

# F.F.I. HOLDINGS LIMITED

ABN 32 009 155 328

23 Knock Place, Jandakot, W.A. 6164

Telephone: +61 8 9417 4088 Facsimile: +61 8 9417 3063 Email: [ffi@ffiholdings.com.au](mailto:ffi@ffiholdings.com.au)

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## NOTICE OF 2017 ANNUAL GENERAL MEETING

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**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of Shareholders of F.F.I. Holdings Ltd will be held at 23 Knock Place, Jandakot, Western Australia on Wednesday, 15<sup>th</sup> November 2017 at 9.30 am.

### AGENDA

#### 1. Financial Statements

To receive and consider the Financial Report of the Company and of the consolidated group for the year ended 30th June 2017 together with the Directors' Report and Independent Auditors' Report.

#### 2. Resolution 1 - Remuneration Report (Non-binding)

To consider and if thought fit, to pass the following non-binding, ordinary resolution:

*"That the Remuneration Report for the year ended 30th June 2017 (set out in the Directors' Report) is adopted."*


#### 3. Resolution 2 - Re-election of Director

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

*"That Mr. Robert D Fraser, a Director retiring in accordance with the Constitution but, being eligible, offers himself for re-election, is re-elected as a Director of the Company."*

#### 4. Other Business

To deal with any other business that may be brought forward in accordance with the Constitution and the Corporations Act 2001.



**By Order of the Board**  
**R.G. Moonen**  
**Secretary**  
**14<sup>th</sup> September 2017**

## PROXIES

### Notes:

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote in his/her stead. That person need not be a member of the Company, but should be a natural person over the age of 18 years.
2. A Proxy Form is attached to this notice. Proxy voting instructions are provided on the Proxy Form.
3. A shareholder entitled to attend and vote at the Annual General Meeting may appoint an attorney to vote at the meeting. Attorneys should bring an original or certified copy of the Power of Attorney to the meeting.
4. A corporation that is a shareholder or a proxy may elect to appoint a representative in accordance with the Corporations Act 2001, in which case the Company will require written proof of the representative's appointment, which must be lodged with or presented to the Company before the commencement of the meeting.
5. If the Chairman of the meeting is appointed, or is taken to be appointed, as a proxy but the appointment does not specify the way to vote on a resolution, then the Chairman intends to exercise the relevant shareholder's votes **IN FAVOUR** of all the proposed resolutions. **Accordingly, if you appoint the Chairman as your proxy and wish to vote differently to how the Chairman intends to vote on any of the proposed resolutions, you must mark "For", "Against" or "Abstain" on the Proxy Form for the relevant item of business.**
6. Proxy Forms must be lodged at Security Transfer Australia Pty Ltd not less than 48 hours before the meeting (i.e. by 9:30am (WST) on Monday, 13<sup>th</sup> November 2017) by:
  - Online: [www.securitytransfer.com.au](http://www.securitytransfer.com.au)
  - Email: [registrar@securitytransfer.com.au](mailto:registrar@securitytransfer.com.au)
  - Mail to: PO Box 52,  
Collins Street West,  
VIC 8007,
  - Facsimile: +61 8 9315 2233
  - Deliver in person to: Suite 913, Exchange Tower,  
530 Little Collins Street,  
Melbourne,  
VIC 3000.
7. In accordance with section 1074E(2)(g)(i) of the Corporations Act 2001 and regulation 7.11.37 of the Corporations Regulations, the holders of the Company's shares for the purpose of the meeting, will be those registered as holders of the Company's shares at 7.00 pm on Tuesday, 14<sup>th</sup> November 2017.

## **EXPLANATORY MEMORANDUM**

### **1. Financial Statements**

As required by the Corporations Act 2001, the Financial Statements of the Company and its controlled entities for the year ended 30 June 2017 (including the Directors' Report, Directors' Declaration and Independent Auditor's Report) will be laid before the meeting. There is no requirement for a formal resolution on this item.

