

Indopac Holdings Limited

ABN 61 113 538 533

Lodge your vote:



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
(outside Australia) +61 3 9473 2555

For intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

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

Proxy Form

For your vote to be effective it must be received by 2:00pm (Sydney time) Tuesday, 25 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

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 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.

Turn over to complete the form ➔



View the annual report or update your securityholding, 24 hours a day, 7 days a week:

www.investorcentre.com

- ☒ Access the annual report
- ☒ Review your securityholding
- ☒ Update your securityholding

Your secure access information is:

SRN/HIN:



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

☐

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.

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 Indopac Holdings 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 Indopac Holdings Limited to be held at Level 20, Australia Square, 264 George Street, Sydney NSW 2000 on Thursday, 27 November 2014 at 2:00pm 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 Item 1 (except where I/we have indicated a different voting intention below) even though Item 1 is 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 Item 1 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 Election of Director – Mr Cliff Sanderson	<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 ____/____/____



Indopac Holdings Limited

ACN 113 538 533



Notice of Annual General Meeting

This is an important document. Please read it carefully.

If you are unable to attend the Annual General Meeting, please complete the proxy form enclosed and return it in accordance with the instructions set out on that form.

The Annual General Meeting of the Company will be held at the offices of Intrasia Capital at:
Level 20 Australia Square, 264 George Street, Sydney NSW 2000

Time and Place of Meeting and How to Vote

Venue

The Annual General Meeting of Shareholders of the Company will be held at:

Level 20, Australia Square 264 George Street Sydney NSW 2000	Commencing: 2 pm (Sydney time) on Thursday, 27 November 2014
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How to Vote

You may vote by attending the Meeting in person, by proxy or authorised representative.

Voting in Person

To vote in person, attend the Meeting on the date and at the place set out above.

Voting by Proxy

To vote by proxy, please complete and sign the proxy form enclosed with this Notice of Meeting to our Share Registrar, Computershare Investor Services Pty Limited, GPO Box 242 , Melbourne VIC 2001, or by facsimile to 1800 783 447 (outside Australia + 61 3 9473 2555) by 2 pm on Tuesday, 25 November 2014.

Your proxy form is enclosed.

Indopac Holdings Limited

ACN 113 538 533

NOTICE OF 2014 ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders will be held at 2 pm (Sydney time) on Thursday, 27 November 2014 at the offices of Intrasia Capital, Level 20 Australia Square, 264 George Street, Sydney NSW 2000.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and the Proxy Form are part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders of the Company at 7 pm (Sydney time) on Tuesday, 25 November 2014.

AGENDA

ORDINARY BUSINESS

Financial Statements and Reports

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2014 together with the declaration of the directors, the Directors' report and the auditor's report.

Resolution 1 – Adoption of Remuneration Report

To consider and, if thought fit, to pass the following Resolution as a **non-binding advisory resolution**:

"That the Company approves the adoption of the Remuneration Report for the year ended 30 June 2014".

Resolution 2 – Retirement by Rotation and Election of Director – Mr Cliff Sanderson

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

"Pursuant to clause 13.2 of the Company's Constitution and for all other purposes, Mr Cliff Sanderson be re-elected as a Director of the Company."

Voting Exclusion Statement

Pursuant to Section 250R of the Corporations Act, the Company will disregard any votes cast on Resolution 1 by or on behalf of:

- a member of the key management personnel (KMP) of the Company, details of whose remuneration are included in the Remuneration Report for the year ended 30 June 2014 (**KMP**); or
- a closely related party of a KMP,

whether the votes are cast as Shareholder, proxy or in any other capacity.

However, a vote may be cast on Resolution 1 by a KMP or a closely related party of a KMP if:

- it is cast as a proxy;
- the appointment is in writing and specifies how the proxy is to vote on Resolution 1; and
- it is not cast on behalf of another KMP or a closely related party of another KMP.

For further important comments on proxy voting, especially in relation to undirected proxies, please see the detailed notes on Resolution 1 in the Explanatory Statement and Proxy Instructions Form below.

Dated this 23rd day of October 2014

By Order of the Board



Graeme Robertson
Chairman

Notes:

1. A Shareholder of the Company who is entitled to attend and vote at a general meeting of Shareholders is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy may be appointed to represent a specified proportion of the Shareholder's voting rights. If the Shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes. A proxy need not be a Shareholder of the Company.
2. Where a voting exclusion applies, the Company need not disregard a vote if 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 to vote as the proxy decides or 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. In accordance with Regulation 7.11.37 of the Corporations Act, the Directors have set a snapshot date to determine the identity of those entitled to attend and vote at the Meeting. The snapshot date is 7 pm (Sydney Time) on Tuesday, 25 November 2014.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at 2 pm (Sydney time) on Thursday, 27 November 2014 at Level 20 Australia Square, 264 George Street, Sydney NSW 2000.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

Financial Statements and Reports

The Corporations Act requires the Company to place its financial report, Directors' report and auditor's report for the last financial year before the Annual General Meeting. No resolution is required for this item, but Shareholders will be given a reasonable opportunity to ask questions and to make comments on the reports and the management and performance of the Company.

The Company's auditor will also be present at the meeting and Shareholders will be given a reasonable opportunity to ask the auditor questions about the conduct of the audit, the preparation and content of the Auditor's report, the accounting policies adopted by the Company and the independence of the auditor.

The Company's 2014 annual financial statements are set out in the Company's 2014 annual report which can be obtained upon request to the Company Secretary (telephone +61 2 9199 5556).

