



US Masters Holdings

ASX ANNOUNCEMENT - USH

21 November 2014

Notice of AGM

Please find attached a mailing sent to shareholders.

The Company's Annual Report comprises only the documents released to the ASX on 21 August 2014.

James Beecher
Director



US Masters Holdings

IBC No. 29457
ARBN 052 123 930

Lodge your vote:



By Mail:

U.S. Masters Holdings Ltd
Suite 2, Level 40
88 Phillip Street
Sydney NSW 2000 Australia

Alternatively you can fax your form to
+61 2 8314 5555

000001 000 USH

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

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 no later than 7pm (AST) Tuesday, 2 December 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 as they choose. 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 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 information tab, "Downloadable 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 your securityholder information, 24 hours a day, 7 days a week:

www.investorcentre.com

- ☒ Review your securityholding
- ☒ Update your securityholding

Your secure access information is:

SRN/HIN: I9999999999



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

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 U.S. Masters Holdings Ltd hereby appoint

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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 U.S. Masters Holdings Ltd to be held at the Registered Office of the Company at Palm Grove House, Road Town, Tortola, British Virgin Islands on Wednesday, 3 December 2014 at 7pm Atlantic Standard Time (10am on Thursday 4 December 2014 AEDT) and at any adjournment or postponement of that meeting.

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.

Resolution 1 Re-election of James Beecher as a Director

For

Against

Abstain

☐☐☐

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 / /

USH

999999A

Computershare +



US Masters Holdings

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of U.S. Masters Holdings Ltd, incorporated in the British Virgin Islands. IBC No.29457, Australian Registered Business Number 052 123 930 ("**Company**") will be held at the Registered Office of the Company at Palm Grove House, Road Town, Tortola, British Virgin Islands on Wednesday 3 December 2014 at 7pm Atlantic Standard Time (10am on Thursday 4 December 2014 Australian Eastern Daylight Time). A Shareholder may be deemed present at the meeting if he participates by telephone. Shareholders may participate by telephone by dialling +61 3 9011 7100 in the British Virgin Islands or elsewhere outside Australia or 1800 246 489 within Australia and entering the PIN number 875 311#.

The purpose of the Meeting is to consider, and if thought fit, pass the following resolutions.

General Business

To receive the annual financial report of the Company and its controlled entities for the financial year ended 30 June 2014 together with the declaration of the directors, the directors' report, and the auditors' report.

Ordinary Business

1. That James Beecher, a Director, retires and, being eligible, is re-elected as a Director (**Resolution 1**).

Members are referred to the Explanatory Statement accompanying this Notice of Meeting.

Copies of the Annual Report are available at the Company's website
at: www.usmasters.com/announcements

BY ORDER OF THE BOARD

James Beecher
Director & Company Secretary

17 November 2014



EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for Shareholders in connection with the business to be conducted at the Annual General Meeting of the Company to be held at Palm Grove House, Road Town, Tortola, British Virgin Islands on Wednesday 3 December 2014.

General Business

Financial Statements and Reports

The business of the Annual General Meeting will include receipt and consideration of the annual financial report of the Company and its controlled entities for the financial year ended 30 June 2014 together with the declaration of the Directors, the Directors' Report, and the Auditors' Report.

Ordinary Business

Election of Director

Resolution 1

ASX Listing Rule 14.4 states that a director must not hold office (without re-election) past the third annual general meeting following the director's appointment or 3 years, whichever is the longer. ASX Listing Rule 14.5 states that an entity which has directors must hold an election of directors each year. To comply with these Director rotation provisions James Beecher retires at this year's Annual General Meeting.

Information on James Beecher is contained in the Company's 2014 Annual Report.

Each of the directors other than James Beecher recommends the re-election of James Beecher.



US Masters Holdings



Notes for completion and Lodgement

Please direct your proxy how to vote

For your vote to be counted, the Proxy Form must be completed in accordance with instructions and lodged with the Company **no later than 7 pm (AST) on Tuesday 2 December 2014.**

Proxies may be lodged by mail, or by fax.

Mailing Address:

U.S. Masters Holdings Ltd
Suite 2, Level 40
88 Phillip Street
Sydney NSW 2000 Australia

Facsimile:

+61 2 8314 5555

1. A member entitled to attend and vote is entitled to appoint not more than two proxies to attend and vote on their behalf.
2. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the member's voting rights.
3. Proxies need not be members of the Company. The Chairman of the meeting will act as a proxy in the absence of directions otherwise.

For the purpose of the meeting, securities will be taken to be held by the persons who are registered holders at close of business on Monday 1 December 2014. Transactions registered after that time will be disregarded in determining entitlements to attend and to vote at the meeting.

