

CL ASSET HOLDINGS LIMITED
ABN 38 104 475 345
NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the members of CL Asset Holdings Limited (the **Company**) will be held on Thursday 26 November 2009 at 10.00 a.m. at Level 2, 28 Clarke Street, Crows Nest NSW 2065.

ORDINARY BUSINESS

1. **ACCOUNTS AND REPORTS**

To receive the financial report, directors' report and auditor's report for CL Asset Holdings Limited and its controlled entities for the financial year ended 30 June 2009.

2. **RESOLUTION 1: REMUNERATION REPORT**

To consider and, if thought fit, to pass the following ordinary resolution:

“THAT the remuneration report be adopted.”

Note that the vote on this item is advisory only and does not bind the Directors of the Company.

3. **RESOLUTION 2: ELECTION OF DIRECTOR**

To consider and, if thought fit, to pass the following ordinary resolution:

“THAT Mr Peter Mitropoulos, who retires in accordance with the Company's Constitution, be elected as a Director of the Company.”

4. **GENERAL**

To transact any business which may be lawfully brought forward.

By order of the Board of Directors



Henry Kam
Company Secretary
6 October 2009

PROXIES AND VOTING

PROXY

A shareholder who is entitled to attend and cast a vote at the meeting has a right to appoint a proxy to attend and vote instead of the shareholder. The proxy need not be a shareholder. A shareholder is entitled to cast two or more votes and may appoint two proxies and may specify the proportion and number of votes which each proxy is appointed to exercise.

To be valid, all proxy forms must be received by the Company's Share Registrar, Computershare Investor Services Pty Limited no later than 48 hours before the commencement of the meeting ("**Proxy Deadline**"). Proxy forms may be submitted in either of the following ways:

1. by post in the reply paid envelope provided. Please allow sufficient time so that it reaches Computershare Investor Services Pty Limited by the Proxy Deadline; or
2. by facsimile to Computershare Investor Services Pty Limited (03) 9473 2118. Any proxy form sent by facsimile must be received by the Proxy Deadline.

CORPORATE REPRESENTATIVES

Any corporate shareholder wishing to appoint a person to act as its representative at the meeting may do so by providing that person with:

1. a letter or certificate, executed in accordance with the company's Constitution, authorising him or her to act as the Company's representative; or
2. a copy of the resolution, certified by the secretary or director of the corporate shareholder, appointing the representative.

SHAREHOLDERS ELIGIBLE TO VOTE

As determined by the Board of Directors, only persons who hold shares in the Company as at 7 p.m. on Tuesday 24 November 2009 will be eligible to vote at the meeting.



ASSET HOLDINGS

CL Asset Holdings Limited

ABN 38 104 475 345

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

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 all enquiries call:

(within Australia) 1300 855 080
(outside Australia) +61 3 9415 4000

Proxy Form

For your vote to be effective it must be received by 10.00am on Tuesday 24 November 2009

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 (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.

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.computershare.com.

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: I999999999



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

MR SAM SAMPLE
FLAT 123
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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 CL Asset 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, as the proxy sees fit) at the Annual General Meeting of CL Asset Holdings Limited to be held at Level 2, 28 Clarke Street, Crows Nest NSW 2065 on Thursday, 26 November 2009 at 10.00am and at any adjournment 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.

	For	Against	Abstain
1 To adopt the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 To re-elect Mr Peter Mitropoulos as a Director	<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.

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 / /