



**ACN 009 134 114**

# **NOTICE OF ANNUAL GENERAL MEETING**

**Date and time of Annual General Meeting**

Friday, 28 November 2014 at 10:00am (Sydney time)

**Place of Annual General Meeting**

Premier's Room, InterContinental Sydney, 117 Macquarie Street,  
Sydney NSW 2000

**Important notice**

This Notice of Meeting and Explanatory Notes should be read in its entirety.

If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser without delay.



# Notice of Annual General Meeting

PBD Developments Limited  
ACN 009 134 114

Notice is hereby given that the Annual General Meeting will be held at:

Venue:	Premier's Room, InterContinental Sydney, 117 Macquarie Street, Sydney NSW 2000
Date:	Friday, 28 November 2014
Time:	10:00am (Sydney time)

## Items of business

### General business

#### Annual Report

To receive and consider the Company's financial report, together with the Directors' report (including the Remuneration Report) and the auditor's report for the financial year ended 30 June 2014.

**Note:** There is no requirement for Shareholders to approve these reports.

### Formal business

#### Resolution 1: Adoption of Remuneration Report

To consider and, if thought fit, to pass, with or without amendment, the following as an Ordinary Resolution:

*"That, for the purpose of section 250R(2) of the Corporations Act and for all other purposes, the remuneration report for the period ended 30 June 2014 be approved and adopted."*

#### Voting prohibition

The Company will disregard any votes cast on Resolution 1 by any member of the key management personnel whose remuneration details are included in the Remuneration Report and a closely related party of such a member (each an **Excluded Person**). However, the Company will not disregard a vote if it is not cast on behalf of an Excluded Person and either:

- (1) it is cast by an Excluded Person as proxy for a person who is entitled to vote, and the proxy form specifies how the proxy is to vote on the proposed resolution; or
- (2) it is cast by the Chair acting as proxy (by appointment or by default), and the appointment 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 key management personnel.

#### Resolution 2: Re-appointment of David Hunt as a Director

To consider and, if thought fit, to pass, with or without amendment, the following as an Ordinary Resolution:

*"That David Hunt, who retires as a Director in accordance with clause 21.3(2) of the Constitution and being eligible offers himself for re-election, be re-elected as a Director."*

### **Resolution 3: Approval of Additional 10% Placement Capacity**

To consider and, if thought fit, to pass, with or without amendment, the following as a Special Resolution:

*"That for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the issue of Equity Securities of up to 10% of the issued share capital of the Company at the time of issue, calculated in accordance with the formula prescribed in Listing Rule 7.1A.2, and on the terms and conditions set out in the Explanatory Notes."*

#### **Voting Prohibition**

The Company will disregard any votes cast on Resolution 3 by any person who may participate in the issue of Equity Securities under this Resolution and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed, and any associates of those persons. However, the Company will not disregard a vote if:

- (1) 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
- (2) it is cast by the Chair acting as proxy (by appointment or by default) for a person who is entitled to vote, in accordance with the directions on the proxy form.

### **Resolution 4: Directors' Fees Determination**

To consider, and if thought fit, to pass, with or without amendment, the following as an Ordinary Resolution:

*"That in accordance with clause 22.1 of the Constitution, Listing Rule 10.17, and for all other purposes, \$600,000 per calendar year be determined as the maximum Directors' fees payable to non-executive Directors, such amount to be divided among the non-executive Directors in such proportion and manner as the Board may determine from time to time."*

#### **Voting prohibition**

The Company will disregard any votes cast on Resolution 4 by any member of the key management personnel whose remuneration details are included in the Remuneration Report and a closely related party of such a member (each an **Excluded Person**). However, the Company will not disregard a vote if it is not cast on behalf of an Excluded Person and either:

- (1) it is cast by an Excluded Person as proxy for a person who is entitled to vote, and the proxy form specifies how the proxy is to vote on the proposed Resolution; or
- (2) it is cast by the Chair acting as proxy (by appointment or by default), and the appointment 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 key management personnel.

To the extent not excluded by the above, the Company will also disregard any votes cast on Resolution 4 by a Director and associates of a Director. However, without limiting the preceding paragraph, the Company will not disregard any votes if:

- (1) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (2) it is cast by the Chair as proxy (by appointment or by default) for a person who is entitled to vote, in accordance with the direction on the proxy form.

