



NOTICE OF ANNUAL GENERAL MEETING

AND

EXPLANATORY STATEMENT

DATE AND TIME OF MEETING:

3 November 2011 at 11.00am (AEDT)

VENUE OF MEETING:

Whittens Lawyers and Consultants
Level 5, 137-139 Bathurst Street
Sydney NSW 2000

These documents should be read in their entirety.

If Shareholders are in any doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional advisor.



NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the Shareholders of Australian Premier Finance Holdings Limited (ACN 099 912 04) (**the Company**) will be held at 11.00am (AEDT) on 3 November 2011 at Whittens Lawyers and Consultants, Level 5, 137-139 Bathurst Street, Sydney, NSW 2000 (**the Meeting**).

The Explanatory Statement that accompanies and forms part of this Notice of Annual General Meeting (**the Notice**) describes in more detail the matters to be considered at the Meeting.

Please refer to section 4 of the Explanatory Statement accompanying this Notice for a glossary of terms and abbreviations used in this Notice and the Explanatory Statement.

ORDINARY BUSINESS:

1. Item 1: Financial Statements and Reports

"To receive and consider the Annual Report of the Company for the year ended 30 June 2011 which includes the Annual Financial Report of the Company, the Directors' Report, the Directors' Declaration and the Auditor's Report."

Note: this item of business is **for discussion only and is not a resolution**.

However, pursuant to the Corporations Act, Shareholders will be given a reasonable opportunity at the Meeting to ask questions about, or make comments in relation to, each of the aforementioned reports during consideration of these items.

2. Resolution 1: Remuneration Report

To consider, and if thought fit, to pass the following resolution as a **non-binding resolution**:

"That for the purposes of section 250R(2) of the Corporations Act and for all other purposes, the Company adopts the Remuneration Report for the year ended 30 June 2011 as contained in the Annual Report of the Company for the year ended 30 June 2011."

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 1 by or on behalf of (in any capacity):

- (i) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (ii) a Closely Related Party of a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report.

However, the Company need not disregard a vote if it is cast by:

- (i) a person described above as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (ii) 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.



Note: in accordance with section 250R of the Corporations Act, the vote on this resolution is **advisory only and does not bind the Directors or the Company.**

However, pursuant to section 250SA of the Corporations Act, Shareholders will be given a reasonable opportunity at the Meeting to ask questions about, or make comments in relation to, the Remuneration Report.

3. Resolution 2: Re-Election of Director - Mr Mark Ellis

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

"That Mr Mark Ellis, who retires by rotation in accordance with clause 20.2 of the Constitution of the Company, the NSX Listing Rules and for all other purposes, and being eligible, offers himself for re-election as a Director, be re-elected as a Director of the Company effective immediately upon the close of the Meeting."

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 2 by Mr Mark Ellis or any associate of Mr Mark Ellis.

However, the Company need not disregard a vote if it is cast by:

- (i) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (ii) 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.

OTHER BUSINESS:

In accordance with section 250S of the Corporations Act, the Shareholders are invited to ask questions about, or make comments in relation to, the management of the Company and to raise any other business that may be brought forward at the Meeting in accordance with the Constitution of the Company and the Corporations Act.

BY ORDER OF THE BOARD:

A handwritten signature in black ink, appearing to read 'Andrew Whitten', is written over a light blue horizontal line.

Andrew Whitten
Company Secretary

Dated: 26 September 2011



IMPORTANT INFORMATION

Voting Entitlement

For the purpose of regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the Directors have determined that the shareholding of each Shareholder for the purposes of ascertaining their voting entitlements for the Meeting will be as it appears on the Company's share register at 7.00pm (AEDT) on 1 November 2011 (**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 Meeting. Transactions registered after the Entitlement Time will be disregarded in determining Shareholders entitled to attend and vote at the Meeting.

Required Majority

In accordance with the Corporations Act, for the Resolutions to be effective:

- (a) the Resolutions must be passed at a meeting of which not less than 28 days written notice specifying the intention to propose the Resolutions has been given (satisfied by this Notice); and
- (b) in the case of ordinary resolutions, the Resolutions must be passed by more than 50% of all the votes cast by Shareholders present and entitled to vote on the Resolutions (whether in person or by proxy, attorney or representative); and
- (c) in the case of special resolutions, the Resolutions must be passed by not less than 75% of all the votes cast by Shareholders present and entitled to vote on the Resolutions (whether in person or by proxy, attorney or representative).