1. Resolution 1 – Adoption of Remuneration Report

The Corporations Act 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, 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 (Key Management Personnel). The Remuneration Report is part of the Directors' report contained in the annual financial report of the Company for the financial year ending 30 June 2014.

The vote on the resolution for adoption of the Remuneration Report is advisory only and does not bind the Directors or the Company. However, if at least 25% of the votes cast on the resolution at the Annual General Meeting are against adoption of the Remuneration Report, then:

- if comments are made on the Remuneration Report at the Annual General Meeting, the Company's Remuneration Report for the financial year ending 30 June 2015 will be required to include an explanation of the Board's proposed action in response or, if no action is proposed, the Board's reasons for this; and
- if, at the Company's 2015 Annual General Meeting, at least 25% of the votes cast on the resolution for adoption of the Remuneration Report for the 2015 financial year are against its adoption, the

Company will be required to put to Shareholders a resolution proposing that a general meeting (**Spill Meeting**) be called to consider the election of directors of the Company (**Spill Resolution**).

The Spill Meeting must be held within 90 days of the date of the 2015 Annual General Meeting. For any Spill Resolution to be passed, more than 50% of the votes cast on the resolution must be in favour of it. If a Spill Resolution is passed, all of the directors (other than the Managing Director and any director taking office since the directors resolved to put the Directors' report to that Annual General Meeting) will cease to hold office immediately before the end of the Spill Meeting unless re-elected at that meeting.

An opportunity will be provided for discussion of the Remuneration Report at the meeting. In relation to the approval of the Remuneration Report of the Company for 2013, less than 25% of the votes cast on that resolution were against it. The Chairman intends to vote all available proxies in favour of Resolution 1.

Directors Recommendation

The Remuneration Report forms part of the Directors' report which has unanimously been adopted by resolution of the Board. The Directors commend it to Shareholders for adoption.

Voting by Proxy: Section 250R of the Corporations Act presently does not allow the Chairman to vote undirected proxies on Remuneration Report resolutions. The Australian Securities and Investments Commission has advised that the Federal Government proposes to amend the law to clarify that chairpersons are permitted to vote undirected proxies in relation to Remuneration Report resolutions if shareholders provide express authorisation for the chairperson to vote such undirected proxies. However, any amendment to the Corporations Act will not be in place for the Annual General Meeting.

The Proxy Form allows Shareholders to direct voting on each of the Resolutions, including Resolution 1, by marking any one of the "For", "Against" or "Abstain" boxes in the Proxy Form for each of the Resolutions. If a Shareholder marks one of these boxes the proxy is a directed proxy.

As a result of recent amendments to the Corporations Act, the Chairman of the Meeting will not vote undirected proxies on Resolution 1 relating to the Remuneration Report. If you appoint the Chairman as your proxy and wish to support Resolution 1, please mark X' in the box as provided in the Proxy Form.

2. Resolution 2 – Retirement by Rotation and Election of Director - Mr Cliff Sanderson

Pursuant to clause 13.2 of the Company's Constitution, one-third of the Directors of the Company (rounded up to the nearest whole number) must retire each year. A retiring Director may then be eligible for re-election.

Resolution 2 seeks Shareholder approval for the re-election of Mr Cliff Sanderson as a Director of the Company.

Details of Mr Sanderson's qualifications and experience are included in the 2014 Annual Report of the Company.

Directors' Recommendation

The Directors (other than Mr Sanderson who abstains given his personal interest in the Resolution), recommend that Shareholders vote in favour of Resolution 2.

Proxy Notes

A Shareholder entitled to attend and vote at the Meeting may appoint a natural person or a corporation as the Shareholder's proxy to attend and vote for the Shareholder at that Meeting. If the Shareholder is entitled to cast 2 or more votes at the Meeting the Shareholder may appoint not more than 2 proxies (an additional Proxy Form will be supplied by the Company on request). Where the Shareholder appoints more than one proxy the Shareholder may specify the proportion or number of votes each proxy is appointed to exercise. If such proportion or number of votes is not specified each proxy may exercise half of the Shareholder's votes. A proxy may, but need not be, a Shareholder of the Company.

The Chairman of the Annual General Meeting intends to vote all undirected proxies in favour of the relevant Resolutions. Further information on voting by proxy in relation to the Resolutions, in particular Resolution 1, is contained in the Proxy Form.

If a Shareholder appoints a body corporate as the Shareholder's proxy to attend and vote for the Shareholder at that Meeting, the representative of the body corporate to attend the meeting must produce the appropriate Certificate of Appointment of Representative prior to admission. A form of the certificate may be obtained from the Company's Share Registry at www.investorcentre.com under the information tab "Downloadable Forms".

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

- Joint Holding: where the holding is in more than one name all of the holders must sign.
- Power of Attorney: if signed under a Power of Attorney, you must have already lodged it with the registry, or alternatively, attach a certified photocopy of the Power of Attorney to this Proxy Form when you return it.
- Companies: a Director can sign jointly with another Director or a Company Secretary. A sole Director who is also a sole Company Secretary can also sign. Please indicate the office held by signing in the appropriate space.

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's Share Registry.

Proxy Forms (and the power of attorney or other authority, if any, under which the Proxy Form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the Proxy Form (and the power of attorney or other authority) must be returned to the Company's share registry, Computershare Investor Services Limited, GPO Box 242, Melbourne VIC 3001, or by facsimile to 1300 783 447 (outside Australia +61 3 9473 2555) no later than 2 pm, Tuesday, 25th November 2014.