

27 October 2014

Dear Shareholder

On behalf of the Board of Directors, I have pleasure in inviting you to our Annual General Meeting to be held at **12 noon (AEDT) on Thursday, 27 November 2014** at the company's boardroom on **Level 14, 303 Collins Street, Melbourne.**

The formal notice of the meeting is enclosed.

If you are unable to attend the meeting, I would encourage you to complete the Proxy Form which is also enclosed and return it in the envelope provided or by e-mail or facsimile by not later than 12.00 noon (AEDT) on Tuesday, 25 November 2014.

I hope to see you at the annual general meeting.

Yours faithfully

Tejas Gandhi  
Company Secretary

Notice of Annual General Meeting

**PHILEO AUSTRALIA LIMITED**

A.B.N. 52 007 608 755

Notice is hereby given that the Annual General Meeting of the members of Phileo Australia Limited will be held at the registered office of the company at **Level 14, 303 Collins Street, Melbourne, Victoria** on **Thursday, 27 November 2014, at 12.00 noon AEDT**.

**AGENDA**

**ORDINARY BUSINESS**

**Accounts and Reports**

To receive and consider the Directors' Report, Auditor's Report and Financial Report in respect of the financial year ended **30 June 2014**.

*[Explanatory note: Under Section 317 of the Corporations Act 2001 ("Corporations Act"), the company is required to lay the company's annual financial report, directors' report and remuneration report before its members at its Annual General Meeting. There is no requirement in the Corporations Act or the company's Constitution for members to vote on, approve or adopt the Directors' Report, Auditor's Report and Financial Report. Members will have reasonable opportunity at the meeting to ask questions and comment on these reports. They are encouraged to submit their questions to the Company Secretary of Phileo Australia Limited, Level 14, 303 Collins Street, Melbourne 3000, by fax to (03) 9663 8038, or by e-mail to [tejas@palltd.com.au](mailto:tejas@palltd.com.au) prior to the Annual General Meeting if possible. Representatives of the company's auditor, Nexia Melbourne Chartered Accountants, will be present to answer questions relevant to the audit.]*

**Resolution 1: Remuneration Report**

To consider and if thought fit, to pass the following resolution as an ordinary resolution.

***"That the company adopt the Remuneration Report for the financial year ended 30 June 2014 in accordance with Section 250R(2) of the Corporations Act 2001."***

*Explanatory notes:*

1. The vote is advisory only and does not bind the directors or the company. However, the Board will take the outcome of the vote into consideration for the future when reviewing the remuneration practices and policies of the company. (Section 250R(3) of the Corporations Act 2001)
2. Voting Exclusion Statements. The company will disregard any votes cast by or on behalf of the key management personnel of the company ("KMP") disclosed in the Remuneration Report, or by or on behalf of a closely related party of the KMP or the KMP's proxy. (Section 250R(4) of the Corporations Act 2001)

However, the company will not disregard a vote cast by the Chairman or a KMP or a related party of a KMP if

- (a) it is cast as a proxy;
  - (b) the proxy appointment expressly authorises the Chairman to exercise the proxy and how the proxy is to vote on the resolution even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP; and
  - (c) it is not cast on behalf of a KMP or a closely related party of a KMP.  
(Section 250R(5) of the Corporations Act 2001)
3. The company's KMP are those people with authority and responsibility for planning, directing and controlling the company's activities or its controlled entities directly or indirectly. For Phileo Australia Limited, the KMP comprises members of the Board of Directors. Their closely related parties are defined in the Corporations Act 2001 and include certain of their family members, dependents and companies they control.

## **Resolution 2: Re-election of Mr Michael Loke as Director**

To consider and if thought fit, to pass the following resolution as an ordinary resolution.

***“That Mr Michael Loke, who retires by rotation in accordance with the company’s Constitution and being eligible for re-election, be re-elected as a Director.”***

*Explanatory note:* Under Rule 56 of the company’s Constitution, one-third of the company’s directors other than the Managing Director, or the whole number nearest to one-third must retire by rotation unless re-elected. **Mr Michael Loke** retires under the rotation provision in the Constitution and, being eligible, offers himself for re-election.

