



**Olea Australis Limited**  
**ACN 089 145 424**

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**Notice of annual general meeting**

Notice is given to the members of the Company that the tenth Annual General Meeting of the Company will be held at Cottesloe Golf Club (Inc), 173 Alfred Road, Swanbourne, Western Australia on 30 November 2009 at 9am.

**Business of the meeting**

**Ordinary business**

**Financial Statements and Reports**

To receive and consider the Annual Financial Report of the Company and its controlled entities together with the Directors' and Auditor's Reports for the financial year ending 30 June 2009.

**Resolution 1: Adoption of Remuneration Report (Non-binding)**

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

*"That in accordance with section 250R(2) of the Corporations Act and for all other purposes the remuneration report as set out in the Annual Financial Report for the financial year ended 30 June 2009 be adopted."*

The vote on Resolution 1 is advisory only and does not bind the Directors of the Company.

**Resolution 2: Re-election of Director – Mr Anthony Marwick**

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

*"That, Anthony Stanley Marwick, who retires by rotation in accordance with the Company's Constitution and, being eligible, offers himself for re-election."*

**Explanatory statement**

Shareholders are referred to the Explanatory Statement accompanying this notice of meeting. The Explanatory Statement is intended to be read in conjunction with, and forms part of, this notice of meeting.

## Annual Report

The Olea Australis Limited Annual Report to Shareholders for the year ended 30 June 2009 is now available for viewing at [www.oleaaustralis.com.au](http://www.oleaaustralis.com.au)

### Entitlement to vote:

It has been determined that under regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), for the purposes of the Annual General Meeting, shares will be taken to be held by the persons who are the registered holders at 9am on 28 November 2009. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

### Proxies:

A shareholder entitled to attend and vote has a right to appoint a proxy to attend and vote instead of the shareholder. The proxy does not need to be a member of the Company.

A shareholder that is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half of the shareholder's votes.

Proxy forms must be received at:

Registered office: Unit 2, 13 Murphy Street  
O'Connor WA 6163

Postal Address: P O Box 39  
Melville WA 6956

Facsimile number: 08 9314 7955

not less than 48 hours before the time for holding the meeting. A proxy form is attached to this notice. Proxy forms can be lodged by facsimile

### By Order of the Board

Dated:



Susan Leach  
Company Secretary

## **Explanatory Statement**

This Explanatory Statement is intended to provide shareholders in Olea Australis Limited ABN 64 089 145 424 ("Company") with sufficient information to assess the merits of Resolutions contained in the Notice of Annual General Meeting of the Company. The directors recommend that shareholders read this Explanatory Statement in full before making any decision in relation to Resolutions.

## **Ordinary business**

### **Financial Statements and Reports**

The *Corporations Act 2001* ("Corporations Act") requires:

- the reports of the directors and auditors; and
- the Annual Financial Report, including the financial statements of the Company for the year ended 30 June 2009,

to be laid before the Annual General Meeting. Neither the Corporations Act requires a vote of shareholders on the reports or statements. However, shareholders will be given ample opportunity to raise questions or comments on the management of the Company.

A reasonable opportunity will be given to members as a whole at the meeting to ask the Company's auditor questions relevant to the conduct of the audit, the preparation and content of the Auditor's 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.

### **Resolution 1: Adoption of Remuneration Report (Non-binding)**

Section 250R(2) of the Corporations Act requires a resolution adopting the Remuneration Report be put at the Annual General Meeting. Section 249L(2) of the Corporations Act requires the Company to inform Shareholders that the resolution on the Remuneration Report will be put at the Annual General Meeting.

Under section 250R(3) of the Corporations Act, Resolution 1 is advisory only and the resolution does not bind the Directors or the Company

### **Resolution 2: Re-election of Director – Mr Anthony Marwick**

Mr Anthony Stanley Marwick was appointed a director on 29 June 2007. Pursuant to Article 7.1 (e) (2) (A) of the Company's Constitution, at every Annual General Meeting of the Company, one-third of the Directors must retire. A retiring director is eligible for re-election.

Accordingly Mr Anthony Marwick retires at this meeting and, being eligible, offers himself for re-election as a Director of the Company.

The experience, qualifications and other information about Mr Anthony Marwick appears below:

Mr Marwick (57) is an executive director of the Company. He comes with a strong marketing and operational background and has previously held the positions of General Manager Australia of S.W. Hart (Solahart Industries) and National Marketing Manager of Playtex Ltd. He established Birwick March Pty Ltd and Solco Industries, establishing 13 manufacturing locations around the world. Mr Marwick is not currently a director of any other listed companies.

The Board unanimously recommends that shareholders vote in favour of the election of Mr Anthony Marwick.

# Proxy Form

**Olea Australis Limited**  
**ACN 089 145 424**

**All correspondence to:**

P O Box 39  
 Melville WA 6956

Telephone + 61 8 9331 7487  
 Fax +61 8 9314 7955

**[Insert Name]**

**[Insert address]**

Reference Number

## Appointment of Proxy

I/We being a member/s of Olea Australis Limited and entitled to attend and vote hereby appoint

the Chairman of the Meeting  
 (mark with an 'X')

OR

Write here the name of the individual or body corporate you are appointing if this individual or body corporate **is someone other than** the Chairman of the Meeting. Please note that a member cannot appoint themselves as their proxy

or failing the person named, or if no person 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 General Meeting of Olea Australis Limited to be held at **Cottesloe Golf Club, 173 Alfred Road, Swanbourne WA** on **30 November 2009** at **9am** and at any adjournment of that meeting.

**Voting directions to your proxy – please mark  to indicate your directions**

	For	Against	Abstain*
<b>Ordinary Business</b>			
<b>Resolution 1: Adoption of Remuneration Report</b>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 2: Re-election of Director – Anthony Marwick</b>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

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

**PLEASE SIGN HERE** This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Security Holder 1

Security Holder 1

Security Holder

Sole Director and  
 Director/Company Secretary  
 Sole Company Secretary

Director

.....  
 Contact Name

.....  
 Contact Daytime Telephone

.....  
 Date

# How to complete this Proxy Form

## 1 Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the individual or body corporate you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the full name of that individual or body corporate in the space provided. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

## 2 Votes on Items of Business

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

## 3 Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by **telephoning the company's registered office on 08 9331 7487** or you may copy this form.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope.

## 4 Signing Instructions

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

- Individual: where the holding is in one name, the holder must sign.
- Joint Holding: where the holding is in more than one name, all of the security holders should sign.
- Power of Attorney: to sign under Power of Attorney, you must have already lodged this document with **the registry**. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

If a representative of a corporate Securityholder or proxy is to attend the meeting written proof of the representative's appointment is to be lodged with or presented to Olea Limited before the meeting.

### Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below not later than 48 hours before the commencement of the meeting at **9am on 30 November 2009**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged at:	Registered office: Unit 2, 13 Murphy Street O'Connor WA 6163  Postal Address: P O Box 39 Melville WA 6956  Facsimile number: 08 9314 7955
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