

## AUSTRALIA & INTERNATIONAL HOLDINGS LIMITED

ACN 009 706 414 (the 'Company')

### NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting of the members of the Company will be held at its registered office on Level 4, 24 Little Edward Street, Spring Hill QLD at 12:00 pm (AEST) on Tuesday, 13<sup>th</sup> November 2012.

#### Chairman's Address

#### Portfolio Manager's Address

#### Ordinary Business

##### 1. Accounts and Reports

To receive and consider the financial statements of the Company for the year ended 30 June 2012 and the related Directors' Report, Directors' Declaration and Auditor's Report.

##### 2. Directors' remuneration report

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

*'That the remuneration report of the Directors for the financial year ended 30 June 2012 be adopted.'*

##### 3. Re-election of Mr. Frank Finn as a Director

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

*'That Mr Frank Finn, who retires by rotation, pursuant to Article 58 of the Company's Constitution, be re-elected as a Director of the Company'.*

##### 4. Re-election of Mr. Roger Burrell as a Director

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

*'That Mr Roger Burrell, who retires by rotation, pursuant to Article 58 of the Company's Constitution, be re-elected as a Director of the Company'.*

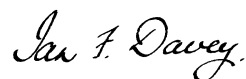
#### Proxies

A member who is entitled to attend and cast a vote at the Annual General Meeting has the right to appoint a proxy (an individual or a body corporate) who need not be a member of the Company. If the member 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. If the member appoints two proxies and the appointment does not specify the proportion or number of the Member's votes each proxy may exercise, each proxy may exercise half the votes. If a member appoints two proxies, neither may vote on a show of hands.

For the appointment of a proxy to be effective, the Proxy Form, together with any authority under which the Proxy Form was executed or a certified copy of that authority must be deposited at the Company's Registered Office at Level 4, 24 Little Edward Street, Spring Hill QLD, 4000, or returned in the Reply Paid envelope to GPO Box 1398, Brisbane QLD 4001, or sent by facsimile to the Company Secretary, Australia & International Holdings Limited, on (07) 3839 6964 by 5.00 pm (AEST) on Monday, 12<sup>th</sup> November 2012.

If a representative of either a corporate member or a proxy which is a body corporate is to attend the meeting, a certificate of appointment of the representative must be produced prior to admission to the meeting.

By Order of the Board, Brisbane, 16<sup>th</sup> October 2012



Company Secretary

## **EXPLANATORY MEMORANDUM FOR SHAREHOLDERS**

**Australia & International Holdings Limited ACN 009 706 414 (the “Company”)**

### **Introduction**

This explanatory memorandum provides information for shareholders in respect of items 1 to 4 of the Ordinary Business of the Agenda to be considered at the Annual General Meeting of the Company, to be held at Level 4, 24 Little Edward Street, Spring Hill QLD at 12:00 pm on Tuesday, 13<sup>th</sup> November 2012.

The Directors believe that it is in the interests of the Company that the resolutions set out in items 1 to 4 be passed and recommend that you vote in favour of each resolution.

### **Ordinary Business**

#### **1. Accounts and Reports**

The Corporations Act requires the Financial Statements, Directors’ Report and Declaration and Auditor’s Report to be laid before the meeting. There is no requirement in the Corporations Act or the Company’s Constitution for shareholders to vote on, approve or adopt these documents. Shareholders will have reasonable opportunity at the meeting to ask questions and make comments on these documents and on the management of the Company.

In addition to asking questions at the meeting, shareholders may address written questions to the chairman about the management of the Company or to the Company’s auditor, Liam Murphy, Partner of Lawler Hacketts Audit, if the question is relevant to:

- (a) the content of the auditor’s report; or
- (b) the conduct of its audit of the annual financial report to be considered at the meeting.

Note: Under section 250PA(1) Corporations Act a shareholder must submit the question to the Company no later than the fifth business day before the day on which the AGM is held.

Written questions for the auditor must be delivered by Tuesday, 6<sup>th</sup> November 2012. Please send any written questions for Liam Murphy, Partner of Lawler Hacketts Audit to the address listed in section 5 of the proxy form attached to this notice of meeting.

#### **2. Directors’ remuneration report**

Section 250R(2) of the Corporations Act 2001 requires that the section of the Directors’ Report detailing the remuneration of the Directors, the Company Secretary and Senior Executives of the Company be voted on by shareholders. This resolution is required by the Corporations Act even though no remuneration was paid to the Directors, Secretary or Senior Executives.

**Whilst the resolution will be decided as if it were an ordinary resolution, under section 250R(3) of the Corporations Act 2001 the vote on this resolution is advisory only and does not bind the Directors or the Company.**

**The Directors recommend you vote for this resolution.**

**3. Re-election of Mr Frank Finn as a Director**

In accordance with the procedure for the election of Directors in the Constitution of the Company, Frank Finn retires from the Board and offers himself for re-election.

**The Directors recommend you vote for this resolution.**

**4. Re-election of Mr Roger Burrell as a Director**

In accordance with the procedure for the election of Directors in the Constitution of the Company, Roger Burrell retires from the Board and offers himself for re-election.

**The Directors recommend you vote for this resolution.**

**IMPORTANT NOTES**

**Voting Entitlements**

The Directors have determined that the shareholding of each shareholder for the purposes of ascertaining voting entitlements for the Annual General Meeting will be as it appears in the Share Register at 5pm (AEST) on Monday, 12<sup>th</sup> November 2012.