

# VIENTO GROUP LIMITED

ABN 79 000 714 054

# NOTICE OF 2009 ANNUAL GENERAL MEETING EXPLANATORY MEMORANDUM AND PROXY FORM

# **DATE OF MEETING**

26 November 2009

# TIME OF MEETING

2.30 pm Melbourne Time

# **PLACE OF MEETING**

Parkside Room 3, Bayview Eden Melbourne, 6 Queens Road, Melbourne, Victoria 3004

This Notice of Annual General Meeting and Explanatory Memorandum should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser without delay.

# NOTICE OF 2009 ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the Annual General Meeting of Viento Group Limited ("**Company**") will be held at the Parkside Room, Bayview Eden Melbourne, 6 Queens Road, Melbourne, Victoria 3004 on Thursday, 26 November 2009 at 2.30 pm Melbourne time ("**Meeting**").

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

# **AGENDA**

#### 1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the Financial Report and the reports of the Directors' and of the Auditor for the year ended 30 June 2009.

#### 2. RESOLUTION 1 - REMUNERATION REPORT

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

"The Remuneration Report for the financial year ended 30 June 2009 is adopted."

**Note:** The vote on this Resolution is advisory only and does not bind the Directors or the Company.

# 3. RESOLUTION 2 - RE-ELECTION OF DIRECTOR - MR RAYMOND KING

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

"That Mr Raymond Edward King, being a Director who retires by rotation pursuant to Rule 13.2 of the Constitution of the Company and being eligible, be re-elected as a Director."

# 4. RESOLUTION 3 - APPOINTMENT OF AUDITOR

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

"That, for the purposes of section 327B of the Corporations Act 2001 (Cth) and for all other purposes, WHK Horwath, having been nominated by a shareholder of the Company and having consented in writing to act in the capacity of auditor, be appointed as auditor of the Company."

#### **PROXIES**

- 1. A member who is unable to attend and vote at the meeting may appoint a proxy by completing and returning the attached proxy form in the manner provided below. The proxy need not be a member of the Company.
- 2. A member entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.
- 3. Forms to appoint proxies, and the Power of Attorney (if any) under which they are signed, must be lodged not less than 48 hours before the time of the meeting as follows:
  - by hand:

Viento Group Limited Level 3 11 Queens Road Melbourne, Victoria 3004; or

by mail:

Viento Group Limited Locked Bag 105 South Melbourne, Victoria 3205; or

- by facsimile:
  - +61 3 9866 7029.
- by email:

info@vientogroup.com

Proxy forms must be returned by 2.30 pm Melbourne time on Tuesday 24 November 2009 to be effective. **Proxy forms received later than this time will be invalid**.

## **CORPORATE REPRESENTATIVES**

Any corporate member who has appointed a person to act as its corporate representative at the meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act 2001 (Cth) authorising him or her to act as that company's representative. The representative should bring to the meeting evidence of his or her appointment, including any authority under which the appointment is signed.

# ATTENDANCE AND VOTING ELIGIBILITY

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 7.00 p.m. Melbourne time on Tuesday 24 November 2009.

To vote in person, attend the Meeting on the date and at the place set out in this Notice of Meeting and Explanatory Memorandum.

BY ORDER OF THE BOARD OF DIRECTORS

**Peter Webse** 

**COMPANY SECRETARY** 

23 October 2009

# VIENTO GROUP LIMITED ACN 000 714 054 EXPLANATORY MEMORANDUM

#### INTRODUCTION

This Explanatory Memorandum is intended to provide Shareholders with sufficient information to assess the merits of the resolutions contained in the accompanying Notice of Annual General Meeting of Viento Group Limited.

The Directors recommend Shareholders read this Explanatory Memorandum in full before making any decision in relation to the resolutions.

# ITEM 1: FINANCIAL STATEMENTS AND REPORTS

The Corporations Act 2001 (Cth) requires the Company to lay its Financial Report, Directors' Report and Auditor's Report for the last financial year before the Annual General Meeting.

No resolution is required, but Shareholders will be given the opportunity to ask questions and to make comments on the reports and the management and performance of the Company.

As required under section 250PA of the Corporations Act, at the Annual General Meeting, the Company will make available those questions directed to the auditor and received by the Company by 19 November 2009, being questions which the auditor considers relevant to the content of the Independent Auditor's Report or the conduct of the audit of the Financial Report. Every endeavour will be made during the Annual General Meeting to answer questions submitted by Shareholders. However, depending upon the number and types of questions received, it may not be possible to respond to every submitted question, either at or after the Meeting.

To enable Shareholders who cannot attend the Annual General Meeting to raise issues and to assist the Board and the auditor of the Company in responding to questions, please submit in writing to the Company any questions you may have so that they are received by the Company no later than 19 November 2009.

The Company's 2009 Annual Report is available on the Company's website at <a href="https://www.vientogroup.com">www.vientogroup.com</a>.

# ITEM 2: RESOLUTION 1 - ADOPTION OF REMUNERATION REPORT

Section 298 of the Corporations Act 2001 (Cth) requires that the annual Directors' Report contain a Remuneration Report prepared in accordance with section 300A of the Corporations Act 2001 (Cth).

