



**AUSTRALIAN SMALL SCALE OFFERINGS BOARD LIMITED  
ACN 109 469 383**

**Notice of Annual General Meeting – 23 November 2011**

The Annual General Meeting of shareholders of Australian Small Scale Offerings Board Limited will be held at

**Suite 1401, Level 14, The Rocket  
203 Robina Town Centre Drive  
Robina QLD 4230  
on**

**Wednesday, 23 November 2011 at 2.00 pm AEST (Brisbane time).**

If you are unable to attend the meeting you are encouraged to complete and return the proxy form included with this notice.

The completed proxy form must be received by Boardroom Pty Limited no later than 3.00 pm (AEDST) Monday 21 November 2011, being 48 hours before the meeting commences.

If you appoint a proxy you are encouraged to direct your proxy how to vote on each item by marking the appropriate boxes on the proxy form.

**ITEMS OF BUSINESS**

**1. Annual Financial Statements and Reports**

To receive and discuss the Company's financial statements, Directors' and Auditor's reports for the year ended 30 June 2011.

**2. Remuneration Report**

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

*That the Remuneration Report for the year ended 30 June 2011 be adopted.*

**3. Re-election of Susan Williams**

Susan Williams retires by rotation in accordance with the Company's constitution, and being eligible, offers herself for re-election.

**4. Election of Peter Stirling**

Peter Stirling was appointed as a Director by the Board of Directors since the last General Meeting and being eligible, in accordance with the Company's constitution offers himself for election as a Director.

**By order of the board**

**Susan Williams  
Company Secretary  
17 October 2011**

**Voting exclusion statement**

The Company will disregard any votes cast on item 2, resolution regarding adoption of the remuneration report by any members of the Key Management Personnel/Executives referred to in the Remuneration Report or their closely related parties.

## **PROXIES AND VOTING**

### **Voting entitlement**

In accordance with Regulation 7.11.37 of the Corporations Regulations 2001 the Company has determined that the shareholding of each shareholder for the purpose of voting entitlements for the Annual General Meeting or adjourned meeting will be as it appears in the Share Register at 3.00 pm Sydney time on Monday 21 November 2011.

### **Voting by proxy**

A shareholder of the Company entitled to attend and vote is entitled to appoint not more than two proxies. A proxy may be an individual or body corporate and need not be a shareholder. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the shareholder's voting rights. If the shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes. A personalised proxy form is included with this Notice of Meeting. If you require a second proxy form please contact Boardroom Limited on (within Australia) 1300 737 760 or (outside Australia) +61 2 9290 9600.

### **Lodging your proxy form**

You can lodge your completed proxy form by:

- Mailing it to Boardroom Pty Limited using the reply paid envelope
- Posting it to Boardroom Pty Limited, GPO Box 3993, Sydney NSW 2001 Australia
- Faxing it to +61 2 9290 9655
- Hand delivering it to Boardroom Pty Limited, Level 7, 207 Kent Street, Sydney NSW Australia

### **How the Chairman of the meeting will vote undirected proxies**

If you have marked the box authorising the Chairman to vote undirected proxies in favour of resolution 1, adoption of the remuneration report, the Chairman will vote your undirected proxy in favour of resolution 1. If you have not marked the box and have not directed how your votes should be cast the Chairman will not vote on resolution 1 and your votes will not be counted if a poll is called.

The Chairman of the meeting will vote undirected proxies on resolutions 2 and 3, and in favour of, all those motions.

### **Voting by attorney**

A member entitled to attend and vote at the meeting may appoint an attorney to vote at the meeting. Attorneys should bring to the meeting an original or certified copy of the power of attorney.

### **Corporate representatives**

A corporation who is a member, or who has been appointed as a proxy by a member, may appoint a person to act as its representative in accordance with s. 250D of the Corporations Act 2001 to vote at the meeting. Evidence of the appointment must be brought to the meeting together with any authority under which it is signed. A pro forma Certificate of Appointment of Corporate Representative may be obtained from Boardroom Pty Limited by calling (within Australia) 1300 737 760 or (outside Australia) +61 2 9290 9600.

### **Voting procedure**

The vote on each resolution will be decided on a show of hands unless a poll is validly demanded. Each member present in person, by proxy, attorney or representative, has one vote on a show of hands and one vote for each fully paid share held on a poll.

