



**FACILITATE DIGITAL HOLDINGS LIMITED**  
ABN 84 093 823 253

**NOTICE OF 2009 ANNUAL GENERAL MEETING**

**Notice is given that the Annual General Meeting of Facilitate Digital Holdings Limited (the Company) will be held at 11:00am on Monday 19 October 2009 at the office of the Company at Suite 1, 420 Elizabeth Street, Surry Hills, NSW, 2010.**

This notice should be read in conjunction with the accompanying Explanatory Memorandum. A proxy form accompanies this notice.

**A. CONSIDERATION OF REPORTS**

To receive and consider the Financial Report, the Directors' Report and the Independent Audit Report of the Company for the financial year ended 30 June 2009 ("Financial Reports").

**B. ITEMS FOR APPROVAL**

**Resolution 1 – Adoption of Remuneration Report**

To consider and, if thought fit, pass the following as an advisory resolution of the Company:

*"That, the Company's Remuneration Report for the year ended 30 June 2009 (set out in the Directors' Report) be adopted."*

**Resolution 2 – Re-election of a Director, Stuart Simson**

To consider and, if thought fit, pass the following as an ordinary resolution of the Company:

*"That, Stuart Simson, who retires in accordance with Rule 55.2 of the Company's Constitution, and having offered himself for re-election and being eligible, is hereby re-elected as a Director of the Company."*

**Resolution 3 – Re-election of a Director, Geoff Dixon**

To consider and, if thought fit, pass the following as an ordinary resolution of the Company:

*"That, Geoff Dixon, who retires in accordance with Rule 55.2 of the Company's Constitution, and having offered himself for re-election and being eligible, is hereby re-elected as a Director of the Company."*

**Resolution 4 – Ratification of Shares Issued**

To consider and, if thought fit, pass the following resolution as an ordinary resolution of shareholders of the Company:

*"That, for the purposes of ASX Listing Rule 7.4, and for all other purposes, the Company ratifies the allotment and issue of 12,924,283 ordinary fully paid shares to EyeWonder, Inc."*

**Voting Exclusion Statement**

In accordance with ASX Listing Rule 14.11.1, the Company will disregard any votes cast on Resolution 3 by EyeWonder, Inc. and its associates. However, the Company need not disregard a vote if:

- (a) 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
- (b) 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.

#### **Resolution 5 – Grant of Options to Director – S. Simson**

To consider and, if thought fit, pass the following resolution as an ordinary resolution of shareholders of the Company:

*“That, for the purposes of ASX Listing Rule 10.11, and for all other purposes, approval is given for grant to Stuart Simson of 750,000 options which may convert to ordinary shares in the capital of the Company on a one-for one basis on the terms described in the Explanatory Statement which forms part of this Notice of Meeting.”*

#### **Voting Exclusion Statement**

In accordance with ASX Listing Rule 14.11.1, the Company will disregard any votes cast on Resolution 5 by any director of the Company and their associates. However, the Company need not disregard a vote if:

- (a) 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
- (b) 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.

#### **Resolution 6 – Grant of Options to Director – G. Dixon**

To consider and, if thought fit, pass the following resolution as an ordinary resolution of shareholders of the Company:

*“That, for the purposes of ASX Listing Rule 10.11, and for all other purposes, approval is given for grant to Geoff Dixon of 750,000 options which may convert to ordinary shares in the capital of the Company on a one-for one basis on the terms described in the Explanatory Statement which forms part of this Notice of Meeting.”*

#### **Voting Exclusion Statement**

In accordance with ASX Listing Rule 14.11.1, the Company will disregard any votes cast on Resolution 6 by any director of the Company and their associates. However, the Company need not disregard a vote if:

- (a) 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
- (b) 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.

DATED: 15 September 2009

BY ORDER OF THE BOARD  
FACILITATE DIGITAL HOLDINGS LIMITED



Jim Story

Company Secretary

## Notes

### 1. Proxies

If you are a shareholder entitled to attend and vote, you may appoint an individual or a body corporate as a proxy. If a body corporate is appointed as a proxy, that body corporate must ensure that it appoints a corporate representative in accordance with section 250D of the Corporations Act to exercise its powers as proxy at the AGM.

If you are entitled to cast two or more votes, you may nominate one or two persons to vote on your behalf at the AGM. If two proxies are appointed, each proxy may be appointed to represent a specified number or proportion of your votes. Fractions of votes resulting from the appointment of proxies will be disregarded. If no such number or proportion is specified, each proxy may exercise half your votes. A proxy form and a reply paid envelope have been included for members with the notice of meeting. Proxy voting instructions are provided on the back of the proxy form.

A proxy need not be a holder of Facilitate Digital Holdings Limited shares. If you wish to direct a proxy how to vote on any resolution, place a mark (e.g. a cross) in the appropriate box on the proxy form and your votes may only be exercised in that manner. You may split your voting direction by inserting the number of shares or percentage of shares that you wish to vote in the appropriate box.