The Remuneration Report for the financial year ended 30 June 2009 is set out in Directors' Report section of the Company's Annual Report, which is available on the Company's web-site at <a href="https://www.vientogroup.com">www.vientogroup.com</a>.

By way of summary, the Remuneration Report:

- (a) discusses the Company's policy and the process for determining the remuneration of its executive officers and Directors;
- (b) addresses the relationship between the remuneration of the Company's executive officers and the performance of the Company; and
- (c) sets out remuneration details for each Director and each of the executive officers of the Company named in the Remuneration Report for the financial year ended 30 June 2009.

Shareholders are entitled to vote on the question whether the Remuneration Report as contained in the Annual Report for the year ended 30 June 2009 is to be adopted. Section 250R(2) of the Corporations Act 2001 (Cth) requires listed companies to put a resolution to their members that the Remuneration Report be adopted.

Pursuant to section 250R(3), Shareholders should note that the vote on the adoption of the Remuneration Report is advisory only and does not bind the Directors or the Company.

Following consideration of the Remuneration Report, the Chairman, in accordance with section 250SA of the Corporations Act, must give Shareholders a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

# ITEM 3: RESOLUTION 2 - RE-ELECTION OF DIRECTOR, MR RAYMOND KING

Pursuant to Rule 13.2 of the Company's Constitution and Listing Rule 14.4 one third of the Directors (or the number nearest one third) must retire at each annual general meeting and are eligible for reelection. The Directors to retire are those who have been in office for 3 years since their appointment or last re-appointment or who have been longest in office since their appointment or last re-appointment or, if the Directors have been in office for an equal length of time, by agreement. However, these requirements for a Director to retire do not apply to a Managing Director.

Resolution 3 seeks approval for the re-election of Mr Raymond King, who is retiring by rotation under Rule 13.2 of the Company's Constitution and Listing Rule 14.4.

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

Independent Non-Executive Director, age 58

Qualifications: B.Ec (Hons)

Ray joined the Board of Viento Group Limited on 29 November 2007 as non-executive director. He has no other directorships in any other listed companies as at the reporting date or in the past three years. Ray has spent 15 years in the financial services industry in a range of investment advisory roles and a further 20 years in senior economist roles with various public sector entities. He is currently managing director of Sovereign Investment Management, providing specialist investment advice and management consulting work to institutional investors on alternative asset classes and investments.

Prior to this role, Ray was manager of asset consulting services at Towers Perrin before moving to head of wholesale business at Industry Fund Services, where he managed the investment advisory services to a range of major industry superannuation funds and several corporate and public sector superannuation funds and authorities.

Ray commenced his career in market research with Broken Hill Proprietary Co Ltd, before moving into a principal economist role with Australia Post. He was then appointed to chief economist roles at both Telecom Australia and the State Electricity Commission of VIC, before becoming director of financial policy & operations for the Victorian State Department of Management and Budget/Treasury.

The Board unanimously supports the re-election of Mr Raymond King.

# ITEM 4: RESOLUTION 3 - APPOINTMENT OF AUDITOR

Following the relocation of the Company's head office to Melbourne, the change in corporate strategy and the focus on reducing expenses, the Board of the Company considered it appropriate to conduct an audit tender process to ensure that it identified the most appropriate audit firm for the Company going forward under its new business strategy. After an intensive review process, the Board recommends the appointment of WHK Horwath as auditor.

Accordingly, shareholder approval is sought to the appointment of WHK Horwath of Level 6, 256 St George's Terrace, Perth to the office of auditor of the Company. WHK Horwath has consented in writing to its appointment.

PricewaterhouseCoopers has tendered its resignation as auditor to the Company and it has advised the Company that it has applied to the Australian Securities and Investments Commission (ASIC) for consent to resign effective 26 November 2009. It is anticipated that PricewaterhouseCoopers resignation will take effect from the later of that date and the day on which ASIC gives its consent. The Company's expectation is that ASIC's consent will be forthcoming prior to the date of the Annual General Meeting.

In accordance with section 328B(1) of the Corporations Act 2001 (Cth), notice in writing nominating WHK Horwath as auditor had been given to the Company by a shareholder. A copy of this notice is shown in Annexure A to this Explanatory Memorandum.

# Annexure A

KOY PTY LTD A.B.N. 70 954 159 765

Ground Floor 50 Colin Street

WEST PERTH WA 6005 Phone: +61 (08) 9321 9422

Fax: +61 (08) 9321 9433

28 August 2009

The Directors
Viento Group Limited
Level 3
11 Queens Road
MELBOURNE VIC 3004

Dear Sirs

# Nomination of Auditor

In accordance with the provisions of section 328B of the Corporations Act 2001, Koy Pty Ltd, being a shareholder of Viento Group Limited, hereby nominate WHK Horwath of Level 6, 256 St George's Terrace, Perth, Western Australia, for appointment as Auditor of Viento Group Limited at the Annual General Meeting of Viento Group Limited convened for 2.30 pm Melbourne time on 19 November 2009 (or at any adjournment thereof).

