
AUTODOM LIMITED
(ACN 009 123 782)

NOTICE OF ANNUAL GENERAL MEETING

TIME: 10.00 am (EDST)
DATE: 26 November 2010
PLACE: DAIR, 6-24 Monash Drive, Dandenong South, VICTORIA

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (+61 8) 9287 4604.

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TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 10.00 am (EDST) on Friday 26 November 2010 at:

DAIR, 6-24 Monash Drive, Dandenong South, VICTORIA

YOUR VOTE IS IMPORTANT

The business of the Annual General Meeting affects your shareholding and your vote is important.

VOTING IN PERSON

To vote in person, attend the Annual General Meeting on the date and at the place set out above.

VOTING BY PROXY

To vote by proxy, please complete and sign the enclosed Proxy Form and return by:

By mailing it to:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

or

By faxing it to:

Computershare Investor Services Pty Limited
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

or

By hand delivering it to:

Computershare Investor Services Pty Limited
Level 2, 45 St Georges Terrace
Perth, Western Australia, 6840

so that it is received not later than 10.00 am (EDST) on 24 November 2010.

Proxy Forms received later than this time will be invalid.

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders will be held at 10.00 am (EDST) on Friday 26 November 2010 at DAIR, 6-24 Monash Drive, Dandenong South, VICTORIA.

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

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 5.00 pm on 24 November 2010.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

AGENDA

ORDINARY BUSINESS

Financial Statements and Reports

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2010 together with the declaration of the directors, the directors' report, the remuneration report and the auditor's report.

1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **non-binding resolution**:

“That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the remuneration report as contained in the Company's annual financial report for the financial year ended 30 June 2010.”

2. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR ROB MARTIN

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purpose of clause 13.2 of the Constitution and for all other purposes, Mr Rob Martin, a Director who retires by rotation, and being eligible, is re-elected as a Director.”

3. RESOLUTION 3 – AMENDMENT OF CONSTITUTION

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

“That, pursuant to section 136(2) of the Corporations Act and for all other purposes, the Company amends its constitution as follows by deleting clause 22.7 and replacing with:

“22.7 Payment of dividends

No dividend shall be payable unless:

- (a) the Company's assets exceed its liabilities immediately before the dividend is declared and the excess is sufficient for the payment of the dividend;*
 - (b) the payment of the dividend is fair and reasonable to the Shareholders as a whole; and*
 - (c) the payment of the dividend does not materially prejudice the Company's ability to pay its creditors.”*
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DATED: 26 OCTOBER 2010

BY ORDER OF THE BOARD



**PETER TORRE
COMPANY SECRETARY
AUTODOM LIMITED**

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at 10.00 am (EDST) on 26 November 2010 at DAIR, 6-24 Monash Drive, Dandenong South, VICTORIA.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

4. 1. FINANCIAL STATEMENTS AND REPORTS

In accordance with the Constitution, the business of the Annual General Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2010 together with the declaration of the directors, the directors' report, the remuneration report and the auditor's report.

5. 2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the Directors or the Company.

The remuneration report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The remuneration report is part of the Directors' report contained in the annual financial report of the Company for the financial year ending 30 June 2010.

A reasonable opportunity will be provided for discussion of the remuneration report at the Annual General Meeting.

6. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR ROB MARTIN

3.1 General

Clause 13.2 of the Constitution requires that if the Company have three or more Directors, one third (or the number nearest one-third) of those Directors must retire at each annual general meeting, provided always that no Director (except a Managing Director) shall hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself or herself for re-election.

The Company currently has three Directors and accordingly one must retire.

A Director who retires by rotation under clause 13.2 of the Constitution is eligible for re-election.

Mr Rob Martin retires by rotation and seeks re-election.

7. RESOLUTION 3 – CONSTITUTION

4.1 General

Dividends

There have been recent changes to the dividend payment provisions of the Corporations Act which came into effect on 28 June 2010. A new section 254T has been included in the Corporations Act which introduces a three tiered test that a company will need to satisfy before paying a dividend. This replaces the previous test that the company may only pay dividends from profits.

The new section 254T provides that a company must not a pay a dividend unless:

- a) The company's assets exceed its liabilities immediately before the dividend is declared and the excess is sufficient for the payment of the dividend;
- b) The payment of the dividend is fair and reasonable to the company's shareholders as a whole; and
- c) The payment of the dividend does not materially prejudice the company's ability to pay its creditors.

The existing constitution of the Company currently reflects the former profit test and restricts the dividend to be paid only out of the profits of the Company. The proposed amendments to the Constitution do not contain the profits test and enables the Company to pay dividends in accordance with the new position under the Corporations Act. The directors consider it appropriate for the constitution of the Company to reflect the recently amended Corporations Act to allow more flexibility in the payment of dividends.

In the absence of a contrary instruction, the person(s) designated by management of the Company in the enclosed form of proxy intend to vote FOR the special resolution approving the amendment of the Company's Constitution, unless the shareholder who has given the proxy has directed that the ordinary shares represented thereby be voted against such resolution. In order to be effective, this resolution must be approved by a majority of 75% of the Votes cast by shareholders at the Meeting in person or by proxy.

8. ENQUIRIES

Shareholders may contact the Company on (+ 61 8) 9287 4604 if they have any queries in respect of the matters set out in these documents.

GLOSSARY

\$ means Australian dollars.

Annual General Meeting means the meeting convened by the Notice of Meeting.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

Business Day means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Company means Autodom Limited ACN 009 123 782

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Directors means the current directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice of Meeting.

Notice of Meeting or **Notice of Annual General Meeting** means this notice of annual general meeting including the Explanatory Statement.

Resolutions means the resolutions set out in the Notice of Meeting, or any one of them, as the context requires.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of a Share.

EDST means Australian Eastern Daylight Time as observed in Melbourne, Victoria.