Proxies, Attorneys and Representatives

- (a) (**Representation of Shareholder**): Any Shareholder may be represented at the Meeting by a proxy or attorney. If a body corporate is a Shareholder, it may, by resolution of its directors or other governing body, authorise such person as it thinks fit to act as its representative at the Meeting.
- (b) (**Votes**): Subject to the Constitution of the Company, the NSX Listing Rules and the rights or restrictions on voting which may attach to or be imposed on any class of Shares:
 - (i) on a show of hands every Shareholder (including each holder of preference Shares who has a right to vote) present in person or by proxy or attorney or representative will have one (1) vote; and
 - (ii) on a poll every Shareholder (including each holder of preference Shares who has a right to vote) present in person or by proxy, attorney or representative will have one (1) vote for each fully paid Share held by that Shareholder and a fraction of a vote for each partly paid Share, equivalent to the proportion which the amount paid (not credited) is of the total amounts paid and payable (excluding amounts credited) for that Share, ignoring any amounts paid in advance of a call.
- (c) (**Appointment of Proxy**): A Shareholder who is entitled to attend and vote at the Meeting is entitled to appoint a person as the Shareholder's proxy to attend and vote for the Shareholder at the Meeting. A Shareholder who is entitled to cast two (2) or more votes at



the Meeting, may appoint two (2) proxies, but must specify the proportion or number of votes each proxy is appointed to exercise. A proxy need not be a Shareholder of the Company. A proxy form in the form required by the Corporations Act accompanies this Notice. Proxies appointing the Chairman which do not specify the way in which the proxy is to vote on a particular resolution will be recorded as voting in favour of the Resolutions.

- (d) **(Deposit of proxy forms and powers of attorney):** To be valid forms of proxy or powers of attorney, the proxy form (and if it is executed by an attorney, the relevant power of attorney or a certified copy of it) or the power of attorney (or a certified copy of it) must be received by the share registry of the Company, BoardRoom Pty Limited, by no later than 11.00am (AEDT) on 1 November 2011 (48 hours prior to the Meeting). Any proxy form received after that time will not be valid for the Meeting.

The proxy form can be sent to BoardRoom Pty Limited:

By Post:

BoardRoom Pty Limited
GPO Box 3993
Sydney NSW 2001
Australia

By Facsimile:

+61 2 9290 9655

In Person:

BoardRoom Pty Limited
Level 7, 207 Kent Street
Sydney NSW 2000
Australia

Enquiries

All enquiries in relation to the contents of the Notice or the Explanatory Statement should be directed to the Company Secretary, Mr Andrew Whitten on (02) 8072 1400.

A handwritten signature in black ink, appearing to read 'Andrew Whitten', is written over a light blue horizontal line.

Andrew Whitten
Company Secretary



EXPLANATORY STATEMENT

IMPORTANT INFORMATION

This Explanatory Statement has been prepared for the information of Shareholders of Australian Premier Finance Holdings Limited (ACN 099 912 04) (**the Company**) in connection with the Resolutions to be considered at the Annual General Meeting of Shareholders to be held at 11.00am (AEDT) on 3 November 2011 at Whittens Lawyers and Consultants, Level 5, 137-139 Bathurst Street, Sydney, NSW 2000 (**the Meeting**).

This Explanatory Statement has been prepared pursuant to NSX Listing Rule 6.47 in order to provide Shareholders with sufficient information to ensure that they are informed of all substantial matters relevant to the Resolutions proposed to be considered at the Meeting by the accompanying Notice of Annual General Meeting (**the Notice**).

Shareholders should read this Explanatory Statement in full because individual sections do not give a comprehensive review of the Resolutions. Further, this Explanatory Statement should be read in conjunction with the Notice.

If you are in any doubt about what to do in relation to the Resolutions contemplated in the Notice and this Explanatory Statement, it is recommended that you seek advice from an accountant, solicitor or other professional advisor.

INTRODUCTION

The Meeting is being held so that the Directors can table the financial statements and reports of the Company for the financial year ended 30 June 2011 and so that Shareholders can vote on the election of Directors. This is known as the Ordinary Business of the Meeting.

Please refer to section 4 of this Explanatory Statement for a glossary of terms and abbreviations used in the Notice and this Explanatory Statement.