### 2. Proxy Delivery

Proxies given by post, fax or delivery must be received by Facilitate Digital Holdings Limited's share registry, Link Market Services Limited by no later than **11.00 am (Sydney time) on 17 October 2009 being 48 hours before the AGM:**

By post: Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235

By facsimile: In Australia (02) 9287 0309  
From outside Australia +61 2 9287 0309

By delivery: Link Market Services Limited  
Level 12, 680 George Street  
Sydney NSW 2000

Any revocations of proxies must be received at one of these places before the commencement of the meeting, or at the registration desk for the meeting from **11:00 am** on the day of the meeting until the commencement of the meeting.

### 3. Power of Attorney

If a member has appointed an attorney to attend and vote at the meeting, or if the proxy is signed by an attorney, the power of attorney (or a certified copy of the power of attorney) must be received by Facilitate Digital Holdings Limited's share registry, **Link Market Services Limited, at the address or fax number in 2. above, by no later than 11.00 am (Sydney time) on 17 October 2009 being 48 hours before the AGM**, unless the power of attorney has been previously lodged with Facilitate Digital Holdings Limited's share registry for notation and has not expired or otherwise been revoked.

### 4. Corporate Representatives

If a corporate member wishes to appoint a person to act as its representative at the meetings, that person should be provided with a letter or certificate authorising him or her as the company's representative (executed in accordance with its constitution) or with a copy of the resolution appointing the representative, certified by a secretary or director of the company. A form of certificate may be obtained from the Company's share registry.

### 5. Members Eligible to Vote

In accordance with Reg. 7.11.37 of the Corporations Regulations 2001, the Board has determined that persons who are registered holders of shares of the Company as at **11:00am (Sydney time) on 17 October 2009** will be entitled to attend and vote at the Meeting as a shareholder.

### 6. Voting at the Meeting

An ordinary resolution will be passed where more than 50% of the eligible votes cast are in favour of it.

## **EXPLANATORY STATEMENT**

Information included in this Explanatory Statement is intended to assist with your consideration of the ordinary business proposed at the Facilitate Digital Holdings Limited's Annual General Meeting ("AGM").

The purpose of this Explanatory Statement is to provide Shareholders with information that is reasonably required by Shareholders to decide how to vote upon the resolutions. The Directors recommend that Shareholders read this Explanatory Statement before determining whether or not to support the Resolutions.

## **CONSIDERATION OF ACCOUNTS**

The 2009 Annual Report, which contains the Financial Reports for the year ended 30 June 2009, will be placed on the Company's website following its release to the market. Each shareholder who has requested it will have received a hard copy of the Annual Report.

Following the consideration of the Financial Reports, the Chairman will give shareholders a reasonable opportunity to ask questions about or comment on the management of the Company. The Chairman will also give shareholders a reasonable opportunity to ask the Auditor questions relevant to:

- the conduct of the audit;
- the preparation and content of the Independent Audit Report;
- the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- the independence of the Auditor in relation to the conduct of the audit.

The Chairman will also give the Auditor a reasonable opportunity to answer written questions submitted by shareholders that are relevant to the content of the Independent Audit Report or the conduct of the audit. A list of written questions, if any, submitted by shareholders will be made available at the start of the AGM and any written answer tabled by the Auditor at the AGM will be made available as soon as practicable after the AGM.

## **ORDINARY BUSINESS**

### **Resolution 1 – Adoption of Remuneration Report**

The Remuneration Report is available on pages 25 to 31 of 2008 Facilitate Digital Holdings Limited's Annual Report and can also be viewed under the "Investor Relations" section of the Company's website ([www.facilitatedigital.com](http://www.facilitatedigital.com)). The Remuneration Report sets out the remuneration policy for the Company and its controlled entities, and reports the remuneration arrangements in place for Key Management Personnel (identified for the purposes of the Accounting Standards) and other Facilitate Digital Holdings Limited employees.

Section 250R(2) of the Corporations Act 2001 requires listed companies to put an annual non-binding resolution to shareholders to adopt the Remuneration Report. In line with the legislation, this vote will be advisory only, and does not bind the Directors or the Company. However, the Board will take the outcome of the vote into consideration when considering the Company's remuneration policy.

The Chairman will give shareholders a reasonable opportunity to ask questions about or make comments on the Remuneration Report.

### **Resolution 2 – Re-election of a Director, Stuart Simson**

Mr Simson was appointed as a director on 10 July 2009.

Stuart Simson has 39 years experience in media and marketing. He is a former Chairman of emitch Limited, a leading online media agency, and is Director of specialist online media agency, Switch Digital Pty Ltd. He is a director of MOKO.mobi Limited and Parts All Over Pty Ltd. Mr Simson is a former Managing Director of The Age and Sunday Age, and Editor and CEO of BRW Publications. He is a Council Member of Leadership Victoria.

### **Resolution 3 – Re-election of a Director, Geoff Dixon**

Mr Geoff Dixon was appointed as a director on 10 July 2009.

