

*baribunma* Holdings Limited

A.B.N. 56 095 838 056

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**NOTICE OF ANNUAL GENERAL MEETING**

**Baribunma Holdings Limited**  
**[ACN 56 095 838 056]**

Notice is hereby given of the Annual General Meeting of Baribunma Holdings Limited to be held at 11:00 am on Thursday, 26<sup>th</sup> November, 2009 in the auditorium, Coogee-Randwick R.S.L. Club, Cnr. Carr and Byron Sts., COOGEE, NSW, 2034.

**Business:**

To receive, consider and adopt the Financial Statements of the Company for the year ended 30 June 2009 and the Reports of Directors and Auditors thereon.

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

1. That Mr. Harold Victor Holden be re-elected as a Director.
2. That the Remuneration Report, as required by section 300A of the *Corporations Act 2001*, as contained in the Annual Report of the Company for the financial year ended 30 June, 2009, be adopted.
3. Share Reset (Ratification of Placement of Shares)  
  
That, for the purpose of NSX Listing Rule 6.25 and for all other purposes, the placement of **695,814** ordinary shares as detailed in the accompanying explanatory memorandum, is hereby ratified.
4. That, pursuant to the Corporations Act [s249HA], the current Auditor be removed and replaced with a person to be nominated at the meeting of which this due notice is given.

Shareholders please note that a minimum of fourteen (14) days notice, in writing, is required if a query is to be made concerning any of the contents of the Financial Statements.

- (i) a member may appoint a proxy to vote on its behalf;
- (ii) the appointment may specify the proportion or number of votes to be cast at the meeting.

(iii) that a member who is entitled to cast 2 or more votes may appoint 2 (or more) proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

(iv) a proxy need not be a member of the Company and,

(v) forms of proxy must be lodged at the registered office of the Company or by fax to the Company on (02) 95840587 at least 24 hours prior to the meeting.

By order of the Board of Directors,

Dated this 26<sup>th</sup> day of September, 2009.

Peter John Bancroft,  
Director.

### **EXPLANATORY NOTES**

Pursuant to the Company's Constitution, Mr. H.V. Holden retires from the Board of Directors. Mr. Holden has served as Chairman since NSX listing in 2006. Mr. Holden has indicated that he will seek re-election to the position.

#### **Resolution 1:**

The Board recommends that the shareholders re-appoint Mr. Holden.

#### **Resolution 2:**

The Remuneration Report is contained in the Company's Annual Report (p6). 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 account when reviewing remuneration practices and policies.

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

#### **Resolution 3:**

The Company undertook placements totaling 695,814 shares to raise \$27,832.56 during the month of October 2009. Resolution 3 seeks Shareholder's ratification for the allotment and of these seven 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.

The Board recommends that the shareholders pass the resolution to ratify the allotment.

**Resolution 4:**

The company is required to give a notice of meeting to persons entitled to receive such notice. These persons include the company's directors, members and auditor(s) [s249J and 249K].

The notice period for the meeting is 28 days for a listed company [s249HA]. Before the meeting is held either a director or a member of the company can nominate an auditor whose appointment can be considered at the meeting.

If a new auditor has been nominated, the company must give a notice of that nomination to persons entitled to notice of the meeting and the nominated auditor(s) at the time notice of the meeting is given or not less than 7 days before the meeting [s328B(3)(4)].

The resolution to remove an auditor is an ordinary resolution that must be passed by a simple majority of those voting in person at the meeting, or by proxy if allowed.

The Board recommends that the shareholders pass the resolution to remove the Auditor.

**Note that tea & coffee will be available from 10:30am on the day of the meeting.**