

HAMILTON SECURITIES LIMITED

ABN 59 138 270 201

NOTICE OF MEETING OF CLASS "A" ORDINARY SHAREHOLDERS

NOTICE IS HEREBY GIVEN that a meeting of Class "A" ordinary shareholders of Hamilton Securities Limited (**Company**) will be held at: 10A Trelawney Street, Woollahra, New South Wales on 30 November 2013 at 11am.

BUSINESS

1. Amendment to the Company's Constitution

Class "A" non-voting ordinary shareholders to consider and if thought fit, pass the following resolution as a special resolution:

That, subject to Resolution 1 and Resolution 2 of the Annual General Meeting of the Company being carried, the constitution of the Company be amended in line with the amendments set out in the Explanatory Notes to this Notice of Meeting.

2. General Business

To transact any other business which may be properly brought forward.

The company has determined that, for the purpose of voting at the meeting, shares will be taken to be held by those persons recorded on the Company's register on 28 November 2013 at 11am.



Steven Pritchard
Director
25 October 2013

EXPLANATORY NOTES – BUSINESS OF THE MEETING

1. Voting Exclusion Statement

Under Section IIA Listing Rule 6.46, there are no persons to be excluded on voting on the resolution.

2. Amendment to the Company's constitution

The Company currently has three classes of security quoted on the National Stock Exchange of Australia (**NSX**), which comprise the following securities on issue:

- (a) 2,118,274 Class "A" non-voting ordinary shares;
- (b) 502,000 Class "B" voting ordinary shares; and
- (c) 1,632,565 Class "B" 30 November 2019 Options outstanding.

The Company wishes to simplify its share structure by giving Class "A" ordinary shares voting rights consistent with the existing voting rights of Class "B" ordinary shares. This will have the effect that there will no longer be any division between Class "A" ordinary shares and Class "B" ordinary shares. This constitutes a variation of class rights attaching to class "A" ordinary shares and therefore requires the approval of holders of Class "A" ordinary shares.

In accordance with clause 11.1 of the Company's constitution, a special resolution will be put to Class "A" non-voting ordinary shareholders at a separate meeting of Class "A" ordinary shareholders to consider and if thought fit pass the following resolution as a special resolution (**Class "A" Resolution**):

That, subject to Resolution 1 and Resolution 2 of the Annual General Meeting of the Company being carried, the constitution will be amended in line with the amendments set out in the Explanatory Notes to the Notice of Meeting.

Subject to the resolution above being carried, at the Annual General Meeting of the Company (**AGM**), Class "B" ordinary shareholders will be asked to consider, and if thought fit, pass the following as a special resolution (**Resolution 1**):

That, subject to the resolution of the meeting of Class "A" ordinary shareholders approving the amendments the Company's constitution being carried and subject to Resolution 2 being carried, the constitution will be amended in line with the amendments set out in the Explanatory Notes to the Notice of Meeting.

The constitutional amendments will involve amendments to clauses 2.2 – 2.4 of the constitution of the Company to reflect that there will be no division between Class "A" ordinary shares and Class "B" ordinary shares as follows:

Clause 2.2 be amended by deleting clause 2.2(a) and deleting '(b)'.

Clauses 2.3 and 2.4 be amended by deleting both clauses in their entirety.

Class "A" Resolution and Resolution 1 will have the effect of approving the Class "A" ordinary shares being granted voting rights consistent with the existing rights of Class "B" ordinary shares so that the rights of Class "A" ordinary shares and Class "B" ordinary shares are equal. The Company will no longer have Class "A" ordinary shares or Class "B" ordinary shares as each share in the Company will be an ordinary share with equal rights.

Class "B" 30 November 2019 Options will continue to be able to be exercised until 30 November 2019. However, upon exercising an option, option holders will convert their options to ordinary shares, as there will be only one class of ordinary shares.

Resolution 1 requires 75% of all votes cast on the resolution to be cast in favour of the resolution.

The quorum for Resolution 1 is the holders present personally or by proxy, attorney or representative and entitled to vote in respect of at least 5% of the issued shares of the relevant class.

Notes relating to proxies

1. Accompanying this notice is a Proxy Form.
2. A member entitled to attend and vote at the meeting is entitled to appoint not more than two proxies (who need not be members of the company) to attend and vote in the member's place. The proxy need not be a member.
3. Where a member appoints more than one representative, proxy or attorney, the appointees are entitled to vote on a poll but may not vote on a show of hands. A member who appoints two proxies must specify the proportion or number of the member's votes which each proxy is appointed to exercise. A single proxy exercises all the member's votes.
4. Where a member is present either in person or by its corporate representative, and a person appointed by that member as proxy is also present at the meeting, the person appointed as proxy may not exercise the rights conferred by that instrument of proxy while the member is present.
5. A member may also appoint an attorney to act on their behalf at the meeting. A copy of the power of attorney must be delivered in person, by mail or by facsimile to the company's registered office no later than 48 hours before the meeting.
6. A member that is a body corporate may authorise a person to act as its representative at the meeting in accordance with s250D of the Corporations Act.
7. Proxy forms may be delivered in person, by mail or by facsimile to the company's registered office. Proxy forms must be completed, signed and received no later than 48 hours before the meeting.
8. The company's registered office details are as follows.

Hamilton Securities Limited

10 Murray Street
Hamilton NSW 2303

PO Box 413
Hamilton NSW 2303

Telephone +61 2 4920 2877

Facsimile +61 2 4920 2878

HAMILTON SECURITIES LIMITED

ABN 59 138 270 201

Registered Office: 10 Murray Street, Hamilton, NSW 2303

Telephone 02 4920 2877 Facsimile 02 4920 2878

PROXY FORM

I/We

of

being a member of Hamilton
Securities Limited holding
Class "A" ordinary shares
hereby appoint

of

or in his/her absence

of

or in his/her absence, or if no person is specified, the Chairman of the Meeting, as my/our general/special proxy to act and vote on my/our behalf at the meeting of Class "A" ordinary shareholders of the Company to be held on 30 November 2013 or at any adjournment of that meeting.

Signature of shareholder

Date

Unless otherwise instructed the proxy will vote as he or she thinks fit, or abstain from voting. If the chairman is appointed proxy, he will vote all undirected proxies in favour of all resolutions. Should the member wish to direct the proxy how to vote, the following should be completed.

BUSINESS OF THE MEETING

FOR AGAINST ABSTAIN

Class "A" ordinary shareholders only

- | | | | | |
|----|--|--------------------------|--------------------------|--------------------------|
| 1. | Constitutional amendments which have the effect of granting voting rights to Class "A" ordinary shares and removing the division between Class "A" ordinary shares and Class "B" ordinary shares | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
|----|--|--------------------------|--------------------------|--------------------------|