

Computronics Holdings Limited

ABN: 73 082 573 108

NOTICE OF GENERAL MEETING

Notice is given that a General Meeting of shareholders of Computronics Holdings Limited ("CPS" or the "Company") will be held at the Registered Office of the Company Unit 1, 103 Lewis Road, Knoxfield, Melbourne on Wednesday, 22 December 2015 at 11:00am (AEDST).

AGENDA

Explanatory Statement and proxy form which accompany and form part of this Notice, describe in more detail the matters to be considered. Please consider this Notice, the Explanatory Statement and the proxy form in their entirety.

ORDINARY BUSINESS

Receipt and consideration of Accounts & Reports

To receive and consider the financial reports of the Company and the related reports of the Directors (including the Remuneration Report where applicable) and Auditors Reports for the periods ended 30 June 2012, 30 June 2013, 30 June 2014, 30 June 2015.

Note: Except for as set out in Resolution 1 and 2 there is no requirement for shareholders to approve these reports. Accordingly no resolution will be put to shareholders on these items of business. You may access these reports via the company's (code: CPS) announcement platform on the ASX website.

Resolution 1: Adoption of Remuneration Report

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

"That for the purpose of section 250R (2) of the Corporations Act 2001 and for all other purposes, the Remuneration Report (included in the Directors' report) for the financial year ended 30 June 2014 be adopted."

You may obtain a copy by contacting the Company by phone (03) 9801 2566 for the Remuneration Report year ended 30 June 2014. Copies will also be available at the meeting. The Remuneration Report (including the directors and auditors reports) will upon completion be available on the ASX website Companies announcement platform (code: CPS)

Resolution 2: Adoption of Remuneration Report

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

"That for the purpose of section 250R (2) of the Corporations Act 2001 and for all other purposes, the Remuneration Report (included in the Directors' report) for the financial year ended 30 June 2015 be adopted."

You may obtain a copy by contacting the company by phone (03) 9801 2566 for the Remuneration Report year ended 30 June 2015. Copies will also be available at the meeting. The Remuneration Report (including the directors and auditors reports) will upon completion be available on the ASX website Companies announcement platform (code: CPS).

Resolution 3: Election of Mr Murray Smith as a Director of the Company

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

"That Mr Murray Smith, having been appointed to the Board of Directors 6 December 2010, to fill a casual vacancy retired as a director 1 May 2015 and being eligible for election, be elected as a director of the Company."

Voting Exclusion

A vote in respect of Resolution 1 and 2 must not be cast (in any capacity) by or on behalf of any of the following persons:

- (a) a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report; or
- (b) a Closely Related Party of such member.

However, a person described above may cast on this Resolution if:

- (c) the person is acting as proxy and the proxy form specifies how the proxy is to vote, and the vote is not cast on behalf of a person who is otherwise excluded from voting on this Resolution as described in sub-paragraphs (a) or (b) above; or
- (d) the person is the Chairman of the Annual General Meeting voting an undirected proxy which expressly authorises the Chairman to vote the proxy on a resolution connected with the remuneration of a member of Key Management Personnel.

Notes: Any undirected proxies held by Directors or other Key Management Personnel or their closely related parties for the purposes of Resolution 1 (excluding the Chairman) will not be voted on Resolution 1: Accordingly, if you intend to appoint a member of Key Management Personnel as your proxy, please ensure that you direct them how to vote. If you intend to appoint the Chairman of the meeting as your proxy, you can direct him to, vote by either marking the box for Resolution 1 or by marking the Chairman's box on the proxy form By marking the Chairman's box on the proxy form you acknowledge that the Chairman of the meeting will vote in favour of this item of business as your proxy. The Chairman will vote undirected proxies in favour of Resolution 1.

By order of the Board

Murray Smith

Company Secretary

Computronics Holdings Limited

ABN: 73 082 573 108

EXPLANATORY STATEMENT

Receipt and consideration of Accounts & Reports

A copy of the Annual Reports for the financial years ending 30 June 2012, 30 June 2013, 30 June 2014, 30 June 2015 (which incorporates the Company's financial report, reports of the Directors (including the Remuneration Reports) and the auditor's reports) is not enclosed as there is no longer a requirement for the Company to incur the printing and distribution cost associated with doing so for all shareholders. You may obtain a copy free of charge in hard copy form by contacting the Company by phone at (03) 9801 2566, this also includes Remuneration Reports for the year ending 30 June 2012 and 30 June 2013 and you may request that this occurs on a standing basis for future years. Alternatively you may access the annual report via the Companies announcement platform on the ASX website (code: CPS). Except for as set out in Resolutions 1, 2 and 3, no resolution is required on these reports.

Resolution 1 and 2: Adoption of Remuneration Report

The Corporations Act, pursuant to sections 249L(2) and 250(2), requires that at a listed Company's Annual General Meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, section 250R(3) of the Corporations Act 2001 expressly provides that the vote on such a resolution is advisory only and does not bind the Directors or the Company.

The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company (described as "**Key Management Personnel**") as required by section 300 of the Corporations Act. The Remuneration Report is part of the Directors' report contained in the annual financial reports of the Company for the financial year ending 30 June 2010 and 30 June 2011. A reasonable opportunity will be provided for discussion of the Remuneration Reports at the Annual General Meeting, as required by section 250SA of the Corporations Act.

