



ABN: 15 121 348 730

2 November 2012

NSX Limited
Level 2
117 Scott Street
NEWCASTLE, NSW 2300

NOTICE OF ANNUAL GENERAL MEETING/PROXY FORM

Meridien Capital Limited (NSX: MEK) attaches the following for your records:

- Notice of Annual General Meeting and Explanatory Memorandum
- Proxy Form

Yours faithfully,
MERIDIEN CAPITAL LIMITED

Michael Ivkovic
Director



NOTICE OF ANNUAL GENERAL MEETING

This Notice of Meeting and Explanatory Memorandum should be read in its entirety. If members are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

Notice is hereby given that the Annual General Meeting of the Shareholders of Meridien Capital Limited (Company) will be held on Friday 30 November 2012 at 10:30am (Sydney time) at Level 29, Chifley Tower, 2 Chifley Square, Sydney, New South Wales for the purpose of transacting the business referred to in this Notice of General Meeting.

The Explanatory Memorandum that accompanies and forms part of this Notice of Annual General Meeting describes the matters to be considered.

AGENDA

ORDINARY BUSINESS

Receipt of Annual Financial Report

The shareholders of the Company hereby receive the Company's 2012 Annual Report including the Annual Financial Report of the Company for the year ended 30 June 2012, together with the Director's declaration and report in relation to that financial year and the auditor's report on those financial statements.

Resolution 1- Remuneration Report (non-binding)

To consider, and put to a non-binding vote the following resolution:

"That the Remuneration Report required by Section 300A of The Corporations Act 2001 (Cth), as contained in the Director's Report of the Company's Annual Report, for the year ended 30 June 2012, be adopted, details of which are set out in the explanatory memorandum in Resolution 1 in the Notice of Meeting."

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 1 by Mr K J Good, Mr K R Shirlaw and Mr M Ivkovic (being Executive Directors and Managing Director of the Company during the period) and any associate of Mr Good, Mr Shirlaw and Mr Ivkovic.

However the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or it is cast by 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.



Resolution 2 – Re- Election of Mr. Kevin Shirlaw

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

“That Mr. Kevin Shirlaw, who retires by rotation in accordance with Clause 21.3 of the Company’s Constitution and being eligible, offers himself for re-election, be re-elected as a Director of the Company.”

Resolution 3 – Ratification of the issue of 891,143 Ordinary Shares in the Company, pursuant to NSX Listing Rule 6.25

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

“That in accordance with NSX Listing Rule 6.25, the Company ratifies and approves the issue of eight ninety one thousand, one hundred and forty three (891,143) fully paid ordinary shares in the capital of the Company, details of which are set out in the explanatory memorandum in the Notice of Meeting.”

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 3 by any person who participated in the issue, or their associates. However the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction in the proxy form to vote as the proxy decides.

By order of the Board,
Meridien Capital Limited

Michael Ivkovic
Director

Dated: 2 November 2012



NOTES:

1. The Chairman intends to vote all undirected proxies in favour of the resolution except where a voting restriction applies.
2. A Shareholder entitled to attend and vote at this meeting is entitled to appoint not more than two proxies to attend and vote instead of the Shareholder. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the Shareholder's voting rights. A proxy need not be a Shareholder of the Company.
3. A proxy form accompanies this notice of meeting and contains additional information
4. To be valid, duly completed proxy appointment authorities under which a proxy form is signed, such as a power of attorney, must be received by the Company at an address specified in the proxy form no later than 10.30am (Sydney time) on 28 November 2012.
5. A proxy form and proxy appointment authorities may be lodged in person or mail at the Share registry at Boardroom Pty Limited, Level 7, 207 Kent Street, Sydney, NSW, 2000, GPO Box 3993, NSW, 2001 Australia or by facsimile to 612 9290 9655.
6. For the purpose of the meeting, shares in the Company will be taken to be held by those persons who are registered holders at close of business on 28 November 2012. Accordingly, transactions registered after that time will be disregarded in determining entitlement to attend and vote at the meeting.
7. The constitution of the Company provides that a quorum for a general meeting of the Company is two Shareholders.



EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the Annual General Meeting of Shareholders to be held on 30 November 2012 at 10:30am (Sydney time) at Level 29, Chifley Tower, 2 Chifley Square, Sydney, New South Wales.

This Explanatory Memorandum should be read in conjunction with the accompanying Notice of Annual General Meeting and is a brief explanation of the matters contained in the Notice of Annual General Meeting.

ORDINARY BUSINESS

Resolution 1 – Adoption of the Remuneration Report

The Corporations Act requires all listed companies to present their remuneration report for each financial year for adoption by shareholders at the company's annual general meeting.

Consistent with section 250R of the Corporations Act, at a listed company's Annual General Meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the directors or the company.

The Remuneration Report sets out the Company's remuneration arrangements for directors and senior management of the company. The remuneration report is a distinct section of the Annual Director's Report which deals with the remuneration of Director's and Executives of the Company. The Remuneration Report can be located in the Company's 2012 Annual Report.

The Annual Report and Corporate information on the Company is available on the NSX website under Meridien Capital Limited (NSX: MEK).

