

Kresta Holdings Ltd

ACN 008 675 803

Notice of Annual General Meeting and Explanatory Statement

Date of Meeting

Tuesday, 18th November 2014

Time of Meeting

11:00am (AWST)

Place of Meeting

380 Victoria Road

Malaga WA

This is an important document. Please read it carefully and in its entirety. If you do not understand it please consult with your professional advisers.

If you are unable to attend the Meeting, please complete the Proxy Form enclosed and return it in accordance with the instructions set out in that form.

This page has been left blank intentionally.

Notice of General Meeting
Kresta Holdings Limited
ACN 008 675 803

Notice is given that the Annual General Meeting of Kresta Holdings Limited ACN 008 675 803 (the **Company**) will be held at the offices of Kresta Holdings Limited, 380 Victoria Road, Malaga WA on Tuesday, 18 November 2014 commencing at 11:00am (AWST).

Definitions of capitalised terms used in the Notice of Meeting and Explanatory Statement are set out in Section 7 of the Explanatory Statement.

Business of the Meeting

ACCOUNTS AND REPORTS

"To receive and consider the financial statements and the reports of the Directors and of the Auditor for the year ended 30 June 2014."

RESOLUTION 1: ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, pass as an **ordinary resolution**:

"That the Remuneration Report for the year ended 30 June 2014 as set out in the Company's Annual Report for the year ended 30 June 2014 be adopted."

Note: The vote on this resolution is advisory only and does not bind the Directors or the Company. The Chairman of the meeting intends to vote all available proxies in favour of Resolution 1.

Voting exclusion:

The Company will disregard any vote cast on Resolution 1 by, or on behalf of:

- (a) a member of the Key Management Personnel; and
- (b) a Closely Related Party of those persons.

However, a person (the **voter**) described above may cast a vote on Resolution 1 as a proxy if the vote is not cast on behalf of a person described above and either:

- (c) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on Resolution 1; or
- (d) the voter is the Chairman and the appointment of the Chairman as proxy:
 - (i) does not specify the way the proxy is to vote on Resolution 1; and
 - (ii) expressly authorises the Chairman to exercise the proxy even if Resolution 1 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company, or if the Company is part of a consolidated entity, for the entity.

RESOLUTION 2: RE-ELECTION OF MR SEAN SHWE AS A DIRECTOR

To consider and, if thought fit, pass as an **ordinary resolution**:

"That Mr Sean Sithu Win Shwe, who was appointed by the Board as a Director since the last annual general meeting, retires as a Director in accordance with clause 3.3(a) of the Constitution, and being eligible, offers himself for re-election, be and is hereby re-elected as a Director."

RESOLUTION 3: RE-ELECTION OF MR ANDREW TACEY AS A DIRECTOR

To consider and, if thought fit, pass as an **ordinary resolution**:

"That Mr Andrew Tacey, who was appointed by the Board as a Director since the last annual general meeting, retires as a Director in accordance with clause 3.3(a) of the Constitution, and being eligible, offers himself for re-election, be and is hereby re-elected as a Director."

RESOLUTION 4: RE-ELECTION OF MR RICHARD TAYLOR AS A DIRECTOR

To consider and, if thought fit, pass as an **ordinary resolution**:

"That Mr Richard Taylor, who retires as a Director in accordance with clause 3.6 of the Constitution, and being eligible, offers himself for re-election, be and is hereby re-elected as a Director."

By order of the Board:

Date: 16 October 2014



Signed: _____

Name: Brendan William Cocks
Company Secretary

VOTING INSTRUCTIONS

1. Required Majorities

All of the Resolutions are **ordinary resolutions** and will be passed only if supported by a majority of the votes cast by Shareholders entitled to vote on the Resolutions in person, by proxy, or by an authorised representative.

2. Explanatory Statement

The accompanying Explanatory Statement forms part of this Notice of Meeting and should be read in conjunction with it. Shareholders are specifically referred to the Definitions Section in Section 7 of the Explanatory Statement which contains definitions of capitalised terms used in this Notice of Meeting and the Explanatory Statement.