### **Jointly held shares**

If shares are jointly held, only one of the members can vote. If more than one joint member votes, only the vote of the member whose name appears first on the register of members will be counted.

### **Questions from shareholders**

In addition to asking questions at the meeting, written questions to the Chairman of the meeting about the management of ASSOB, or to ASSOB's Auditor about the content of the Auditor's Report and the conduct of the audit, may be submitted no later than Wednesday, 16 November 2011 to:

The Chairman  
Australian Small Scale Offerings Board Limited  
PO Box 6269  
Gold Coast Mail Centre  
Bundall QLD 9726

Or by fax: +61 7 5591 9555

Or by email: [info@assob.com.au](mailto:info@assob.com.au)

### **Annual reports**

The Australian Government introduced legislation in 2007 changing the default option for receiving annual reports to be via a Company's web site. As a result, an electronic copy of the Annual Report is available by going to the NSX website at <http://www.nsx.com.au/ftp/news/021724455.PDF>. The Annual Report has also been sent by post to those shareholders who have previously elected to receive a hard copy.

### **Explanatory notes**

The Explanatory Notes accompanying this Notice of Annual General Meeting are incorporated in and comprise part of this Notice of Annual General Meeting, and should be read in conjunction with this notice.

## EXPLANATORY NOTES

These Explanatory Notes set out information in connection with the business to be considered at the Annual General Meeting of Shareholders proposed to be held at Suite 1401, Level 14, The Rocket, 203 Robina Town Centre Drive, Robina QLD 4230 on 23 November 2011 at 2.00 pm AEST (Brisbane time).

The following items of ordinary business will be considered at the meeting:

### Item 1: Annual Financial Statements and Reports

The Corporations Act 2001 requires the Financial Report, Directors' Report and Audit Report to be received and considered at the meeting. Neither the Corporations Act nor the Company's constitution requires shareholders to vote on these reports. The Chairman of the meeting will allow a reasonable opportunity for shareholders to ask questions about these reports or regarding the management of the Company. Shareholders will also be given a reasonable opportunity to ask the Auditor questions about the conduct of the Audit and the content of the Auditors' report.

### Item 2: Remuneration Report

Section 250R(2) of the Corporations Act requires that a resolution to adopt the Remuneration Report be put to the non-binding vote of the Company. The Remuneration Report is included in the Directors' Report on pages 11 to 13 within the Company's Annual Report. The Annual Report can be downloaded from <http://www.nsx.com.au/ftp/news/021724455.PDF> A voting exclusion statement applies to this item of business, as set out in the Notice of Meeting.

### Item 3: Re-election of Ms Susan Williams

Susan Williams, who was appointed as a director on 23 June 2010 is a qualified accountant (CPA) and corporate governance professional (ACIS – Chartered Secretary) with over 30 years experience. She has held executive and senior management roles with ASX, NSX and NASDAQ listed companies, as well as private and not-for-profit organisations. She holds a degree in accounting, an MBA (international business), and a Graduate Diploma of Applied Corporate Governance. Susan is also a member of the Australian Institute of Company Directors (MAICD) and is a Registered Tax Agent.

Ms Williams has experience across a broad range of industries including capital raising, information technology, medical devices, consumer goods and fashion. She has worked with multinational and high growth organisations with global exports and operations in Asia, US and UK. Susan has participated in merger and acquisition activity in Australia and Malaysia.

Susan operates her own business providing corporate governance services and assistance to listed companies and growing businesses that are raising equity capital. She is a director of Australian Small Scale Offerings Board Limited, Link Housing Ltd and The Junction Works Ltd.

### Item 4: Election of Mr Peter Stirling

Peter Stirling, who was appointed as a director on 28 January 2011 is a successful business developer who has a long-standing and deep interest in the health and growth of the small business sector in Australia.

Prior to commencing his own publishing and conference business in 1988, Mr Stirling had been a business journalist and consultant who had written extensively about the venture capital market and about fast growing companies. He had also consulted to a small business association which experienced a three-fold increase in its membership over a six year period during the 1980s.

Having sold his publishing, e-media and conference business to an ASX-listed company in 2008, following a period of rapid growth, Mr Stirling is keen to work with ASSOB to improve the funding prospects for small businesses in Australia. He believes that the future growth of jobs within this country is directly tied to the fortunes of the small business sector.

Mr Stirling has a Bachelor of Economics degree from Monash University.