ORDINARY BUSINESS

1. Item 1: Financial Statements and Reports

1.1 Background to Item 1

The Corporations Act 2001 (Cth) (**the Corporations Act**) and the Constitution of the Company requires the financial statements, Directors' Report and Auditor's Report for the financial year ended 30 June 2011 to be tabled before the Meeting.

Accordingly, the Financial Report, Directors' Report, Remuneration Report and Auditor's Report for the Company for the year ended 30 June 2011 will be laid out before the Meeting.

1.2 The Constitution and the Corporations Act Requirements

Clause 33.2 of the Constitution of the Company requires the Directors at each Annual General Meeting of the Company to lay before the Company a financial report, a Directors' Report and an Auditors' Report for the last financial year of the Company that ended before that Annual General Meeting which comply with all applicable provisions of the Corporations Act and the NSX Listing Rules.



Neither the Corporations Act nor the Constitution of the Company requires a vote of Shareholders at the Meeting on such statements and reports.

However, the Meeting provides a forum for Shareholders to ask questions about, and make comments in relation to, the Company's reports and accounts, and on the business and operations of the Company for the year ended 30 June 2011.

In addition, in accordance with section 250T of the Corporations Act, a representative of the Company's auditor for the year ended 30 June 2011, Lawler Partners Audit & Assurance Limited Partnership (LP00000621) (**Lawler Partners**), will be in attendance to respond to any questions raised in relation to Lawler Partners or the Auditor's Report.

More specifically, Shareholders may ask Lawler Partners questions at the Meeting in relation to the following matters:

- the conduct of the audit;
- the independence of Lawler Partners in relation to the conduct of the audit; and
- the accounting policies adopted by the Company for the preparation of the financial statements.

Shareholders may submit written questions to Lawler Partners in relation to the above items. Any written questions to Lawler Partners must be submitted to the Company by no later than 5.00pm on the fifth business day before the date of the Meeting.

2. Resolution 1: Remuneration Report

2.1 Shareholder Approval

Pursuant to section 250R(2) of the Corporations Act, the Board is seeking the approval of Shareholders to adopt the Remuneration Report of the Company for the year ended 30 June 2011.

The vote on this resolution is advisory only and does not bind the Directors or the Company. However, a reasonable opportunity will be provided at the Meeting for Shareholders to ask questions about, or make comments in relation to, the Remuneration Report.

Furthermore, given the requirements of Division 9 of Part 2G.2 of the Corporations Act, the Directors will take into account the discussion on this Resolution and the outcome of this vote when considering future remuneration arrangements of the Company.

2.2 The Corporations Act Requirements

The Remuneration Report sets out the Company's remuneration policy and reports the remuneration arrangements in place for the Executive and Non-Executive Directors of the Company, and certain executives whose remuneration arrangements are required to be disclosed.

The Remuneration Report forms part of the Directors' Report which is contained in the Annual Report of the Company for the year ended 30 June 2011.



Section 250R(2) of the Corporations Act requires that at a listed company's Annual General Meeting, a resolution that the Remuneration Report be adopted must be put to the vote.

However, pursuant to section 250R(3) of the Corporations Act, the vote on such a resolution is advisory only and does not bind the Directors or the Company.

Notwithstanding this, section 250SA of the Corporations Act requires that a reasonable opportunity be allowed for Shareholders at the Meeting to ask questions about, or make comments in relation to, the Remuneration Report.

Furthermore, under recent changes to the Corporations Act with the introduction of Division 9 of Part 2G.2 (which came into effect on 1 July 2011), if at least 25% of the votes cast on Resolution 1 are voted against adoption of the Remuneration Report at the Meeting, the Company will be required to put to Shareholders at the Company's 2012 Annual General Meeting a resolution (**Spill Resolution**) proposing the calling of another general meeting (**Spill Meeting**) to consider the appointment of Directors of the Company. However, the Spill Resolution will only be put to the vote at the Company's 2012 Annual General Meeting if at least 25% of votes are also against the adoption of the 2012 Remuneration Report at the 2012 Annual General Meeting.

If the Spill Resolution is put to the vote at the Company's 2012 Annual General Meeting, and more than 50% of Shareholders vote in favour of the Spill Resolution, the Company is required to convene the Spill Meeting within 90 days of the Company's 2012 Annual General Meeting. All of the Directors who were in office when the Company's 2012 Directors' Report was approved, other than the Managing Director of the Company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting. Following the Spill Meeting, those persons whose election or re-election as Directors is approved will be the Directors of the Company.

