

14 July 2014

ASX Company Announcements Office

### **2014 AGM – Proposed amendment to resolution 6 to adopt a new Constitution**

ALS Limited (ASX code: ALQ) has proposed the adoption of a new Constitution at the Company's AGM being held on Tuesday, 29 July 2014.

The new Constitution is designed to update and modernise the existing Constitution to reflect current regulation and practice.

In response to concerns raised by some shareholder representatives since the notice of meeting was issued, the Board has decided to amend the provision of the new Constitution relating to Directors' Written Resolutions (clause 77.1) to require that such resolutions to be signed by all directors of the Company and not just a majority of the directors.

#### **Proposed amendment**

To give effect to this decision, an amendment is proposed to be put to the AGM to amend the resolution to adopt the new Constitution (Resolution 6 in the notice of meeting) to instead read as follows:

*"That, the document titled 'Constitution of ALS Limited' tabled at the meeting is adopted as the constitution of the Company in substitution for its current constitution, other than article 14.17 (which will be renumbered appropriately), with effect from the close of this Annual General Meeting, except that the Constitution so tabled be modified by amending and restating clause 77.1 to read as follows:*

*If all the Directors who would, at a Directors' meeting, be entitled to vote on a resolution have consented to the resolution in accordance with this clause 77, then the resolution is passed by the Directors without a Directors' meeting being held. The resolution is passed when the last of the Directors who is entitled to vote on the resolution consents to the resolution in accordance with this clause 77."*

If the motion to amend Resolution 6 is passed by a simple majority of votes cast, the revised Resolution 6 will be put to the shareholders at the meeting. However, if the motion to amend Resolution 6 is not passed by a simple majority of votes cast, Resolution 6 in its original form as set out in the notice of meeting will be put to the shareholders at the meeting.

For further information on how proxies will be treated in relation to the proposed amendments, please refer to attached Appendix One.

Yours faithfully  
ALS LIMITED



Tim Mullen  
Company Secretary

## Appendix One

### How will proxies be treated

Proxy forms that have already been lodged, or will be lodged, by shareholders will remain valid for the AGM. However, the proxy forms do not deal with the proposed amendments to Resolution 6. Accordingly, unless specifically directed otherwise prior to the AGM, proxies attending the AGM (whose appointment is in the form circulated with the meeting notice) will be free to vote on the amendments as they see fit.

The Board believes that the proposed amendments are both in the interest of shareholders and in the spirit of the initially proposed Resolution 6. Accordingly, the Chairman proposes to vote all undirected proxies and directed proxies in favour of Resolution 6 that she holds, in favour of the amendments to Resolution 6 and to vote directed proxies against Resolution 6 that she holds, against the amendments to Resolution 6.

Shareholders who have appointed the Chairman as their proxy and have already lodged proxies and wish to change their vote, should contact the Company's share registry, Boardroom Pty Limited, by phone on +61 2 9290 9600, or email at [enquiries@boardroomlimited.com.au](mailto:enquiries@boardroomlimited.com.au) to obtain a replacement proxy form. To lodge proxies online, go to [www.boardroomlimited.com.au/vote/alsagm2014](http://www.boardroomlimited.com.au/vote/alsagm2014). **Proxies need to be lodged no later than 48 hours before the commencement of the AGM (therefore by 11.00am (EST), Sunday, 27th July 2014).**

Shareholders who have appointed a person other than the Chairman as their proxy, should contact their proxy directly prior to the time for holding the AGM, if they wish to direct their proxy on how to vote on the amendments to Resolution 6.

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