3. Proxies

Please note that:

- (a) a Shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company;
- (c) a Shareholder may appoint a body corporate or individual as its proxy;
- (d) a body corporate appointed as a Shareholder's proxy may appoint an individual as its representative to exercise any of the powers that the body may exercise as the Shareholder's proxy; and
- (e) Shareholders 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, but where the proportion or number is not specified, each proxy may exercise half of the votes.

The enclosed Proxy Form provides further details on appointing proxies and lodging proxy forms. If a Shareholder appoints a body corporate as its proxy and the body corporate wishes to appoint an individual as its representative, the body corporate should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that body corporate's representative. The authority may be sent to the Company or its share registry in advance of the Meeting or handed in at the Meeting when registering as a corporate representative.

To vote by proxy, the Proxy Form (together with the original of any power of attorney or other authority, if any, or certified copy of that power of attorney or other authority under which the Proxy Form is signed) must be received at the Company no later than **11.00am (AWST) on Sunday 16 November 2014**. Proxy Forms received after that time will be invalid.

Details for sending your proxy form are as follows.

Address: Kresta Holdings Limited
Attn: Company Secretary
PO Box 3036
Malaga DC WA 6945

Facsimile: Australia: (08) 9249 7806 (International: +61 8 9249 7806)

Email: shareholder@khl.com.au

4. Voting Entitlements

In accordance with Regulations 7.11.37 and 7.11.38 of the Corporations Regulations 2001 (Cth), the Company has determined that a person's entitlement to vote at the Meeting will be the entitlement of that person set out in the register of Shareholders as at 11:00am (AWST) on Sunday, 16 November 2014, which will be no more than 48 hours before the date of the Meeting. Accordingly, transactions registered after that time will be disregarded in determining Shareholders' entitlements to attend and vote at the Meeting.

EXPLANATORY STATEMENT TO SHAREHOLDERS

KRESTA HOLDINGS LIMITED

ACN 008 675 803

IMPORTANT NOTICE

Shareholders should read this Explanatory Statement in full and if they have any questions, obtain professional advice before making any decisions in relation to the Resolutions to be put to Shareholders at the meeting.

1. INTRODUCTION

This Explanatory Statement has been prepared for the information of Shareholders in connection with the business to be conducted at the AGM to be held at the head office of Kresta Holdings Ltd, 380 Victoria Road, Malaga, Western Australia on Tuesday 18 November at 11:00am (AWST).

You should read this Explanatory Statement in full before making any decision in relation to the Resolutions. If Shareholders are in doubt about what to do in relation to the Resolutions, they should consult a financial or other professional adviser.

There are four Resolutions to be put in the Meeting. Certain voting exclusions are imposed by the Listing Rules and the Corporations Act in relation to the resolutions as detailed in the accompanying Notice.

The Directors recommend that Shareholders vote in favour of all the Resolutions.

The Chairman of the Meeting intends to vote all available proxies in favour of each Resolution.

2. ACCOUNTS AND REPORTS

The Corporations Act requires the Company to lay before the AGM, the Financial Report, Directors' report (including the Remuneration Report) and the Auditor's Report for the financial year ended 30 June 2014.

No resolution is required for this item. This item of business is intended to provide an opportunity for Shareholders to raise questions on the reports of the Directors and the Auditor for the year ended 30 June 2014 and on the performance of the Company generally.

3. RESOLUTION 1 - ADOPTION OF REMUNERATION REPORT

The Remuneration Report is set out in the Company's 2014 Annual Report. The Remuneration Report:

- (a) explains the Board's policies in relation to the nature and level of remuneration paid to Directors and specified executives of the Company;
- (b) deals with the link between the Board's policies and the Company's performance;
- (c) sets out remuneration details for each Director and specified executive of the Company; and

- (d) makes clear that the basis for remunerating non-executive Directors is distinct from the basis for remunerating executives and executive Directors.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the AGM. Under section 250R(2) of the Corporations Act, a resolution that the Remuneration Report be adopted must be put to the vote. This item is included for advisory purposes only and any vote taken at the AGM does not bind the Directors or the Company.

