



Hot Rock Limited

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ASX Announcement

15 September 2014

RESULTS OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given, in accordance with Listing Rule 3.13.2 and Corporations Law Section 251AA(2) that at the Extraordinary General Meeting of the Company held today that the resolutions as set out below were passed by a show of hands without amendment.

Resolution 1 - Approval of the Proposed Transaction and to issue the Total Share Consideration

“That subject to the passing of Resolutions 2 and 3 , for the purposes of item 7 of section 611 of the Corporations Act 2001 (Cth) and for all other purposes, the terms of the Share Sale Agreement between the Company, Integrated Holdings Group Pty Ltd ABN 69 163 669 118 (Seller), the New Shareholders and OCTIEF Pty Ltd ACN 163 772 478 (OCT) entered into 19 July 2014 (SSA) be approved and the Company be authorised, with effect from the passing of this Resolution 1, to proceed with:

- (a) *The transaction contemplated by the SSA (Proposed Transaction);*
- (b) *The New Shareholders collectively obtaining a Relevant Interest in the Company from below 20% to more than 20% as a result of the Proposed Transaction; and*
- (c) *Without limitation to (a) or (b):*
 - (i) *The proposed acquisition by the Company of all the issued share capital of OCT;*
 - (ii) *In consideration for the acquisition of OCT, the issue of up to a total of 641,508,710 fully paid ordinary shares in the Company (HRL Shares) to the New Shareholders in the tranches and proportions as set out in Tables 1, 5 and 7 in the Explanatory Memorandum (Total Consideration Shares); and*

pursuant to the terms and conditions of the SSA, the details of which are summarised in the Explanatory Memorandum accompanying the Notice.”

Resolution 2 - Approval of Escrow Arrangements

“That, subject to the passing of Resolutions 1 and 3, for the purpose of item 7 of Section 611 of the Corporations Act and for all other purposes, approval be given for the Company to acquire a relevant interest in the Total Consideration Shares of the New Shareholders as a result of the Company’s power to control the exercise of the power to dispose of the Escrow Shares by virtue of the voluntary escrow provisions of the Share Sale Agreement, as set out in the Explanatory Memorandum accompanying the Notice of this Meeting.”



Resolution 3 – Approval to Change of Scale of Activities

“That subject to the passing of Resolutions 1 and 2 for the purposes of Listing Rule 11.1.2 and for all other purposes, approval is given for the Company to change the scale of its activities on completion of the acquisition by the Company of OCT pursuant to the SSA on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice.”

In respect of each resolution, the total number of proxy votes exercisable by all proxies validly appointed and the total number of proxy votes in respect of which the appointments specified that:

- I. The proxy was to vote for the resolution; and
- II. The proxy was to vote against the resolution; and
- III. The proxy was able to vote at the proxy’s discretion; and
- IV. The proxy was to abstain on the resolution

Are set out below:

Resolution	For	Against	Discretion	Abstain
1	121,011,001	0	10,095,112	0
2	62,435,089	0	2,982,450	214,000
3	120,936,001	0	10,170,112	0

Paul Marshall
Company Secretary
Hot Rock Limited