Shareholders will have a reasonable opportunity at the meeting to ask questions about or comment on the Financial Statements and the management of the Company. The auditor of the Company will also be available to answer any questions in accordance with the Corporations Act 2001.

### **2. Resolution 1 - Remuneration Report (Non-binding)**

The Annual Report for the year ended 30 June 2017 contains a Remuneration Report (refer to pages 8 to 11) which sets out the policy for the remuneration of Directors and specified executives.

Section 250R (2) of the Corporations Act 2001 requires that a resolution to adopt the Remuneration Report be put to the vote at the Company's annual general meeting. The vote on this resolution is advisory only and does not bind the Directors or the Company.

Shareholders will have a reasonable opportunity at the meeting to ask questions about or comment on the Remuneration Report in accordance with the Corporations Act 2001. The Directors will consider the outcome of the vote and comments made by shareholders on the Remuneration Report in reviewing the remuneration policies of the Company.

**The Directors unanimously recommend that shareholders vote in favour of adopting the Remuneration Report.**

#### ***Voting Restrictions***

As required by the Corporations Act 2001 (Corporations Act), no member of the Company's Key Management Personnel (as disclosed in the Remuneration Report), or a closely related party of any such member, may vote in any capacity (e.g. as a shareholder, proxy or corporate representative) on the proposed resolution in Item 2 unless:

- the person votes as a proxy appointed by writing that specifies how the person is to vote on the proposed resolution in Item 2; and
- the vote is not cast on behalf of any such member or closely related party of any such member.

Key Management Personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.

The prohibition in the Corporations Act 2001 on members of the Company's Key Management Personnel voting does not apply to the Chairman of the meeting as proxy for a member entitled to vote where the proxy appointed expressly authorises the Chairman to vote in that capacity on Item 2.

## **EXPLANATORY MEMORANDUM (Continued)**

### ***Undirected Proxies***

If a member entitled to vote appoints the Chairman as their proxy and the member does not direct the Chairman how to vote on Item 2, the member authorises the Chairman in respect of that item to exercise the proxy notwithstanding that item is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel. Further details are contained on the Proxy Form distributed with the Notice of 2017 Annual General Meeting.

### **2. Resolution 1 - Remuneration Report (Non-binding) (continued)**

Where the Chairman is appointed as proxy for a member entitled to vote, the Chairman will vote all undirected proxies IN FAVOUR of all proposed resolutions, including Item 2. **Accordingly, if you appoint the Chairman as your proxy and wish to vote differently to how the Chairman intends to vote on any of the items, you must mark "For", "Against" or "Abstain" on the Proxy Form for the relevant item of business.**

### **3. Resolution 2 - Re-election of Director**

Mr. Fraser has been a Director of the Company since 14<sup>th</sup> October 2011. He is a corporate adviser and company director with over 28 years of investment banking experience. Mr. Fraser is presently the Sydney based Managing Director of TC Corporate Pty Limited, the corporate advisory division of Taylor Collison Limited stockbrokers, of which he is also a Director and principal. Details of Mr. Fraser's qualifications and experience are included on page 8 of the Annual Report.

In accordance with Clause 11.3 of the Constitution, Mr. Fraser retires at the 2017 Annual General Meeting but, being eligible, offers himself for re-election.

**The Directors (with Mr. Fraser abstaining because of his interest) recommend that shareholders vote in favour of the resolution to re-elect Mr. Robert D Fraser as a Director of the Company.**

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# FFI HOLDINGS LTD

REGISTERED OFFICE:

23 KNOCK PLACE  
JANDAKOT WA 6164

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ACN: 009 155 328

«EFT\_REFERENCE\_NUMBER»

**SHARE REGISTRY:**

Security Transfer Australia Pty Ltd

**All Correspondence to:**

PO BOX 52  
Collins Street West VIC 8007  
Suite 913, Exchange Tower  
530 Little Collins Street  
Melbourne VIC 3000  
T: 1300 992 916 F: +61 8 9315 2233  
E: registrar@securitytransfer.com.au  
W: www.securitytransfer.com.au

Code:

Holder Number:

## PROXY FORM

THIS DOCUMENT IS IMPORTANT. IF YOU ARE IN DOUBT AS TO HOW TO DEAL WITH IT, PLEASE CONTACT YOUR STOCK BROKER OR LICENSED PROFESSIONAL ADVISOR.