If you choose to appoint a proxy, you are encouraged to direct your proxy how to vote on Resolution 1 by marking either "For", "Against" or "Abstain" on the Proxy Form.

4. RESOLUTION 2: RE-ELECTION OF MR SEAN SHWE AS A DIRECTOR

Mr Sean Sithu Win Shwe was appointed as a Director on 6 June 2014 to fill a casual vacancy. Clause 3.3(a) of the Constitution provides that a Director appointed by the Board to fill a casual vacancy automatically retires at the next annual general meeting and is eligible for re-election by that annual general meeting.

Mr Shwe retires in accordance with clause 3.3(a) of the Constitution, and being eligible, offers himself for re-election as a Director.

Mr Shwe joined Kresta in 2008 and undertook various senior managerial roles within the Group, including General Manager of Operations, Operations and Strategy Manager and Group Commercial Manager.

In 2014, Mr Shwe was appointed Executive Director and Chief Operating Officer for the Kresta Group. He holds a Bachelor of Commerce degree from Curtin University and a Master of Business Administration from the University of Western Australia. He is also an Associate Fellow of the Australian Institute of Management. As a result of his body of work in the field of management, Mr Shwe was nominated one of the national winners for esteemed 30 Under 30.

5. RESOLUTION 3: RE-ELECTION OF MR ANDREW TACEY AS A DIRECTOR

Mr Andrew Tacey was appointed as a Director on 6 June 2014 to fill a casual vacancy. Clause 3.3(a) of the Constitution provides that a Director appointed by the Board to fill a casual vacancy automatically retires at the next annual general meeting and is eligible for re-election by that annual general meeting.

Mr Tacey retires in accordance with clause 3.3(a) of the Constitution, and being eligible, offers himself for re-election as a Director.

Mr Tacey is a member of the family that established the Curtain Wonderland Business and has worked this with the business for 23 years, the last 10 years as General Manager. He has autonomously managed all areas of the Curtain Wonderland business including sales, procurement and strategy.

6. RESOLUTION 4: RE-ELECTION OF MR RICHARD TAYLOR AS A DIRECTOR

Clause 3.6 of the Constitution requires that one third of all the Directors must retire from office at the annual general meeting each year and are eligible for re-election. The

Directors to retire are those that have been in office longest since their last election, in this case being Mr Richard Taylor.

Accordingly, Mr Taylor retires in accordance with clause 3.6 of the Constitution, and being eligible, offers himself for re-election as a Director.

Mr Taylor joined the Company as a non-executive Director in March 2011 and is a member of the audit and risk committee of the Kresta Group. He is a chartered accountant and was formerly a tax partner for 20 years with Deloitte Australia and its antecedent firms. In this role, he advised on mergers and acquisitions, helping companies with initial public offers and structuring funding arrangements across a broad range of industries. He led the Deloitte Australia Private Equity Team and was a member of the National Tax Executive.

During the past 3 years, he also served as a director of the following ASX-listed companies:

- Wintech Group Limited – appointed on 7 October 2011 and resigned on 2 October 2012; and
- Lamboo Resources Limited – appointed in March 2002 and resigned on 14 June 2012.

7. DEFINITIONS

In this Explanatory Statement and Notice:

2014 Annual Report means the annual report of the Company for the year ended 30 June 2014.

AGM or Annual General Meeting or Meeting mean the annual general meeting of the Shareholders of the Company convened by the Notice.

ASX means ASX Limited ACN 008 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX Limited.

Auditor means the auditor of the Company.

Board means the board of Directors.

Closely Related Party of a member of Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the Company;
- (e) an entity the member controls; or
- (f) a person prescribed by the Corporations Regulations 2001 (Cth).

Company or **Kresta** means Kresta Holdings Limited ACN 008 675 803.

Constitution means the Constitution of the Company in effect immediately prior to and during the AGM.

Corporations Act means the Corporations Act 2001 (Cth).

Director means a director of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

Key Management Personnel means the key personnel as disclosed in the Remuneration Report.

Notice means this notice of AGM.

Proxy Form means the proxy form attached to the Notice.