2.3 Professional Advice

If you have any doubt or do not understand this resolution it is recommended that you seek advice from an accountant, solicitor or other professional advisor.

3. RESOLUTION 2: Re-Election of Director- Mr Mark Ellis

3.1 Shareholder Approval

In accordance with clause 20.2 of the Constitution of the Company and the NSX Listing Rules, Mr Mark Ellis is retiring as a Director of the Company by rotation, and pursuant to clause 20.3 of the Constitution of the Company, seeks re-election as a Director.

3.2 The Constitution and the NSX Listing Rules Requirements

Clause 20.2 of the Constitution of the Company states that one third of the Directors of the Company, or if their number is not a multiple of three (3), then the whole number nearest one-third, must retire from office at each Annual General Meeting. The Directors to retire at the Annual General Meeting are those who have been longest in office since their last election, but as between persons who became Directors on the same day, those to retire will, unless they otherwise agree among themselves, be determined by drawing lots.



Clause 20.3 of the Constitution of the Company provides that a retiring Director is eligible for re-election to the Board.

In relation thereto, the Company notes that Mr Mark Ellis, Mr Wayne R Adsett and Mr Kenneth D Allen, having each been re-elected as Directors at the 2010 Annual General Meeting of the Company, have agreed among themselves that Mr Mark Ellis will retire from office at the Meeting, and be eligible for re-election.

3.3 Board Recommendation

The Directors, excluding Mr Mark Ellis and any of his associates, unanimously recommend that Shareholders vote in favour of Resolution 2.

3.4 Professional Advice

If you have any doubt or do not understand this resolution it is recommended that you seek advice from an accountant, solicitor or other professional advisor.

4. Glossary

In this Explanatory Statement the following terms have the meaning set out below:

ACN	Australian Company Number.
AEDT	Australian Eastern Daylight Time.
ASIC	The Australian Securities and Investments Commission.
Closely Related Party of a member of the Key Management Personnel	Includes a spouse or child of the member; a child of the member's spouse; a dependent of the member or the member's spouse; 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 dealing with the entity; a company the member controls; or a person prescribed by the Corporations Regulations 2001.
The Company	Australian Premier Finance Holdings Limited (ACN 099 912 04) of Level 5, 137-139 Bathurst Street, Sydney, NSW 2000.
The Corporations Act	The Corporations Act 2001 (Commonwealth) as amended or replaced from time to time.
The Corporations Regulations 2001 (Cth)	The Corporations Regulations 2001 (Commonwealth) as amended or replaced from time to time.
The Directors	The directors of the Company as at the date of the Notice and Explanatory Statement.
The Entitlement Time	7.00pm (AEDT) on 1 November 2011.



The Explanatory Statement	The Explanatory Statement accompanying the Notice.
Key Management Personnel	Includes all persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including all Directors (whether executive or otherwise) of the Company.
The Notice	The notice convening the Meeting.
The NSX	The National Stock Exchange of Australia Limited (ACN 000 902 063) and the financial market of which it operates of Level 2, 117 Scott Street, Newcastle, NSW 2000.
The NSX Listing Rules	The official listing rules of the NSX and any other rules of the NSX which are applicable while the Company is admitted to the official list of the NSX, each as amended or replaced from time to time, except to the extent of any express written waiver by the NSX.
The Meeting	The Annual General Meeting of the Company to be held at 11.00am (AEDT) on 3 November 2011 at Whittens Lawyers and Consultants, Level 5, 137-139 Bathurst Street, Sydney, NSW 2000.
Resolutions	The resolutions set out in the Notice and Explanatory Statement.
Share(s)	A fully paid ordinary share in the capital of the Company.
Shareholder(s)	A person or company registered in the register of Shareholders of the Company as the holder of one or more Shares as at the Entitlement Time.
Spill Resolution	The resolution required by the Corporations Act to be put to Shareholders at the 2012 Annual General Meeting of the Company proposing the calling of the Spill Meeting to consider the appointment of Directors of the Company.
Spill Meeting	The general meeting of Shareholders required to be convened by the Company within 90 days of the Company's 2012 Annual General Meeting pursuant to the Corporations Act following the approval of the Spill Resolution by more than 50% of Shareholders.