**Hai-Young Lu**  
Company Secretary  
27 October 2014

# Voting information

## Voting entitlements

In accordance with regulation 7.11.37 of the Corporations Regulations 2001, the Company has determined that the shareholding of each person for the purpose of determining entitlements to attend and vote at the Annual General Meeting will be the entitlement of that person set out in the Company's share register as at **7:00pm** (Sydney time) on **Wednesday, 26 November 2014**. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Annual General Meeting.

## Lodging your proxy form

To be valid, your proxy form (and any power of attorney under which it is signed) must be received at an address given below **no later than 48 hours** before the commencement of the Annual General Meeting at Premier's Room, InterContinental Sydney, 117 Macquarie Street, Sydney NSW 2000 at **10:00am** (Sydney time) on **Friday, 28 November 2014**. Any proxy form received after that time will not be valid.

<b>By mail:</b> Computershare Investor Services Pty Limited GPO Box 242 Melbourne, Victoria 3001 Australia	<b>By fax:</b> (within Australia) 1800 783 447 (outside Australia) +61 3 9473 2555
For Intermediary Online Subscribers only (custodians) please visit <a href="http://www.intermediaryonline.com">www.intermediaryonline.com</a> to submit your voting intentions.	

# Glossary

In this Notice of Meeting and the accompanying Explanatory Notes, the following terms have the following meaning unless the context otherwise requires:

<b>Annual General Meeting</b>	means the annual general meeting of the Company.
<b>Annual Report</b>	means the Directors' report, the annual financial report and auditors report in respect of the financial year ended 30 June 2014 of the Company.
<b>ASX</b>	means the securities exchange operated by ASX Limited.
<b>Board</b>	means the Board of Directors.
<b>Chair</b>	means the chair of the Meeting.
<b>Company</b>	means PBD Developments Limited ACN 009 134 114.
<b>Constitution</b>	means the constitution of the Company.
<b>Corporations Act</b>	means the Corporations Act 2001 (Cth).
<b>Director</b>	means a director of the Company.
<b>Equity Securities</b>	means a Share, a right to a Share or Option, an Option, a convertible security and any security that ASX classifies as an equity security.
<b>Explanatory Notes</b>	means the explanatory material accompanying this Notice of Meeting.
<b>Listing Rules</b>	means the listing rules of ASX.
<b>Meeting</b>	means the Annual General Meeting convened under the Notice.
<b>Notice of Meeting or Notice</b>	means this notice of meeting and accompanying Explanatory Notes.
<b>Option</b>	means an option to acquire a Share.
<b>Ordinary Resolution</b>	means a resolution that has been passed by at least 50% of the votes cast by Shareholders entitled to vote on that resolution.
<b>Remuneration Report</b>	means the remuneration report included in the Annual Report.
<b>Resolution</b>	means resolutions 1, 2, 3 and 4, each a resolution for determination at the Meeting.
<b>Share</b>	means a fully paid ordinary share in the capital of the Company.
<b>Shareholder</b>	means a holder of a Share.
<b>Special Resolution</b>	means a resolution that has been passed by at least 75% of the votes cast by Shareholders entitled to vote on that resolution.
<b>Trading Days</b>	Means a day determined by ASX to be a trading day in accordance with Listing Rules.
<b>VWAP</b>	means volume weighted average price.

# Explanatory Notes

These Explanatory Notes contain background material to assist Shareholders in relation to the items of business to be considered at the Meeting and in deciding how to vote on the Resolutions set out in this Notice of Meeting. These Explanatory Notes should be read in conjunction with the accompanying Notice of Meeting.

These Explanatory Notes and all attachments are important documents and should be read carefully and in their entirety before making any decision in relation to the Resolutions.

## Annual Report

Section 317 of the Corporations Act requires the Directors to put before the Meeting the annual report comprising the financial report, directors' report (including the remuneration report) and the auditor's report, for the last financial year that ended before the Meeting.

The Chair will allow a reasonable opportunity for the Shareholders to ask questions or make statements in relation to the Annual Report, but no formal resolution to adopt the Annual Report will be put to Shareholders at the Meeting (except for Resolution 1 regarding adoption of the Remuneration Report).

