



Ecosave Holdings Ltd
ABN 39 099 777 474
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info@ecosave.com.au
www.ecosave.com.au

25 June 2014

Company Announcements
Australian Stock Exchange Limited
Sydney Exchange Centre,
20 Bridge Street, Sydney, NSW, 2000

Dear Sirs,

ANNOUNCEMENT – Ecosave Holdings Limited (ECV)
Notice of General Meeting 2014

We attach an announcement for immediate release to the market.

Yours faithfully,

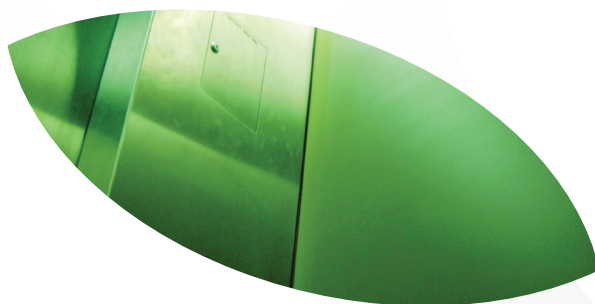
Robin Archibald
COO & Company Secretary
Ecosave Holdings Limited

Att: Notice of General Meeting 2014
Proxy Form

2014 Notice of General Meeting

29 July 2014

Ecosave Holdings Limited ABN 77 160 875 016



Ecosave Holdings Limited
ACN 160 875 016

**Notice of General Meeting
to be held on Tuesday, 29 July 2014**

and

**Explanatory Memorandum
for the Notice of General Meeting**

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.
IF YOU ARE IN ANY DOUBT ABOUT THE ACTION YOU SHOULD TAKE,
PLEASE CONSULT YOUR STOCKBROKER, SOLICITOR, ACCOUNTANT
OR OTHER PROFESSIONAL ADVISER.**

**NOTICE OF THE GENERAL MEETING TO BE HELD
AT
GRAND MERCURE HILLS LODGE
1 SALISBURY ROAD
CASTLE HILL, NSW 2154**

AT 9:30 AM SYDNEY TIME ON TUESDAY, 29 JULY 2014

**TO BE VALID, FORMS OF PROXY FOR USE AT THE GENERAL MEETING
MUST BE COMPLETED AND RETURNED TO THE COMPANY NO LATER THAN
9:30AM SYDNEY TIME ON SUNDAY, 27 JULY 2014**

Section A Glossary

1. Definitions

Words defined in the Explanatory Memorandum have the same meaning when used in this Notice of General Meeting unless the context requires otherwise. For assistance in considering the Notice of General Meeting, the following words are defined here:

Associate	has the meaning given to it by Division 2 of Part 1.2 of the Corporations Act.
ASX	means ASX Limited ACN 008 624 691 or the securities market operated by the ASX, as the case may be.
ASX Listing Rules	means the official listing rules issued and enforced by the ASX as amended from time to time.
Company	means Ecosave Holdings Limited ACN 160 875 016.
Corporations Act	means <i>Corporations Act 2001</i> (Cth).
Director	means a director of the Company.
Explanatory Memorandum	means the explanatory memorandum set out in Section C of this document.
Notice of General Meeting or Notice	means the notice of General Meeting set out in Section B of this document.
Resolution	means a resolution passed by the requisite majority of members of the Company on a show of hands or by the requisite majority of votes given on a poll.
Share	means a fully paid ordinary share in the issued capital of the Company and Shares means any two or more of them.
Shareholder	means a holder of a Share.

Section B Notice of General Meeting

NOTICE IS HEREBY GIVEN that the General Meeting of the Shareholders of Ecosave Holdings Limited ACN 160 875 016 (the **Company**) will be held at Grand Mercure Hills Lodge, 1 Salisbury Road, Castle Hill NSW 2154 on Tuesday, 29 July 2014 at 9:30 am (Sydney time).

The Explanatory Memorandum which accompanies and forms part of this Notice of General Meeting should be considered prior to Shareholders voting on the matters to be considered at the General Meeting.

If you are unable to attend the General Meeting, please complete and return the enclosed proxy form in accordance with the specified directions in this Notice of General Meeting and on the proxy form.

Defined terms used in this Notice of General Meeting have the meanings given to them in the Glossary accompanying this Notice of General Meeting.