<b>VOTE ONLINE</b>	Lodge your proxy vote securely at <a href="http://www.securitytransfer.com.au">www.securitytransfer.com.au</a>	<input type="text"/>
	<ol style="list-style-type: none"> <li>Log into the Investor Centre using your holding details.</li> <li>Click on "Proxy Voting" and provide your Online Proxy ID to access the voting area.</li> </ol>	

### SECTION A: Appointment of Proxy

I/We, the above named, being registered holders of the Company and entitled to attend and vote hereby appoint:

The meeting chairperson

**OR**

or failing the person named, or if no person is named, the Chairman 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 Annual General Meeting of the Company to be held at 9:30am WST on Wednesday 15 November 2017 at 23 Knock Place, Jandakot, Western Australia and at any adjournment of that meeting.

### SECTION B: Voting Directions

Please mark "X" in the box to indicate your voting directions to your Proxy. The Chairman of the Meeting intends to vote undirected proxies in FAVOUR of all the resolutions.

In exceptional circumstances, the Chairman of the meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

**RESOLUTION**

- Remuneration Report (Non-binding)
- Re-election of Mr Robert D Fraser

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

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.

### SECTION C: Signature of Security Holder(s)

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

Individual or Security Holder

Sole Director & Sole Company Secretary

Security Holder 2

Director

Security Holder 3

Director/Company Secretary

**Proxies must be received by Security Transfer Australia Pty Ltd no later than 9:30am WST on Monday 13 November 2017.**

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My/Our contact details in case of enquiries are:

Name:

Number:

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### 1. NAME AND ADDRESS

This is the name and address of your holding on the Share Register of FFI Holdings Ltd. 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 the person you wish to appoint as your Proxy is someone other than the Chairman 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 Chairman of the meeting will be your Proxy. A Proxy need not be a shareholder of the Company.

### 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 (2) 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 contacting the Company's share registry or you may photocopy this form.

To appoint a second Proxy you must:

- a) On each of the Proxy Forms, 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 Company's share 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.

**Companies:** 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 Company Secretary. Please indicate the office held in the appropriate place.

If a representative of the corporation 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's share registry.

### 6. LODGEMENT OF PROXY FORMS

Proxy Forms (and any Power of Attorney under which it is signed) must be received by Security Transfer Australia Pty Ltd no later than the date and time stated on the form overleaf. Any Proxy form received after that time will not be valid for the scheduled meeting.

The Proxy Form does not need to be returned to the share registry if the votes have been lodged online.

#### Security Transfer Australia Pty Ltd

<b>Online</b>	www.securitytransfer.com.au
<b>Postal Address</b>	PO BOX 52 Collins Street West VIC 8007
<b>Street Address</b>	Suite 913, Exchange Tower 530 Little Collins Street Melbourne VIC 3000
<b>Telephone</b>	1300 992 916
<b>Facsimile</b>	+61 8 9315 2233
<b>Email</b>	registrar@securitytransfer.com.au

#### PRIVACY STATEMENT

Personal information is collected on this form by Security Transfer Australia Pty Ltd as the registrar for securities issuers for the purpose of maintaining registers of security holders, facilitating distribution payments and other corporate actions and communications. Your personal details may be disclosed to related bodies corporate, to external service providers such as mail and print providers, or as otherwise required or permitted by law. If you would like details of your personal information held by Security Transfer Australia Pty Ltd or you would like to correct information that is inaccurate please contact them on the address on this form.