Shareholders will also be given a reasonable opportunity to ask the auditor questions about the conduct of the audit and the preparation and content of the auditor's report. In addition to taking questions at the Annual General Meeting, written questions about:

- the content of the auditor's report; and
- the conduct of the audit of the Annual Report,

may be submitted no later than 5 business days before the Meeting to the registered office of the Company.

A copy of the Annual Report is available at [www.pbddevelopments.com.au](http://www.pbddevelopments.com.au) within the "Investors" section of the website.

## RESOLUTIONS

### Resolution 1: Adoption of Remuneration Report

Section 250R(2) of the Corporations Act requires that a resolution adopting the Remuneration Report be put to the Shareholders at the Meeting. The vote on this Resolution is advisory only and does not bind the Directors. However, the Directors will take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the Company.

A voting prohibition statement for Resolution 1 is contained in the Notice of Meeting.

In accordance with section 250SA of the Corporations Act, the Chair will allow a reasonable opportunity for Shareholders to ask questions about, or make comments on, the Remuneration Report at the Meeting.

The Remuneration Report is set out on pages 22 to 27 of the Annual Report.

### ***Directors' recommendation***

***The Directors recommend that Shareholders vote in favour of Resolution 1, and expressly notes that the Chair intends to vote undirected proxies in favour of Resolution 1, and that other members of key management personnel or any closely related party of such a member will not be able to vote undirected proxies.***

## **Resolution 2: Re-appointment of David Hunt as a Director**

Resolution 2 relates to the re-appointment of David Hunt.

In accordance with Rule 21.3(2) of the Constitution, one third (or if that is not a whole number, the next lowest whole number) of the Directors, must retire at the Meeting and such a Director is then eligible for re-appointment. Of the present Board, only David is subject to retirement in accordance with Rule 21.3(2), and being eligible offers himself for re-appointment.

A summary of the qualifications and experience of David is provided below:

David was appointed to the Board on 26 November 2010, initially as an alternate Director. David is currently the Chief Financial Officer (**CFO**) of Aveo Group Limited. David has 20 years of relevant experience, which includes earlier roles as CFO of ING Real Estate Investment Management, Group General Manager of Finance at Stockland, Group Financial Controller and Finance Manager at Zurich Financial Services Australia Limited and Group Finance Manager at Legal & General Australia Limited.

*Other current directorships of listed companies*

None

*Former directorships of listed companies in last three years*

Aveo Healthcare Limited (delisted)

MetLifeCare Limited

### ***Directors' recommendation***

***The Directors, with the exception of David Hunt (because of his interest in the Resolution), recommend that Shareholders vote in favour of Resolution 2.***

## **Resolution 3: Approval of Additional 10% Placement Capacity**

### ***Background***

Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of its issued share capital through placements over a 12 month period after the Annual General Meeting (**10% Placement Capacity**).

The 10% Placement Capacity is in addition to the Company's 15% placement capacity under Listing Rule 7.1.

### ***Eligibility criteria***

An eligible entity for the purposes of Listing Rule 7.1A is an entity that:

- (a) has a market capitalisation of \$300 million or less; and
- (b) is not included in the S&P / ASX 300 index.

The Company is an eligible entity as at the time of finalising this Notice of Meeting as the Company has a market capitalisation of circa \$97 million and it is not included in the S&P / ASX 300 index.

Please note that Shareholder approval under Listing Rule 7.1A does not lapse if the Company's market capitalisation subsequently exceeds \$300 million and if it is included in the S&P/ASX 300 index at some time during that period, provided that the Company meets those criteria on the date of the Annual General Meeting.



### **Description of Listing Rule 7.1A**

(a) Shareholder approval

The ability to issue Equity Securities under the 10% Placement Capacity is subject to Shareholder approval by way of a Special Resolution at an Annual General Meeting.

(b) Equity Securities

Any Equity Securities issued under the 10% Placement Capacity must be in the same class as an existing quoted class of Equity Securities of the Company.

As at the date of this Notice of Meeting the classes, and numbers of each class of, the Company's quoted Equity Securities are as follows:

(i) 6,495,629,181 ordinary Shares; and

(ii) 2,783,561,288 options convertible into Shares at an exercise price of \$0.0225 before 31 December 2015.

