

**MERIDIEN CAPITAL LTD**

ACN 15 12 13 48 730

**NOTICE OF 2008 ANNUAL GENERAL MEETING**

Notice is hereby given that the Annual General Meeting of Meridien Capital Ltd ("the Company") will be held on, Level 12, MLC Centre, 19-29 Martin Place, Sydney NSW 2000 on Tuesday 25<sup>th</sup> November 2008 at 10.30am.

A copy of the company's annual report can be viewed on the company's website [www.meridiencapital.com.au](http://www.meridiencapital.com.au) or on the National Stock Exchange website [www.newsx.com.au](http://www.newsx.com.au)

At the meeting the following resolutions will be put to members:

**ORDINARY BUSINESS****Receipt of Annual Report, Financial Statements, Directors' and Audit Reports:**

"To receive and consider the Annual Report, Financial Statements of the Company and its controlled entities, together with the Directors' Report and the Audit Report for the year ended 30 June 2008".

*Note: This item of business is for discussion and is not for resolution.*

**Resolutions****1. Re-election of Kevin Good as a Director**

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

"That Kevin Good, who retires by rotation in accordance with the Company's Constitution, and being eligible offers himself for re-election as a Director".

**2. Adoption of the Remuneration Report:**

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

"That the Remuneration Report (which forms part of the Directors' Report) for the year ended 30 June 2008 be adopted".

*"Note: In accordance with section 250R of the Corporations Act, the vote on Resolution 1 will be advisory only and will not bind the Directors or the Company".*

**3. Share Reset (Ratification of Placement of Shares)**

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

"That, for the purpose of NSX Listing Rule 6.25 and for all other purposes, the placement of 519,800 ordinary shares through institutions as detailed in the accompanying explanatory memorandum, is hereby ratified

**Voting Entitlement:**

For the purposes of determining voting entitlements at the Annual General Meeting, Shares will be taken to be held by the persons who are registered as holding the Shares at 7.00pm (AEST) on Monday, 24<sup>th</sup> November 2008 (the Entitlement Time). Accordingly, only those persons registered as holders of Shares at the Entitlement Time will be entitled to attend and vote at the Annual General Meeting.

**Appointment of proxy**

- i) A member entitled to attend and vote is entitled to appoint not more than two proxies;
- ii) Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the member's voting rights;
- iii) A proxy need not be a member of the Company; and
- iv) Forms of proxy must be lodged at the registered office of the Company or faxed to the Company on (02) 9220 3535 at least 48 hours prior to the meeting.

A form of proxy is attached.

**By Order of the Board**



**Kevin Good**  
**Company Secretary**  
**24 October 2008**

## **EXPLANATORY NOTES**

### **Resolution 1 – Re- Election of Director**

Pursuant to the Company's Constitution, Kevin Good, who retires by rotation in accordance with the Company's Constitution, and being eligible, offers himself for re-election as a Director.

The Board recommends that the shareholders resolve to re-elect Kevin Good.

### **Resolution 2 – Remuneration Report**

The Remuneration Report commences on page 6 of the Company's 2008 Annual Report including the remuneration tables referred to in the report at page 7.

The vote on this proposed resolution is advisory only and will not bind the directors or the Company, however, the board will take the outcome of the vote into consideration when reviewing remuneration practices and policies.

The board recommends that shareholders pass the resolution to adopt the Remuneration Report.

### **Resolution 3 – Share Reset**

#### **1.1 General**

The Company undertook placements totalling 519,800 shares to raise \$228,716 during the financial year ended 30<sup>th</sup> June 2008.

Resolution 3 seeks Shareholder's ratification for the allotment and of these 519,800 (Share Placements).

None of the subscribers pursuant to this issue were related parties of the Company and no one subscriber has acquired more than 20% of the issued share capital of the Company.

#### **1.2 NSX Listing Rule 6.25**

NSX Listing Rule 6.25 provides that prior approval of the shareholders of a company is required for an issue of equity securities if the securities will, when aggregated with the securities issued by the company during the previous 12 months, exceed 15% of the number of securities on issue at the commencement of that 12 month period.

One circumstance where an issue is not taken into account in the calculation of the 15% threshold is where the issue is approved by shareholders or later ratified by shareholders. In this resolution ratification is sought so that the Share placement is not counted in the Director's ability to issue up to 15% of the capital of the company without the prior approval of shareholders at a general meeting.

Pursuant to and in accordance with NSX Listing Rule 6.25, the following information is provided in relation to the recently completed Share Placement:

- a) The total number of Shares issued was 519,800.
- b) The shares were issued as follows;
  - 1) 100,000 shares were issued on the 28<sup>th</sup> November 2007 and application for quotation was made on 4<sup>th</sup> June 2008 The issue price was \$0,50 cents per share.
  - 2) 30,000 shares were issued on the 25<sup>th</sup> January 2008 and application for quotation was made on 4<sup>th</sup> June 2008 The issue price was \$0,50 cents per share.
  - 3) 389,800 shares were issued on the 20<sup>th</sup> May 2008 and application for quotation was made on 4<sup>th</sup> June 2008 The issue price was \$0,42 cents per share.
- c) The total number of shares issued were placed through institutions. No Shares were issued to any related parties or associates of the Company;
- d) The Shares issued were fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares; and
- e) The Company has used the funds raised from the Share Placements to facilitate the progress of the Company's existing projects and to seek new projects.

## **FORM OF PROXY**

The Company Secretary  
Meridien Capital Ltd  
ACN 15 12 13 48 730

Street Address: Level 17, BNP Paribas Centre, 60 Castlereagh Street, Sydney NSW 2000

Postal Address: Level 17, BNP Paribas Centre, 60 Castlereagh Street, Sydney NSW 2000

I/We\* (insert member(s) name(s)).....

of (insert address).....

Being a member / members\* of Meridien Capital Ltd hereto appoint:

(insert proxy's name).....

and/or\* (insert proxy's name\*\*).....

As my/our\* proxy/proxies\* to vote on my/our\* behalf at the Annual General Meeting of the Company to be held at Level 12, MLC Centre, 19-29 Martin Place, Sydney NSW 2000 on Tuesday 25th November 2008 at 10.30am and at any adjournment of that meeting.

\* Delete whichever is not applicable

\*\* Insert the name of a second proxy only if you wish to appoint more than one proxy

## **VOTING INSTRUCTIONS**

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Should you wish to direct your proxy how to vote please insert  
of a direction the proxy may vote at the proxy's discretion.

in the appropriate box below. In the absence

RESOLUTIONS	For	Against	Abstain
Resolution 1: To re-elect Mr. Kevin Good as a Director			
Resolution 2: To adopt the Remuneration Report			
Resolution 3: Share Reset			

I/We\* hereby authorise the Chairman of the directors of the Company for the time being to insert in this form the name/s\* of a proxy/proxies\* on my/our\* behalf if I/we\* have not already done so.

Signed this ..... day of ..... 2008

Signature(s) of member(s) .....