Yours faithfully

R C Nichevich

Director Koy Pty Ltd

PROXY FORM
THIS DOCUMENT IS IMPORTANT. IF YOU ARE IN DOUBT AS TO HOW TO DEAL WITH IT, PLEASE CONTACT YOUR STOCK BROKER OR LICENSED PROFESSIONAL ADVISOR.

# **VIENTO GROUP LIMITED**

REGISTERED OFFICE: Level 3 11 Queens Road

ABN: 79 000 714 054

SHARE REGISTRY: Security Transfer Registrars Pty Ltd All Correspondence to: PO BOX 535,

Melbourne VIc 3004															Α	PPLE0 61 8 9 E: reg	CRO 9315 Jistra	770 ISS WA 2333 I r@seci	Cann 6153 F: +61 uritytra	ing H AUS 8 93 nsfer	TRALIA lighway, TRALIA 15 2233 .com.au .com.au
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I/We, the above named, being re	egistered holders of the Con	npany a	and ent	itled t	o atte	nd and v	ote he	ere	by appo	int:											
	OR																				
The meeting Chairperson The name of the person you are appointing (mark with an "X") (if this person is someone other than the Chairperson of the meeting).																					
or failing the person named, or if no person is named, the Chairperson 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 the Company to be held at 2.30pm AEST on Thursday 26 November 2009 at Parkside Room 3, Bayview Eden Melbourne, 6 Queens Road, Melbourne VIC and at any adjournment of that meeting.																					
SECTION B: Voting Directions to your Proxy																					
Please mark "X" in the box to <b>Resolution</b>	indicate your voting direction	ons to y	our Pro	ху.												For		Aga	inst	Ab	stain*
1. Remuneration Report																	]				
2. Re-Election of Director - F	Ray King																]				
3. Appointment of Auditor																	]				
If no directions are given my proxy may vote as the proxy thinks fit or may abstain.  * 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.																					
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My/Our contact details in case of enquiries are:	
NAME	TELEPHONE NUMBER

#### **NOTES**

#### 1. Name and Address

This is the name and address on the Share Register of Viento Group Limited. If this information is incorrect, please make corrections on this form. Shareholders sponsored by a broker should advise their broker of any changes. Please note that you cannot change ownership of your shares using this form.

#### 2. Appointment of a Proxy

If you wish to appoint the Chairperson of the Meeting as your Proxy please mark "X" in the box in Section A. Please also refer to Section B of this proxy form and ensure you mark the box in that section if you wish to appoint the Chairperson as your Proxy.

If the person you wish to appoint as your Proxy is someone other than the Chairperson of the Meeting please write the name of that person in Section A. If you leave this section blank, or your named Proxy does not attend the meeting, the Chairperson of the Meeting will be your Proxy. A Proxy need not be a Shareholder of Viento Group Limited.

#### 3. Directing your Proxy how to vote

To direct the Proxy how to vote place an "X" in the appropriate box against each item in Section B. Where more than one Proxy is to be appointed and the proxies are to vote differently, then two separate forms must be used to indicate voting intentions.

### 4. Appointment of a Second Proxy

You are entitled to appoint up to two (2) 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 share registry +61 8 9315 2333 or you may photocopy this form.

To appoint a second Proxy you must:

- (a) On each of the Proxy forms, 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 of your votes; and
- (b) Return both forms in the same envelope.

#### 5. Signing Instructions

Individual: where the holding is in one name, the Shareholder must sign.

<u>Joint Holding:</u> where the holding is in more than one name, all of the Shareholders must sign.

<u>Power of Attorney:</u> to sign under Power of Attorney you must have already lodged this document with the Company's share 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.

<u>Companies:</u> 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 may sign alone. Otherwise this form must be signed by a Director jointly with either another Director or Company Secretary. Please indicate the office held in the appropriate place.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be lodged with the Company before the meeting or at the registration desk on the day of the meeting. A form of the certificate may be obtained from the Company's share registry.

#### 6. Lodgement of Proxy

Proxy forms (and any Power of Attorney under which it is signed) must be received by Viento Group Limited no later than 2.30pm AEST on Tuesday 24 November 2009, being 48 hours before the time for holding the meeting. Any Proxy form received after that time will not be valid for the scheduled meeting.

Viento Group Limited Locked Bag 105 South Melbourne, Victoria 3205

Street Address: Viento Group Limited Level 3 11 Queens Road Melbourne, Victoria 3004

Telephone +61 3 9866 7019

Facsimile +61 3 9866 7029

Email info@vientogroup.com

#### PRIVACY STATEMENT

Personal information is collected on this form by Security Transfer Registrars Pty Ltd as the registrar for securities issuers for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. Your personal details may be disclosed to related bodies corporate, to external service providers such as mail and print providers, or as otherwise required or permitted by law. If you would like details of your personal information held by Security Transfer Registrars Pty Ltd or you would like to correct information that is inaccurate please contact them on the address on this form.

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