Under recent changes to the Corporations Act 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 annual general meeting, and then again at the Company's 2013 Annual General Meeting, the company will be required to put to shareholders a resolution proposing the calling of an Extraordinary General Meeting to consider the appointment of directors of the Company (spill resolution).

If more than 50% of shareholders vote in favour of the spill resolution, the company must convene the extraordinary general meeting (spill meeting) within 90 days of the Company's 2013 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.



The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the Directors' Report contained in the annual financial report of the company for the financial year ending 30 June 2012.

A reasonable opportunity will be provided for discussion of the remuneration report at the Annual General Meeting.

Proxy Restrictions

Pursuant to the Corporations Act, if you elect to appoint the chair, or another member of key management personnel or any closely related party as your proxy to vote on this Resolution 1, you must direct the proxy how they are to vote. Where you do not direct the chair or another member of key management personnel or closely related party on how to vote on this Resolution 1, the proxy is prevented by the Corporations Act from exercising your vote and your vote will not be counted in relation to this Resolution 1.

The Directors unanimously recommend that shareholders approve this resolution.

Resolution 2 – Re-election of Mr. Kevin Shirlaw

Mr. Kevin Shirlaw was appointed as a Director in 2006

The Company's constitution requires, at every annual general meeting, one-third of the directors retire from office. The director to retire at an Annual General Meeting is he who has been longest in office since their election. Accordingly, Mr. Shirlaw offers himself for re-election.

A brief description of the director offering himself for re-election is set out below.

Mr. Shirlaw is an Executive Director of the Company. Kevin is a board member since 2006 and was appointed chairman in 2007. Kevin has specialized in business recovery and insolvency since 1975. He was a senior partner of Horwath and Horwath from 1985 to 1998.

Resolution 3 – Ratification of the issue of 891,143 Ordinary Shares in the Company pursuant to NSX Listing Rule 6.25

The following provides a brief explanation as to the NSX listing rules and the purpose of the resolution.

NSX listing rule 6.25(1) imposes a cap of 15% of the Company's issued capital that a company may issue in a 12 month period without Shareholder approval. The issue of 891,143 fully paid Ordinary Shares is within this limit.

Under Listing Rule 6.25, the Company can seek shareholder ratification of an issue made within the 15% limit, and, if given, the effect of the ratification is to deem



that the shares issued were issued with shareholder approval. This effectively restores the Company's 15% placement capacity. The above issue represented 11.95% of the post issue equity.

The Company seeks this ratification in order to restore the Company's 15% placement capacity. Ratification provides the Company with flexibility in capital management.

The shares have been issued on the same terms as the Company's existing shares. The issued securities will rank equally in all respects with the shares already on issue.

FOR ALL ENQUIRIES CALL:
(within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

FACSIMILE
+61 2 9290 9655

ALL CORRESPONDENCE TO:
Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001
Australia

☐

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction on the form. Securityholders sponsored by a broker should advise your broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

YOUR VOTE IS IMPORTANT

FOR YOUR VOTE TO BE EFFECTIVE IT MUST BE RECORDED BEFORE 10.30 AM (Sydney Time) WEDNESDAY 28 NOVEMBER 2012

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 Appointment of Proxy

Indicate here who you want to appoint as your Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chairman of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a security holder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope.

STEP 2 Voting Directions to your Proxy

You can tell your Proxy how to vote

To direct your proxy how to vote, place a mark in one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

STEP 3 Sign the Form

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders must sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below not later than 48 hours before the commencement of the meeting at **10.30 am on Friday, 30 November 2012**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxies may be lodged using the reply paid envelope or:

BY MAIL - Share Registry – Boardroom Pty Limited, GPO Box 3993, Sydney NSW 2001 Australia

BY FAX - + 61 2 9290 9655

IN PERSON - Share Registry –Boardroom Pty Limited, Level 7, 207 Kent Street, Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

MERIDIEN CAPITAL LTD

STEP 1 - Appointment of Proxy

I/We being a member/s of **Meridien Capital Ltd** and entitled to attend and vote hereby appoint

☐ the Chairman of
the Meeting
(mark with an
'X')

OR

If you are not appointing the Chairman of the Meeting as your proxy please write here the full name of the individual or body corporate (excluding the registered Securityholder) you are appointing as your proxy.

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy at the **Annual General Meeting of Meridien Capital Limited to be held on Level 29, Chifley Tower, 2 Chifley Square, Sydney, NSW 2000 on Friday the 30 November 2012 at 10.30am (Sydney Time)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

No undirected proxies to the Chairman or Key Management Personnel will be voted on Resolution 1, Adoption of Remuneration Report. You are encouraged to direct your proxy by marking the box in relation to the resolution in the section below.

STEP 2 - Voting directions to your Proxy – please mark ☒ to indicate your directions

Ordinary Business		For	Against	Abstain*
Resolution 1	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-Election of Mr Kevin Shirlaw	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Ratification of the Issue of 891,143 ordinary shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

In addition to the intentions advised above. The Chairman of the Meeting intends to vote undirected proxies in favour of each of the items of business.

*If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 3 - PLEASE SIGN HERE This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone Date / / 2012