Pursuant to the Corporations Amendment (Improving Accountability for Director and Executive Remuneration) Bill 2011 which amended the Corporations Act from 1 July 2011, if 25% or more of votes that are cast are voted against the adoption of the remuneration report at two consecutive annual general meetings (effectively, "two strikes"), shareholders will be required to vote at the second of those annual general meetings on a resolution (referred to as a "spill resolution") to require another meeting be held within 90 days at which all of the Company's Directors as at the date the Company's second remuneration report was approved by the Board (other than the Managing Director) must go up for re-election. The spill resolution requirements will only be triggered where both strikes occur after 1 July 2011.

Also, the Corporations Amendment (Improving Accountability for Director and Executive Remuneration) Bill 2011 has introduced new prohibitions on key management personnel ("KMP") and their closely related parties from voting or voting undirected proxies on, amongst other things, remuneration matters. Accordingly, any undirected proxies held by Directors or by other Key Management Personnel or their closely related parties for the purposes of Resolution 1, 2, 3, will not be voted on Resolutions 1, 2, 3. This prohibition does not apply to the Chairman of the meeting who may vote directed and undirected proxies in favour of the resolution, providing that the shareholder expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP for the relevant entity.

The Company encourages all Shareholders to cast their votes in relation to Resolutions 1 – 3, and if Shareholders choose to appoint a proxy, Shareholders are encouraged to direct their proxy how to vote on Resolutions 1 – 3 by marking either For, Against or Abstain on the proxy form. The Chairman of the meeting will vote undirected proxies in favour of Resolutions 1 – 3.

GLOSSARY

The following terms have the following meanings in this Explanatory Statement: "ASIC" means the Australian Securities and Investments Commission;

"ASX" means ASX Limited or the Australian Securities Exchange, as the context requires; "ASX Listing Rules" means the Listing Rules of the ASX;

AEDST means Australian Eastern Daylight Savings Time

"**Board**" means the Directors acting as the board of Directors of the Company or a committee appointed by such board of Directors;

"**Company**" means Computronics Holdings Limited ABN 73 082 573 108;

"**Corporations Act**" means the Corporations Act 2001;

"**Director**" means a Director of the Company;

"**Notice**" means the Notice of Meeting accompanying this Explanatory Statement;

"**Remuneration Report**" means the remuneration reports which forms part of the Directors' Reports of Computronics Holdings Limited for the financial years ended 30 June 2012, 30 June 2013, 30 June 2014 and 30 June 2015 and which is set out in the respective Annual Reports.

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COMPUTRONICS HOLDINGS LTD

ACN: 082 573 108

REGISTERED OFFICE:

 UNIT 1
 103 LEWIS ROAD
 KNOXFIELD VIC 3180

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«EFT_REFERENCE_NUMBER»

 «Holder_name»
 «Address_line_1»
 «Address_line_2»
 «Address_line_3»
 «Address_line_4»
 «Address_line_5»

«Company_code»«Sequence_number»«Address_unknown»

SHARE REGISTRY:

 Security Transfer Registrars Pty Ltd
All Correspondence to:
 PO BOX 535, APPLECROSS WA 6953
 AUSTRALIA
 770 Canning Highway, APPLECROSS WA 6153
 AUSTRALIA
 T: +61 8 9315 2333 F: +61 8 9315 2233
 E: registrar@securitytransfer.com.au
 W: www.securitytransfer.com.au

Code:

CPS

Holder Number:

«HOLDER_NUM

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.

VOTE ONLINE

Lodge your proxy vote securely at www.securitytransfer.com.au

1. Log into the Investor Centre using your holding details.
2. Click on "Proxy Voting" and provide your Online Proxy ID to access the voting area.

«ONLINE

SECTION A: Appointment of Proxy

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

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The meeting chairperson

OR

or failing the person named, or if no person is named, the Chairperson 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 General Meeting of the Company to be held at 11:00am AEDT on Tuesday 22 December 2015 at the Registered Office of the Company, Unit 1, 103 Lewis Road, Knoxfield VIC 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 Chairperson of the Meeting intends to vote undirected proxies in FAVOUR of all the resolutions. In exceptional circumstances, the Chairperson of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

RESOLUTION

1. Adoption of Remuneration Report
2. Adoption of Remuneration Report
3. Election of Mr Murray Smith as a Director of the Company

For Against Abstain*

☐	☐	☐
☐	☐	☐
☐	☐	☐

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

Security Holder 2

Security Holder 3

Sole Director & Sole Company Secretary

Director

Director/Company Secretary

Proxies must be received by Security Transfer Registrars Pty Ltd no later than 11:00am AEDT on Sunday 20 December 2015.

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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 on the Share Register of the Company. 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 Chairperson 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 Chairperson 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

Proxy forms (and any Power of Attorney under which it is signed) must be received by Security Transfer Registrars 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 Registrars Pty Ltd

Online	www.securitytransfer.com.au
Postal Address	PO BOX 535 Applecross WA 6953 AUSTRALIA
Street Address	Alexandrea House Suite 1, 770 Canning Highway Applecross WA 6153 AUSTRALIA
Telephone	+61 8 9315 2333
Facsimile	+61 8 9315 2233
Email	registrar@securitytransfer.com.au

PRIVACY STATEMENT

Personal information is collected on this form by Security Transfer Registrars 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 Registrars Pty Ltd or you would like to correct information that is inaccurate please contact them on the address on this form.