Remuneration Report means the remuneration report of the Company for the year ended 30 June 2014 as set out in the 2014 Annual Report.

Resolution means a resolution to be considered at the Meeting as contained in the Notice.

Section means a section of this Explanatory Statement.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of Shares.

Kresta Holdings Limited
ACN 008 675 803
Proxy form

Name: _____

Address: _____

SRN / HIN: _____

Appointment of Proxy

I / We being a member(s) of Kresta Holdings Limited and entitled to attend and vote hereby appoint:

 (Write here the name of the person you are appointing)

or failing the attendance at the meeting of the person named, or if no person is named, the Chairman of the meeting, as my/our proxy to act generally at the meeting and to vote in accordance with the following directions on this proxy form (or if no directions have been given, to the extent permitted by law as the proxy sees fit) at the Annual General Meeting of Kresta Holdings Ltd to be held at the head office of Kresta Holdings Ltd, 380 Victoria Road, Malaga, Western Australia at 11am (AWST) on Tuesday, 18 November 2014 (**Meeting**) and at any adjournment of that Meeting.

Important – If the Chairman of the Meeting is your proxy or is appointed as your proxy by default and you do not mark the box below in respect of Resolution 1, you are expressly authorising and directing the Chairman of the Meeting to exercise your proxy on that Resolution in accordance with the Chairman's voting intentions as set out below and in the Notice of the Annual General Meeting even though Resolution 1 is connected directly or indirectly with the remuneration of a member of Key Management Personnel.

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

Votes on items of business (please mark **X** to indicate your directions)

		FOR	AGAINST	ABSTAIN
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Mr Sean Shwe as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Mr Andrew Tacey as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Re-election of Mr Richard Taylor as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Appointment of second proxy

If two proxies are being appointed, the proportion of voting rights this proxy represents is: %

Authorised Signature(s) This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual / Security holder 1
 Sole Director, Sole Co Secretary

Security Holder 2
 Director

Security Holder 3
 Director/Company Secretary

Contact Details:

Email Address: _____

Contact Telephone Number: _____

Voting By Proxy – how to complete the Proxy Form

Your name, Address and Shareholder Details

Please complete your name and address as it appears on the share register of Kresta Holdings Ltd and insert your SRN/HIN number.

Appointment of a Proxy

Please write the name of that person you wish to appoint as proxy in the space indicated. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman will be your proxy and vote on your behalf. A proxy need not be a shareholder of Kresta Holdings Ltd.

Votes on Items of Business

You may direct your proxy how to vote by placing a mark in one of the three boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion 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 will vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

Appointment of a Second proxy

If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company, or you may copy this form. 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. 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.

To appoint a second proxy you must state the percentage of your voting rights on each of the first Proxy Form and the second Proxy Form and return both forms together.

Authorised Signature(s)

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

- Individual: in the case of one holder, the holder must sign.
- Joint Holding in the case of joint holders the Proxy Form must be signed by all holders.
- Power of attorney if signed under a power of Attorney, you must have already lodged it with the Company, or alternatively, attach a certified copy of the power of Attorney to this Proxy Form when you return it.
- Companies a Director can sign jointly with another Director or a Company Secretary. A sole Director who is also the sole Secretary can also sign this. If the company (pursuant to section 204A of the Corporations Act 2001 (Cth)) does not have a company secretary, a sole director may sign alone Please indicate the office held by signing in the appropriate space.

If a representative of a company Shareholder is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be lodged with the Company 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.

Lodgement of Proxy Form

This Proxy Form and any Power of Attorney or other authority under which it is signed must be received no later than **11.00am (AWST) on Sunday 16 November 2014**. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Documents may be lodged by:

- Delivering it to Kresta Holdings Ltd at 380 Victoria Road, Malaga, Western Australia
- Posting it to Kresta Holdings Ltd at PO Box 3036 Malaga DC WA 6945
- Faxing it to the Company on its facsimile number at +61 8 9249 7806
- Emailing it to the Company at shareholder@khl.com.au (Important: Please include SRN/HIN if emailing Proxy)