1. Special business

Resolution 1: Past issue of Shares

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

*That, in accordance with ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the past issue of a total of 1,531,331 fully paid Shares in the capital of the Company to Pershing c/ Kimber Capital Pty Ltd, Pie Funds Management Ltd and Kentgrove Capital Pty Ltd (**Institutional Investors**) on the terms and conditions set out in the Explanatory Memorandum.*

2. Voting exclusion statement

Resolution 1

In accordance the notice requirements of ASX Listing Rule 7.5.6 for approval under ASX Listing Rule 7.4, and ASX Listing Rule 14.11.1, the Company will disregard any votes cast on Resolution 1 by

- (a) the Institutional Investors; and
- (b) any Associate of the Institutional Investors.

However, the Company will not disregard a vote if:

- (c) it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or

- (d) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

3. Determination of membership and voting entitlement

For the purpose of determining a person's entitlement to vote at the General Meeting, a person will be recognised as a member of the Company and the holder of Shares if that person is registered as a holder of those Shares at 7.00 pm Sydney time on Friday, 25 July 2014.

4. Votes of members

On a show of hands, each member present in person or by proxy (or, in the case of a body corporate, by a representative) at the General Meeting who is entitled to vote shall have one vote.

On a poll, every member present in person or by attorney or by proxy (or, in the case of a body corporate, by a representative) who is entitled to vote shall have one vote for each Share held by him, her or it.

5. Proxies

Please note that:

- (a) a Shareholder entitled to attend and vote at the General Meeting is entitled to appoint no more than two proxies;
- (b) an instrument appointing a proxy must be in the form of the proxy form attached to this Notice of General Meeting;
- (c) a proxy may be a Shareholder of the Company;
- (d) a proxy need not be a Shareholder of the Company;
- (e) where a Shareholder appoints two proxies, the following rules apply:
 - (i) each proxy may exercise half of the Shareholder's voting rights if the appointment does not specify a proportion or number of the Shareholder's voting rights the proxy may exercise;
 - (ii) on a show of hands, neither proxy may vote; and
 - (iii) on a poll, each proxy may only exercise the voting rights the proxy represents;

- by Link Market Services Pty Limited:

or - by mail: Locked Bag A14
Sydney South NSW 1235

By order of the Board:

Mr Robin Archibald
Executive Director and Company Secretary
Ecosave Holdings Limited

Doc ID 177898991/v4

Section C Explanatory Memorandum

6. Introduction

This Explanatory Memorandum contains the information needed for Shareholders to assess the Resolution to be put to them at the General Meeting of the Company on Tuesday, 29 July 2014. A Notice of General Meeting accompanies this Explanatory Memorandum.

This Explanatory Memorandum, as well as the Notice of General Meeting, should be read carefully and in their entirety.

The Explanatory Memorandum and Proxy Form are part of this Notice of General Meeting.

7. Resolution 1 – Past issue of Shares

7.1 Background

On 3 December 2013, the Company announced to the ASX that it had completed a private placement of Shares to the Institutional Investors at a price of \$1.44 per Share (a discount of approximately 10% to the market price of the Shares at the time).

The Company seeks Shareholder ratification of the issue of 1,531,331 Shares to the Institutional Investors for the purposes of ASX Listing Rule 7.4.

7.2 ASX Listing Rules

ASX Listing Rule 7.1 provides that a company must not issue equity securities, or agree to issue equity securities (which includes shares and options) without the approval of shareholders if the number of equity securities to be issued in any 12-month period (including equity securities issued on the exercise of any convertible securities) exceeds 15% of the issued capital of the company preceding the issue. ASX Listing Rule 7.4 allows for subsequent shareholder approval if the company did not breach ASX Listing Rule 7.1 at the time of issue and the holders of ordinary shares subsequently approve it.

Although Shareholder approval was not required for the issue of the Shares to the Institutional Investors, the Company now seeks Shareholder approval for these issues in the manner provided by ASX Listing Rule 7.4, because this will enable the Company to issue, pursuant to ASX Listing Rule 7.1, further equity securities within the 15% limit from time to time as required by the Company, to capitalise on future opportunities without needing to obtain prior Shareholder approval.

7.3 Specific information required by ASX Listing Rule 7.5

Pursuant to ASX Listing Rule 7.5, the following information is provided regarding ASX Listing Rule 7.4 approval:

(a) **ASX Listing Rule 7.5.1:** *Number of securities allotted*

1,531,331 Shares.

(b) **ASX Listing Rule 7.5.2:** *Price at which the securities were issued*

\$1.44 per Share.