(c) Formula for calculating the 10% Placement Capacity

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

**A** is the number of shares on issue 12 months before the date of issue or agreement:

- (i) plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;
- (ii) plus the number of partly paid shares that became fully paid in the 12 months;
- (iii) plus the number of fully paid shares issued in the 12 months with approval of holders of shares under Listing Rule 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% placement capacity without shareholder approval; and
- (iv) less the number of fully paid shares cancelled in the 12 months.

*Note that A has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.*

**D** is 10%

**E** is the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of shareholders under Listing Rule 7.1 or 7.4.

(d) 10% placement period

Shareholder approval of the 10% Placement Capacity under Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the earlier to occur of:

- (i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained; or
- (ii) the date of the approval by shareholders of a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (disposal of main undertaking),

or such longer period if allowed by ASX (**10% Placement Period**).

***Specific information required by Listing Rule 7.3A***

Pursuant to and in accordance with Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Capacity as follows:

- (a) The Equity Securities will be issued at an issue price of not less than 75% of the VWAP for the Company's Equity Securities over the 15 Trading Days on which trades in the relevant class of Equity Securities were recorded immediately before:
  - (i) the date on which the price at which the Equity Securities are to be issued is agreed; or
  - (ii) if the Equity Securities are not issued within five Trading Days of the date in paragraph (a)(i) above, the date on which the Equity Securities are issued.
- (b) If Resolution 3 is approved by Shareholders and the Company issues Equity Securities under its 10% Placement Capacity, the existing Shareholders voting power in the Company will be diluted as shown in the table below. There is a risk that:
  - (i) the market price for the Company's Equity Securities may be significantly lower on the date of the issue of the Equity Securities than on the date of the Annual General Meeting; and
  - (ii) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's quoted Equity Securities on the issue date.

The table below shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable 'A' calculated in accordance with the formula in Listing Rule 7.1A(2) as at the date of this Notice of Meeting.

The table shows:

- (i) two examples where variable 'A' has increased, by 50% and 100%. The number of Shares on issue may increase as a result of issues of Shares that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under Listing Rule 7.1 that are approved at a future Shareholders meeting; and
- (ii) two examples where the issue price of Shares has decreased by 50% and increased by 100% as against the current market price.

Variable "A" in Listing Rule 7.1A.2	Dilution			
		\$0.0075 50% decrease in issue price	\$0.015 issue price	\$0.03 100% increase in issue price
<b>Current variable "A"</b> 6,495,629,181 Shares	<b>10% voting dilution</b>	649,562,918 Shares	649,562,918 Shares	649,562,918 Shares
	<b>Funds raised</b>	\$4.9 million	\$9.7 million	\$19.5 million
<b>50% increase in current variable "A"</b> 9,743,443,772 Shares	<b>10% voting dilution</b>	974,344,377 Shares	974,344,377 Shares	974,344,377 Shares
	<b>Funds raised</b>	\$7.3 million	\$14.6 million	\$29.2 million
<b>100% increase in current variable "A"</b> 12,991,258,362 Shares	<b>10% voting dilution</b>	1,299,125,836 Shares	1,299,125,836 Shares	1,299,125,836 Shares
	<b>Funds raised</b>	\$9.7 million	\$19.5 million	\$39.0 million

The table has been prepared on the following assumptions:

- (i) the Company issues the maximum number of Equity Securities available under its 10% Placement Capacity;
- (ii) the 10% voting dilution reflects the aggregate percentage dilution against the issued Shares at the time of issue. This is why the voting dilution is shown in each example as 10%;

- (iii) the table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Capacity, based on that Shareholder's holding at the date of the Meeting;
  - (iv) the table only shows the effect of issues of Equity Securities under Listing Rule 7.1A, and not the 15% placement capacity under Listing Rule 7.1;
  - (v) the table assumes that only Shares are issued under the 10% Placement Capacity, and that if Options are issued under the 10% Placement Capacity, they are converted into Shares for the purpose of calculating the voting dilution effect on Shareholders; and
  - (vi) the current Share price is assumed to be \$0.015, being the closing Share price on 8 October 2014.
- (c) The Company will only issue Equity Securities under its 10% Placement Capacity during the 10% Placement Period.
- (d) The Company may seek to issue the Equity Securities for the following purposes:
- (i) to raise cash – in this case, the Company may use the funds raised from the issue of Equity Securities for working capital or for other capital management purposes; or
  - (ii) as non-cash consideration, such as for the acquisition of assets, subject to applicable ASX requirements – in such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3.
- (e) The Company will comply with the disclosure obligations under Listing Rule 7.1A.4 and Listing Rule 3.10.5A upon issue of any Equity Securities.
- (f) The Company's allocation policy is dependent on prevailing market conditions at the time of any proposed issue under its 10% Placement Capacity. The identity of the allottees of Equity Securities will be determined on a case by case basis having regard to the factors including but not limited to the following:
- (i) the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing Shareholders can participate;
  - (ii) the effect of the issue of the Equity Securities on the control of the Company;
  - (iii) the financial position and solvency of the Company; and
  - (iv) advice from corporate, financial and broking advisors (if applicable).
- (g) In the 12 months preceding the date of this Meeting, the total net number of Equity Securities issued by the Company is:
- (i) 2,783,952,338 Shares; and
  - (ii) 3,233,561,286 listed and unlisted Options.

