

# Australian Property Systems Limited

ACN 93 096 925 610

## Notice of EGM

**Extraordinary general meeting**

**- to be held in Brisbane on Friday 30 August 2013**

### **RESOLUTION TO BE PROPOSED FOR APPROVAL OF THE FOLLOWING ACTION IN RELATION TO THE COMPANY**

**DELISTING FROM NSX**

**WINDING-UP & APPOINTMENT OF LIQUIDATORS**

**This document is dated 26 July 2013 and contains:**

letter from the directors

notice of EGM

proxy form



## LETTER FROM THE DIRECTORS

level 22  
333 Ann Street  
Brisbane  
Queensland 4000

26 July 2013

Dear Shareholder

### EGM

With this letter you will receive notice of EGM to consider the business referred to on the front cover of this document.

Also included is a form of proxy for voting in case you are unable to attend the EGM. The EGM is to be held in Brisbane on Friday 30 August.

### Background

The background is set out in the offer information statement dated 11 June (posted out to shareholders previously) and the NSX announcement made on 22 July.

For convenience, that announcement is included in full below, as we are aware that most shareholders will not have seen it.

NSX Announcements Office

#### **Company announcement – for release to the market**

The company advises that the rights offer made to shareholders under the offer information statement dated 11 June has failed to reach the minimum subscription of \$580,000. The last day for receipt of applications under the offer was 19 July.

As explained at the time of the offer, the board sees no alternative to winding-up, and a notice of EGM for that purpose will be sent to shareholders shortly. It is anticipated that the EGM will be held around the end of August and that a single resolution will be proposed for the company to be delisted from the NSX and a liquidator to be appointed.

Subject to passing of the resolution for winding-up, which is expected to be a formality, the company will be placed in the hands of the liquidator who will handle all further matters and report formally to shareholders at the appropriate time.

### Conclusion

My fellow directors and I would ask that you try to let us know in advance if you do plan to attend the EGM so we have an indication of likely numbers. Please e-mail [chris@hmw.com.au](mailto:chris@hmw.com.au).

On behalf of myself and my fellow directors Geoff Thomas and James Whitelaw I am sad at this outcome which, despite our efforts, has appeared increasingly likely for some time. We would all like to thank shareholders for their patience. I would also like, on behalf of all concerned, to thank Geoff Thomas for the very considerable financial support of his company Presidential Capital Pty Ltd over the past year or more. Without that support it would not have been possible, through the rights offer, to extend one last opportunity to shareholders.

Yours sincerely



Stephen Jones  
Non-executive director  
for the board  
Australian Property Systems Limited

## NOTICE OF EXTRAORDINARY GENERAL MEETING

### Time & place

Notice is hereby given that an extraordinary general meeting of Australian Property Systems Limited ACN 93 096 925 610 will be held at the office of our the company's accountants, HMW Partners, level 22, 333 Ann Street, Queensland 4000, at 12:00 noon (local Brisbane time) on Friday 30 August 2013.

### Business

The resolution set out below will be proposed as a special resolution. There is no other business to be considered.

#### Proposed De-Listing from NSX & Winding-Up – Special Resolution

That each of the following be and hereby is approved:

- The proposal, for the purpose of NSX listing rule 2.25 and generally, for the company to be removed from the official list of the National Stock Exchange of Australia Limited;
- The proposal for the company to be wound up and placed in creditors' voluntary liquidation;
- The appointment of Morgan Lane and Michael Peldan of Worrells jointly and severally as liquidators;
- The proposal that the company will accept the decision of creditors regarding the appointment of a committee of inspection and the appointment of replacement liquidators;

in each case with immediate effect.

### Voting instructions

The following instructions apply in relation to voting at the meeting in person:

1. Each member present (which includes a member present as proxy, attorney or body corporate representative) may cast one vote. However, if a member holds two or more appointments, and these appointments direct the member to vote in different ways, then the proxy may not vote on a show of hands.
2. On a poll shareholders have one vote for each fully paid share and, for each partly paid share held, a fraction of a vote equal to the proportion paid up or credited as paid up towards total amount on the share.

In order to vote at the meeting by proxy please complete and return the proxy form in accordance with the instructions noted on it. It is important, for your proxy to be valid, that it should be duly completed and lodged with our registrar, HMW Partners, so as to be received by them no later than forty-eight hours before the meeting – ie no later than 12:00 noon (local Brisbane time) on Wednesday 28 August.

The company has determined in accordance with of the Corporations Act that, for the purpose of voting at the meeting or any adjourned meeting, shares will be taken to be held by those persons shown in the register of members as at 12:00 noon (local Brisbane time) on Wednesday 28 August.