Geoff Dixon is one of Australia's most experienced and successful corporate executives. He is the former Managing Director and Chief Executive Officer of Qantas Airways Limited and has wide

experience at board level in the media, general business and philanthropic sectors. He is a director of Crown Limited and Consolidated Media Holdings Limited. He is also Chairman of the Garvan Research Foundation, and Deputy Chairman of Tourism Australia.

#### **Resolution 4 - Ratification of Shares issued to EyeWonder, Inc.**

Under ASX Listing Rule 7.1, a company must obtain shareholder approval if it wants to issue more than 15% of its equity securities. ASX Listing Rule 7.4.2 provides that shareholders may approve an issue of securities after the fact so that the securities issued are regarded as having been made with approval for the purpose of Listing Rule 7.1.

Accordingly, Resolution 3 is seeking ratification for 12,924,283 shares which were issued on 6 February 2009 without shareholder approval.

These shares were issued to EyeWonder, Inc. as part of an exclusive global partnership agreement. EyeWonder, Inc. is a leading US based provider of interactive digital advertising.

Details concerning the agreement with EyeWonder, Inc. were announced to the ASX on 6 February 2009.

The issue of these shares was within the 15% limit permitted by ASX Listing Rule 7.1. Nevertheless, the Company is requesting that Shareholders ratify the issue of the shares the subject of Resolution 5 for the purpose of ASX Listing Rule 7.4 so that the Company will have the flexibility to issue further securities under ASX Listing Rule 7.1 if the need or opportunity arises.

For the purposes of ASX Listing Rule 7.5, the following information is provided:

- 12,924,283 shares were issued in total.
- The shares were issued at \$0.035 per share.
- The shares are ordinary fully paid shares and rank pari passu with existing ordinary fully paid shares on issue.
- The shares were issued on 6 February 2009.
- The shares were allotted to EyeWonder, Inc.
- Funds raised of \$446,000 were used for working capital purposes
- A Voting Exclusion Statement is set out under the Resolution in the Notice of Meeting.

#### **Resolution 5 - Grant of Options to Director – S. Simson**

Under ASX Listing Rule 10.11, a company must obtain shareholder approval if it wants to issue equity securities to a director. At the time of appointment of Stuart Simson as a director, it was agreed to grant him certain options in the Company, subject to the approval of shareholders as required by the ASX Listing Rules.

Accordingly, Resolution 5 is seeking approval of the grant of the options outlined below to Mr Simson –

- 250,000 options @ \$0.10 exercisable in the period from the date of approval of the grant until 31 October 2012;
- 250,000 options @ \$0.175 exercisable in the period from the date of approval of the grant until 31 October 2012;
- 250,000 options @ \$0.25 exercisable in the period from the date of approval of the grant until 31 October 2012;

Optionholders cannot participate in new issues by the Company without exercising the option. The terms of the options are subject to change to the extent necessary to comply with the listing rules at any time.

The exercise price of these options has been set at a substantial stretch to the prevailing share price.

For the purposes of ASX Listing Rule 10.13, the following information is provided:

- The grantee of the options is Stuart Simson.
- The maximum number of options to be issued is 750,000 to be issued as outlined above.
- It is proposed to issue the options to Mr Simson by no later 26 October 2009, being one week after the date of this meeting, and assuming that the resolution is passed.
- Mr Simson is a director of the Company.

- The terms of the proposed grant of options are outlined above in the explanatory statement for this resolution. The options will be issued for nil consideration.
- A Voting Exclusion Statement is set out under the Resolution in the Notice of Meeting.
- No funds will be raised by the grant of these options.

#### **Resolution 6 – Grant of Options to Director – G. Dixon**

Under ASX Listing Rule 10.11, a company must obtain shareholder approval if it wants to issue equity securities to a director. At the time of appointment of Geoff Dixon as a director, it was agreed to grant him certain options in the Company, subject to the approval of shareholders as required by the ASX Listing Rules.

Accordingly, Resolution 6 is seeking approval of the grant of the options outlined below to Mr Dixon –

- 250,000 options @ \$0.10 exercisable in the period from the date of approval of the grant until 31 October 2012;
- 250,000 options @ \$0.175 exercisable in the period from the date of approval of the grant until 31 October 2012;
- 250,000 options @ \$0.25 exercisable in the period from the date of approval of the grant until 31 October 2012;

Optionholders cannot participate in new issues by the Company without exercising the option. The terms of the options are subject to change to the extent necessary to comply with the listing rules at any time.

The exercise price of these options has been set at a substantial stretch to the prevailing share price.

For the purposes of ASX Listing Rule 10.13, the following information is provided:

- The grantee of the options is Geoff Dixon.
- The maximum number of options to be issued is 750,000 to be issued as outlined above.
- It is proposed to issue the options to Mr Dixon by no later 26 October 2009, being one week after the date of this meeting, and assuming that the resolution is passed.
- Mr Dixon is a director of the Company.
- The terms of the proposed grant of options are outlined above in the explanatory statement for this resolution. The options will be issued for nil consideration.
- A Voting Exclusion Statement is set out under the Resolution in the Notice of Meeting.
- No funds will be raised by the grant of these options.