In total, this represents 162.12% of the Equity Securities on issue at the commencement of the 12 month period.

During the past 12 months, the following shares have been issued:

Date of issue	# of securities	Class	Issue price	Discount to market price	Total consideration	Valuation	Basis of allotment
29/11/13, 9/12/13, 20/12/13 & 23/01/14	2,783,756,813	Shares	\$0.015	26.9%	\$41.8 million	N/A	Rights issue
29/11/13, 9/12/13, 20/12/13 & 23/01/14	2,783,756,813	Listed Options <sup>1</sup>	Nil	N/A	Nil	N/A	Free Options as part of rights issue
24/01/14, 27/02/14, 11/04/14 & 9/05/14	195,525	Shares	\$0.0225	N/A	\$4,399	N/A	Exercise of Options granted via rights issue dated November 2013 by a Shareholder
28/02/2014	200,000,000	Management Options <sup>2</sup>	Nil	N/A	Nil	\$560,000	Select management personnel of the Company
7/04/2014	49,999,998	Director Options <sup>3</sup>	Nil	N/A	Nil	\$275,000	Select Directors
28/08/2014	200,000,000	Burwood Square project Options <sup>4</sup>	Nil	N/A	Nil	\$677,089	To B1 Holdings Pty Ltd in lieu of an extension fee in relation to the Burwood Square project

**Notes:**

- <sup>1</sup> The listed Options have an expiry date of 31 December 2015 and an exercise price of \$0.0225.
- <sup>2</sup> The management Options have an expiry date of 31 December 2015 and an exercise price of \$0.02.
- <sup>3</sup> The Director Options have an expiry date of 31 March 2016 and an exercise price of \$0.02.
- <sup>4</sup> The Burwood Square project Options have an expiry date of 30 June 2016 and an exercise price of \$0.015.

At the date of this Notice of Meeting, the Company has on issue 6,495,629,181 Shares.

In the 12 months preceding the date of the Meeting, the Company has issued 2,783,952,338 quoted Equity Securities for a total cash consideration of \$41,760,752. The cash consideration has been used for the following purposes:

(i)	Repayment of the St.George loan facility	\$25,482,704
(ii)	Repayment of the Mulpha loan facility	\$12,367,768
(iii)	Working capital	\$3,698,158
(iv)	Costs associated with capital raise	\$212,122

In the 12 months preceding the date of the Meeting, the Company has issued no quoted Equity Securities and 200,000,000 unquoted Equity Securities as a non-cash payment. The non-cash payment was in respect of the Burwood Square project extension fee.

In the 12 months preceding the date of the Meeting, the Company has issued 2,783,756,813 quoted Equity Securities and 249,999,998 unquoted Equity Securities for nil consideration.

- (h) The allottees under the 10% Placement Capacity have not been determined as at the date of this Notice of Meeting but may include existing substantial Shareholders and/or new Shareholders, who are not related parties or associates of a related party of the Company. A voting exclusion statement is included in this Notice of Meeting. As at the date of this Notice of Meeting, the Company has not approached any particular existing Shareholder or potential Shareholder to participate in the issue of the Equity Securities. Therefore, no existing Shareholder's votes will be excluded under the voting exclusion in the Notice.

Given the present financial circumstances of the Company, the Directors believe this Resolution 3, if approved by Shareholders, will provide the Company with the added flexibility to raise capital quickly, if the Directors determine it to be in the best interests of the Company.

