

## 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 Wednesday, 13<sup>th</sup> November 2013.

#### 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 2013 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 2013 be adopted.'*

##### 3. Re-election of Mr. Frank J. 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. Bernard C.E. Rowley as a Director

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

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

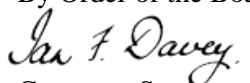
#### Proxies

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 Tuesday, 12<sup>th</sup> November 2013.

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, 8<sup>th</sup> October 2013

  
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 Wednesday, 13<sup>th</sup> November 2013.

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 Wednesday, 6<sup>th</sup> November 2013. 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 Bernard Rowley as a Director**

In accordance with the procedure for the election of Directors in the Constitution of the Company, Bernard Rowley 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 Tuesday, 12<sup>th</sup> November 2013.

Proxy form

Section 1: Name and address of member

X00031879167

Mark this box with 'X' if you have made any changes to your address details (see overleaf). ☐

Section 2: Appointment of proxy

I, being a member of the Company and entitled to attend and vote appoint

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

OR

Write here the full name of the person or body corporate you are appointing if this person is **someone other than** the Chairman of the meeting.

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the meeting, as my proxy to attend, to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit), and to act generally on my behalf, at the annual general meeting of the Company to be held at:

Location	Level 4, 24 Little Edward Street, Spring Hill, Brisbane
Date	Wednesday, 13 <sup>th</sup> November 2013
Time	12.00 pm (AEST)

and at any adjournment of that meeting.

Section 3: Voting instructions

Voting directions to proxy – please mark ☒ to indicate your directions.

- Ordinary Resolution 1.      Approval of the Director's Remuneration Report
- Ordinary Resolution 2.      Re-election of Mr Frank Finn as a Director
- Ordinary Resolution 3.      Re-election of Mr Bernard Rowley as a Director

For	Against	Abstain*	Discretion
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

\*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.

The Chairman intends to vote all undirected proxies in favour of the resolutions being passed.

Section 4: Signing by member

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

Individual or Member 1

Sole Director and Sole Secretary

Member 2 (if joint holding)

Director/Company Secretary  
(delete one)

Member 3 (if joint holding)

Director

Please provide the information below in case we need to contact you.

Contact name

Contact day time telephone

Date / /

# Instructions for completion of proxy form

## Section 1: Name and address of member

- 1 This is your address as it appears in the register of members of the Company. If this information is incorrect, please mark the box and make the correction on the form. Members sponsored by a broker (in which case your reference number will commence with an 'x') should advise their broker of any changes. **Please note you cannot change the ownership of your shares using this form.**

## Section 2: Appointment of proxy

- 2 If you wish to appoint the Chairman of the meeting as your proxy, mark the box. If the person or body corporate you wish to appoint as your proxy is someone other than the Chairman of the meeting, write the full name of that person or body corporate in the space provided. A proxy may be an individual or a 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 member of the Company.
- 3 If you are entitled to cast two or more votes at the general meeting, you are entitled to appoint 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. Alternatively you may copy this form.
- 4 To appoint a second proxy:
- (a) on each of the first proxy form and second proxy form state the percentage of your voting rights or number of shares 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 one half of your votes, and fractions of votes will be disregarded); and
  - (b) return both forms in the same envelope.

## Section 3: Voting instructions

- 5 You may direct your proxy how to vote on an item of business by placing a mark in one of the three boxes opposite that item of business. All of your shares will be voted in accordance with your direction unless you indicate a proportion of voting rights on any item by inserting the percentage or number of shares 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 decide whether or how to vote on that item. If you mark more than one box on an item, your vote on that item will be invalid.

## Section 4: Signing by member

- 6 You must sign this form as follows in the spaces provided:

<b>Individual</b>	Where the holding is in one name, the member must sign.
<b>Joint holding</b>	Where the holding is in more than one name, all of the members must sign.
<b>Power of Attorney</b>	To sign under power of attorney, either the power of attorney must have already been lodged with the Company's share registry for notation or the original (or a certified copy) of the power of attorney must accompany this document.
<b>Companies</b>	In the following cases, subject to the Company's constitution, the following person must sign:  (a) <b>Australian proprietary company</b> with a <b>sole director</b> who is <b>also the sole company secretary</b> - that person must sign;

	(b) <b>Australian proprietary company</b> with a <b>sole director and no company secretary</b> - that person must sign;
	(c) <b>other Australian companies</b> - two directors, or one director and one company secretary must sign; and
	(d) <b>foreign company</b> - in accordance with the laws of the jurisdiction of incorporation and constituent documents.

## Section 5: Lodging of proxy

- 7 This proxy form (and the original or a certified copy of any power of attorney under which it is signed) must be received by the Company not later than close of business on the date set out below, by mail, hand delivery, or facsimile.

<b>Last time and date for lodgement</b>	5.00 pm (Queensland time) Tuesday, 12 <sup>th</sup> November 2013
<b>By mail**</b>	GPO Box 1398, Brisbane Qld 4001
<b>By delivery</b>	Level 5, 24 Little Edward Street, Spring Hill, Brisbane 4000
<b>By facsimile</b>	(07) 3839 6964

\* Any proxy form received after that time will not be valid.

\*\* Using the enclosed reply paid envelope.