The directors

Australian Property Systems Limited

26 July 2013

PROXY FORM

SHARE REGISTRY:  
HMW Partners

All Correspondence to:

level 22, 333 Ann Street, Brisbane, Queensland 4000

T: (07) 3234 8988

F: (07) 3221 7431

E: admin@hmw.com.au

W: www.hmw.com.au

Please complete

NAME: \_\_\_\_\_

ADDRESS: \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

SRN No.:

NSX Code: APO

SECTION A: Appointment of Proxy

I/We being a member(s) of registered holders of the company and entitled to attend and vote hereby appoint:

☐

The meeting chairperson  
(mark with an "X")

OR

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Name of the person you are appointing (if this person is someone other than the chairperson of the meeting)

the person named, or if none, the chairperson of the meeting, as my/our proxy to act generally at the meeting 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) at the extraordinary general meeting of the company to be held at 12:00 noon (local Brisbane time) on Friday 30 August 2013 at the office of HMW, level 22, 333 Ann Street, Brisbane, Queensland 4000, and at any adjournment of that meeting.

SECTION B: Voting Directions to Your Proxy

Please mark with "X" in the box to indicate your voting directions to your proxy:

Item / Order of Business

For Against Abstain\*

Delisting from NSX & winding-up – special resolution

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If no directions are given my proxy may vote as the proxy thinks fit or may abstain.

\* 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.

☐

If you wish to appoint the chairperson as your proxy and you do not wish to direct the chairperson how to vote, please mark an "X" in the box.

By marking this box, you acknowledge that the chairperson may exercise your proxy even if he has an interest in the outcome of the resolution and votes cast by him other than as proxy holder will be disregarded because of that interest.

SECTION C: Please Sign Below

This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Security Holder 1

Security Holder 2

Security Holder 3

Sole Director and Sole Company Secretary

Director

Director / Company Secretary

☐

Change of Name or Address: If your registration details are incorrect, please mark this box and make the correction on this form.

My/Our contact details in case of enquiries are:

Contact Name

Contact Number

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Shareholders are entitled to appoint up to two proxies (whether shareholders or not) to attend the meeting and vote on their behalf.

If you wish to appoint two proxies, please phone HMW Partners on +61-7-3234-8988 to obtain your second proxy form. Both forms must be completed with the nominated amount (number/percentage) clearly printed on it. If you do not specify the nominated amount, each proxy may exercise half of your voting rights.

PLEASE RETURN THE FORMS FOR BOTH PROXIES TOGETHER IF YOU WISH TO APPOINT TWO PROXIES

## NOTES

### 1. Name & Address

This is the name and address on the share register of Australian Property Systems Limited. If this information is incorrect, please make corrections on this form. Shareholders sponsored by a broker should advise their broker of any changes. Please note that you cannot change ownership of your shares using this form.

### 2. Appointment of a Proxy

If you wish to appoint the chairperson of the meeting as your proxy please mark 'X' in the box in Section A. Please also refer to Section B of this proxy form and ensure you mark the box in that section if you wish to appoint the chairperson as your proxy.

If the person you wish to appoint as your proxy is someone other than the chairperson of the meeting please write the name of that person in Section A. If you leave this section blank, or your named proxy does not attend the meeting, the chairperson of the meeting will be your proxy. A proxy need not be a shareholder of Australian Property Systems Limited.

### 3. Directing your Proxy How to Vote

To direct the proxy how to vote place an 'X' in the appropriate box against each item in Section B. Where more than one proxy is to be appointed, and the proxies are to vote differently, then two separate forms must be used to indicate voting intentions.

### 4. Appointment of a Second Proxy

You are entitled to appoint up to two persons as 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 share registry on +61 7 3234 8988, or you may photocopy this form.

To appoint a second proxy you must:

- (a) On each of the first proxy form and the second proxy form state the percentage of your voting rights or 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 of your votes; and
- (b) Return both forms in the same envelope.

### 5. Signing Instructions

**Individual:** Where the holding is in one name, the shareholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the shareholders must sign.

**Power of Attorney:** To sign under power of attorney, you must have already lodged this document with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the power of attorney to this form when you return it.

**Company:** Where the company has a sole director who is also the sole company secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a company secretary, a sole director may sign alone. Otherwise this form must be signed by a director jointly with either another director or the company secretary. Please indicate the office held in the appropriate place.

If a representative of the company is to attend the meeting, the appropriate 'certificate of appointment of corporate representative' should be lodged with e-Business Systems Ltd before the meeting or at the registration desk on the day of the meeting. A form of the certificate may be obtained from the company's share registry.

### Lodgement of Proxy

This proxy form (and any power of attorney under which it is signed) must be received no later than 12:00 noon (local Brisbane time) on Wednesday 28 August 2013 being 48 hours before the time for holding the meeting. Any proxy form received after that time will not be valid for the scheduled meeting. Please lodge the proxy form with the company's share registry. You are encouraged to submit

your proxy by mail or fax. The delivery addresses for the company's share registry (HMW Partners) are as follows:

#### Delivery Addresses

By mail:	HMW Partners, level 22, 333 Ann Street, Brisbane, Queensland 4000
By hand:	HMW Partners, level 22, 333 Ann Street, Brisbane, Queensland 4000
By fax:	+ 61-7- 3221-7431
By e-mail:	chris@hmw.com.au

