vote on Items of Business

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

Vote Directly

Voting 100% of your holding: Mark either the For, Against or Abstain box opposite each item of business. Your vote will be invalid on an item if you do not mark any box OR you mark more than one box for that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the 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. Fractions of votes will be

Appoint a Proxy to Vote on Your Behalf

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 (where permitted). 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%. Fractions of votes will be disregarded.

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

A proxy need not be a securityholder of the Company.

Signing Instructions for Postal Forms

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

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. Delete titles as applicable.

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.investorcentre.com under the information tab, "Downloadable Forms".

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.

GO ONLINE TO VOTE, or turn over to complete the form MR SAM SAMPLE FLAT 123 123 SAMPLE STREET THE SAMPLE HILL SAMPLE ESTATE SAMPLEVILLE VIC 3030

l	Change of address. If incorrect,
J	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
	their broker of any changes



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IND

Voting Form

Please mark **X** to indicate your directions

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take prior Proxy. For recorded	NOTE: A Direct Vote will rity over the appointment of a or a valid Direct Vote to be you must mark FOR, T, or ABSTAIN on each item.	or failing the individu	al or body corporate named, eting, as my/our proxy to act following directions (or if no	generally at the meeting or	n my/our behalf and to vote in
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Item 3	That Mr Peter Hastings \	Varne, being eligible, b	e re-elected as a Director of t	the Company.	
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Computershare

Date

Director/Company Secretary



Contact

Name

Sole Director and Sole Company Secretary

Contact

Daytime

Telephone

Director