## **OTHER BUSINESS**

To deal with any other business which may be lawfully brought forward in accordance with the company’s Constitution and the Corporations Act.

## **ENTITLEMENT TO ATTEND AND VOTE**

For the purpose of the meeting, securities will be taken to be held by the persons who are registered holders at the **7pm AEDT Tuesday 25 November 2014**. Accordingly, transactions registered after that time/date will be disregarded in determining entitlements to attend and vote at the meeting.

## **VOTING BY PROXY**

Any shareholder of the company entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote instead of that shareholder.

The proxy does not need to be a shareholder of the company.

A shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half of the shareholder’s votes. Fractional votes may be disregarded.

If the member is a company, the proxy must be executed as authorised by the body corporate’s constituent documents or by the Corporations Law.

Important Note: If you appoint the Chairman of the meeting as your proxy (or the Chairman becomes your proxy by default), you can direct the Chairman to vote for or against or abstain from voting on the above resolutions by marking the appropriate boxes in the Proxy Form. If any of the boxes are not completed, you will be giving the Chairman your express authority to vote your proxy as the Chairman decides or vote in favour of the resolutions.

Proxies must be lodged at the company’s registered office of **Phileo Australia Limited, Level 14, 303 Collins Street, Melbourne 3000, Victoria, Australia** or may be lodged by facsimile at **(61 3) 9663 8038** or e-mail at: **phileo@palltd.com.au**, not later than 48 hours before the time for holding the meeting, in this case by **Tuesday, 25 November 2014, at 12.00 noon AEDT**.

To be valid, the proxy form and any power of attorney or other authority under which the proxy is signed, or a copy certified by a notary public of that power or authority) must be deposited with the Company Secretary at the registered office

By Order of the Board of Directors

Tejas Gandhi  
Company Secretary  
Melbourne  
24 October 2014

Proxy Form

PHILEO AUSTRALIA LIMITED

A.C.N. 007 608 755  
A.B.N. 52 007 608 755

This Proxy Form must be returned to the company by **Tuesday, 25 November 2014 12.00 noon AEDT** for it to be considered for the purpose of the Annual General Meeting.

I/We \_\_\_\_\_ (name)  
of \_\_\_\_\_ (address)  
being a member(s) of Phileo Australia Limited hereby appoints  
\_\_\_\_\_ (name)  
of \_\_\_\_\_ (address)  
or failing him/her, the Chairman of the meeting, as my/our Proxy to act and to vote for me/us and  
on my/our behalf at the Annual General Meeting of the company to be held on **Thursday, 27  
November 2014 at 12 noon AEDT** and at any adjournment thereof.

This appointment is in respect of (a) the whole of/(b) \_\_\_\_\_ of, the shares held.

*\*Strike out whichever is not applicable. If (a) is struck out, please insert the number or proportion (percentage) of shares in (b).*

I/We instruct my/our Proxy to vote as indicated below

*(Place an "x" in the appropriate box against each item hereunder, otherwise your proxy may vote as he/she thinks fit or abstain from voting.)*

	FOR	AGAINST	ABSTAIN
ORDINARY BUSINESS			
RESOLUTION			

1 Adopt the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Re-elect <b>Mr Michael Loke</b> as director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**Important Note:** If you appoint the Chairman of the meeting as your proxy (or the Chairman becomes your proxy by default), you can direct the Chairman to vote for or against or abstain from voting on the above resolutions by marking the appropriate boxes in the Proxy Form. If any of the boxes are not completed, you will be giving the Chairman your express authority to vote your proxy as the Chairman decides or vote in favour of the resolutions.

This Proxy is appointed to represent \_\_\_\_\_% of my voting rights.

Where this Proxy is signed under Power of Attorney, the Attorney declares that he/she has not received any notice of revocation of such Power of Attorney.

Signed this \_\_\_\_ day of \_\_\_\_\_ 2014.

\_\_\_\_\_  
Signature of Member(s)

**(Affix Common Seal if a corporation.)**