### ***Directors' recommendation***

***The Directors recommend that Shareholders vote in favour of Resolution 3.***

### **Resolution 4: Directors' Fees Determination**

#### ***Background***

Under Clause 22.1 of the Constitution, the current maximum amount payable to non-executive directors is \$400,000 per year. Resolution 4 seeks approval to increase the amount payable by \$200,000 to a maximum total of \$600,000 per year. This represents an increase over the previous cap in an environment where the demands on the Company's non-executive Directors are increasing and the Company will need to adjust its remuneration practices in order to recruit and retain sufficiently qualified and experienced Directors.

If the Resolution is passed the Company is not currently proposing to change Directors' remuneration. Each non-executive Director (other than the Chair) is currently paid a base fee of \$40,000 per year plus 9.5% super (\$131,400 in total). The Chair's base fee is \$80,000 per year plus 9.5% super (\$87,600 in total). The independent Directors were also awarded Options in 2014. The amount to be expensed for these Options in the 2015 financial year is \$138,640 in total. Total expected Directors' remuneration in the 2015 financial year is \$357,640, leaving \$42,360 available under the current cap. The increase in the cap is sought to:

- (a) allow the Company to pay non-executive Directors fees that the Company believes are commensurate with their responsibilities and that are comparable to and competitive with such fees paid to directors in peer companies; and
- (b) give the Company the flexibility in the future to:
- (i) increase fees payable to existing non-executive Directors so as to retain their skills and experience in increasingly competitive markets for such skills and experience and in an environment where their responsibilities increase commensurately with the growth in size and complexity of the Company's business;
  - (ii) pay for additional roles or responsibilities assumed by particular non-executive Directors from time to time that are over and above those assumed by the other non-executive Directors; and
  - (iii) enable the Company to attract and recruit additional and suitably qualified non-executive Directors to complement or replace existing non-executive Directors from time to time as the Company pursues its growth trajectory or as existing Directors retire.

**Listing Rule requirements**

The following information is provided for the purposes of Listing Rules 10.17:

- (a) the Company does not currently propose to increase the non-executive Directors remuneration;
- (b) if Resolution 4 is approved by Shareholders, the maximum amount of remuneration payable to non-executive Directors will be an amount of \$600,000; and
- (c) details of securities issued to non-executive Directors under Listing Rules 10.11 and 10.14 with the approval of Shareholders over the preceding three years are as follows:

Non-executive Director	Date of issue	# of securities granted
Cerena Fu	7/04/2014	16,666,666
David Hunt	7/04/2014	16,666,666
Marcus Seow	7/04/2014	16,666,666

**Directors' recommendation**

***The Directors recommend that Shareholders vote in favour of Resolution 4.***







ABN 12 009 134 114

000001 000 PBD  
MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

## Lodge your vote:



Online:

[www.investorvote.com.au](http://www.investorvote.com.au)



By Mail:

Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia

Alternatively you can fax your form to  
(within Australia) 1800 783 447  
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## For all enquiries call:

(within Australia) 1300 850 505  
(outside Australia) +61 3 9415 4000

## Proxy Form



### Vote and view the annual report online

- Go to [www.investorvote.com.au](http://www.investorvote.com.au) or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

### Your access information that you will need to vote:

Control Number: 999999

SRN/HIN: I999999999

PIN: 99999

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.



For your vote to be effective it must be received by 10:00am (Sydney time) Wednesday 26 November 2014

### How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

#### Appointment of Proxy

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

### Signing Instructions for Postal Forms

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

### Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the help tab, "Printable Forms".

**Comments & Questions:** If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,  
or turn over to complete the form** ➔

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

☐

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

# Proxy Form

Please mark ☒ to indicate your directions

## STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of PBD Developments Limited hereby appoint

☐ the Chairman of the Meeting

 OR 

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate 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, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of PBD Developments Limited to be held at the Premier's Room, InterContinental Sydney on Friday, 28 November 2014 at the following address: 117 Macquarie Street, Sydney NSW 2000 at 10:00am and at any adjournment or postponement of that Meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Items 1 and 4 (except where I/we have indicated a different voting intention below) even though Items 1 and 4 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Items 1 and 4 by marking the appropriate box in step 2 below.

## STEP 2 Items of Business



**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-appointment of David Hunt as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Approval of Additional 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Directors' Fees Determination	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. 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.

## SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date

/ /