(c) **ASX Listing Rule 7.5.3:** *Terms of the securities*

These Shares rank equally with all the other Shares on issue.

ASX Listing Rule 7.5.4: *Names of the allottees or the basis on which allottees were determined*

No.	Date of Issue	Number of Shares	Issue Price Per Share \$	Total Amount Paid \$	Name of Allottee	Purpose of Issue
1	3/12/2013	802,165	1.44	1,155,117	Pershing c/ Kimber Capital Pty Ltd	Business development and working capital
2	3/12/2013	520,833	1.44	750,000	Pie Funds Management Ltd	Business development and working capital
3	3/12/2013	208,333	1.44	300,000	Kentgrove Capital Pty Ltd	Business development and working capital
Total		1,531,331		2,205,117		

(d) **ASX Listing Rule 7.5.5:** *The use (or intended use) of the funds raised*

The funds raised by the issue of 1,531,331 Shares to the Institutional Investors was used by the Company for business development and working capital purposes.

(e) **ASX Listing Rule 7.5.6:** *Voting exclusion statement*

A voting exclusion statement is included in the Notice of General Meeting.

Resolution 1 is an ordinary resolution, requiring it to be passed by a simple majority of votes cast by the Shareholders entitled to vote on it.

The Directors recommend that Shareholders vote in favour of Resolution 1.



ecosave.com.au

Ecosave Holdings Limited

ABN 77 160 875 016

LODGE YOUR VOTE



ONLINE

www.linkmarketservices.com.au



By mail:

Ecosave Holdings Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



By fax: +61 2 9287 0309



All enquiries to: Telephone: +61 1800 554 474



X99999999999

SHAREHOLDER PROXY FORM

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

STEP 1

APPOINT A PROXY

☐

**the Chairman
of the Meeting
(mark box)**

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy

or failing the person/body corporate named, or if no person/body corporate is named, the Chairman of the Meeting, as my/our proxy and to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at **9:30am on Tuesday, 29 July 2014**, at **Grand Mercure Hills Lodge, 1 Salisbury Road, Castle Hill, NSW 2154** and at any adjournment or postponement of the meeting.

The Chairman of the Meeting intends to vote undirected proxies in favour of all items of business.

If the Chairman of the meeting is appointed as your proxy, or may be appointed by default and you do not wish to direct your proxy how to vote as your proxy in respect of a resolution, please place a mark in the box.

☐

By marking this box, you acknowledge that the Chairman of the meeting may exercise your proxy even if he has an interest in the outcome of the resolution/s and that votes cast by the Chairman of the meeting for those resolutions other than as proxy holder will be disregarded because of that interest.

If you do not mark this box, and you have not directed your proxy how to vote, the Chairman will not cast your votes on the resolution and your votes will not be counted in calculating the required majority if a poll is called on the resolution.

Proxies will only be valid and accepted by the Company if they are signed and received no later than **48 hours** before the meeting.

Please read the voting instructions overleaf before marking any boxes with an **X**

STEP 2

VOTING DIRECTIONS

Past issue of Shares

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

That, in accordance with ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the past issue of a total of 1,531,331 fully paid Shares in the capital of the Company to Pershing c/ Kimber Capital Pty Ltd, Pie Funds Management Ltd and Kentgrove Capital Pty Ltd (Institutional Investors) on the terms and conditions set out in the Explanatory Memorandum.

For **Against** **Abstain***

☐
☐
☐

i * 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.

STEP 3

SIGNATURE OF SHAREHOLDERS - THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

ECV PRX401



HOW TO COMPLETE THIS PROXY FORM

Your Name and Address

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. 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 Step 1. 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. A proxy may be an individual or a body corporate.

Votes on Items of Business - Proxy Appointment

You may direct your proxy how to vote by placing a mark in one of the 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 are to be voted 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 the items of business, your proxy may 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

You are entitled to appoint up to two 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 telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares 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 your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

Signing Instructions

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

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the 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 can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

Corporate Representatives

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry.

Lodgement of a Proxy Form

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **9:30am on Sunday, 27 July 2014**, being not later than 48 hours before the commencement of the meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the proxy form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the proxy form).



by mail:

Ecosave Holdings Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



by fax:

+61 2 9287 0309



by hand:

delivering it to Link Market Services Limited, 1A Homebush Bay Drive, Rhodes NSW 2138.

**If you would like to attend and vote at the Annual General Meeting, please bring this form with you.
This will assist in registering your attendance.**