

HLI Limited

ACN 009 085 974

9 September 2010

Company Announcements Platform
Australia Securities Exchange Limited
20 Bridge Street
Sydney NSW 2000

Results of Extraordinary General Meeting Held 8th September 2010

As required by ASX Listing Rule 3.13.2, we advise that the following resolutions were passed at the Extraordinary General Meeting held yesterday in Sydney.

- 1A. *'That, for the purposes of section 250R of the Corporations Act and for all other purposes, the Remuneration Report as set out in the Directors' Report for the financial year ended 30 June 2008 be adopted.'*

This ordinary resolution was passed on a show of hands.

For the purposes of section 251AA of the Corporations Act 2001, information in respect of proxies is as follows:

For	Against	Abstain	Proxy's discretion
127,102,457	62,889,500	15,992	699,487

- 1B. *'That, for the purposes of section 250R of the Corporations Act and for all other purposes, the Remuneration Report as set out in the Directors' Report for the financial year ended 30 June 2009 be adopted.'*

This ordinary resolution was passed on a show of hands.

For the purposes of section 251AA of the Corporations Act 2001, information in respect of proxies is as follows:

For	Against	Abstain	Proxy's discretion
127,097,457	62,889,500	15,992	704,487

- 2.A *'That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue and allotment of 314, 358 Shares to Yarra-Brae Holdings Pty Ltd, an entity associated with Mr. Michael Knee each at an issue price of \$0.20 per Share and otherwise on the terms set out in section 5.1 of the Explanatory Memorandum.'*

PRINCIPAL AND REGISTERED OFFICE

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This ordinary resolution was passed on a show of hands.

For the purposes of section 251AA of the Corporations Act 2001, information in respect of proxies is as follows:

For	Against	Abstain	Proxy's discretion
127,023,440	62,965,559	13,950	704,487

- 2.B *'That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue and allotment of 12,500 Shares to Mr. Anthony Kiernan (a former director) each at an issue price of \$0.20 per Share and otherwise on the terms set out in section 5.1 of the Explanatory Memorandum.'*

This ordinary resolution was passed on a show of hands.

For the purposes of section 251AA of the Corporations Act 2001, information in respect of proxies is as follows:

For	Against	Abstain	Proxy's discretion
114,836,267	62,965,559	742,823	704,487

- 2.C *'That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue and allotment of 319, 030 Shares to Todbern Pty Ltd, an entity associated with Mr. John Cawood (a former director) each at an issue price of \$0.20 per Share and otherwise on the terms set out in section 5.1 of the Explanatory Memorandum.'*

This ordinary resolution was passed on a show of hands.

For the purposes of section 251AA of the Corporations Act 2001, information in respect of proxies is as follows:

For	Against	Abstain	Proxy's discretion
127,021,440	1,978,429	15,950	704,487

- 2.D *'That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue and allotment of 417, 135 Shares to Mr. Andrew McLean (a former director) each at an issue price of \$0.20 per Share and otherwise on the terms set out in section 5.1 of the Explanatory Memorandum.'*

This ordinary resolution was passed on a show of hands.

For the purposes of section 251AA of the Corporations Act 2001, information in respect of proxies is as follows:

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For	Against	Abstain	Proxy's discretion
78,164,712	62,965,559	15,950	704,487

- 2.E *'That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue and allotment of 86,250 Shares to DVM Telecommunications Pty Ltd, an entity associated with Mr. Andrew McLean (a former director each at an issue price of \$0.20 per Share and otherwise on the terms set out in section 5.1 of the Explanatory Memorandum.'*

This ordinary resolution was passed on a show of hands.

For the purposes of section 251AA of the Corporations Act 2001, information in respect of proxies is as follows:

For	Against	Abstain	Proxy's discretion
127,022,233	62,964,766	15,950	704,487

- 3.A *'That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue and allotment of 350,000 Shares to Dorado Corporate Services Pty Ltd, an entity associated with Mr. Simon Storm (former company secretary) each at an issue price of \$0.20 per Share and otherwise on the terms set out in section 5.2 of the Explanatory Memorandum.'*

This ordinary resolution was passed on a show of hands.

For the purposes of section 251AA of the Corporations Act 2001, information in respect of proxies is as follows:

For	Against	Abstain	Proxy's discretion
103,021,440	62,965,559	24,015,950	704,487

- 3.B *'That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue and allotment of 169,759 Shares to Christensen Vaughan each at an issue price of \$0.20 per Share and otherwise on the terms set out in section 5.2 of the Explanatory Memorandum.'*

This ordinary resolution was passed on a show of hands.

For the purposes of section 251AA of the Corporations Act 2001, information in respect of proxies is as follows:

For	Against	Abstain	Proxy's discretion
127,021,440	62,965,559	15,950	704,487

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- 3.C *'That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue and allotment of 61,164 Shares to RSM Bird Cameron each at an issue price of \$0.20 per Share and otherwise on the terms set out in section 5.2 of the Explanatory Memorandum.'*

This ordinary resolution was passed on a show of hands.

For the purposes of section 251AA of the Corporations Act 2001, information in respect of proxies is as follows:

For	Against	Abstain	Proxy's discretion
127,022,233	62,964,766	15,950	704,487

- 3.D *'That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue and allotment of 12,500 Shares to Paul Jacobs each at an issue price of \$0.20 per Share and otherwise on the terms set out in section 5.2 of the Explanatory Memorandum.'*

This ordinary resolution was passed on a show of hands.

For the purposes of section 251AA of the Corporations Act 2001, information in respect of proxies is as follows:

For	Against	Abstain	Proxy's discretion
127,022,233	62,964,766	15,950	704,487

4. *'That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue and allotment of 8,437,500 Convertible Notes with an aggregate face value of \$1,350,000 on the terms set out in section 5.3 of the Explanatory Memorandum.'*

This ordinary resolution was passed on a show of hands.

For the purposes of section 251AA of the Corporations Act 2001, information in respect of proxies is as follows:

For	Against	Abstain	Proxy's discretion
127,026,140	62,965,859	10,950	704,487

5. *'That, for the purposes of section 254H(1) of the Corporations Act, ASX Listing Rule 7.20, rule 41.1 of the Constitution and for all other purposes, Shareholders approve the consolidation of the total number of Shares on issue on the basis that every 1022*

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existing Shares be consolidated into 1 Share on the term set out in section 5.4 of the Explanatory Memorandum.'

This ordinary resolution was passed on a show of hands.

For the purposes of section 251AA of the Corporations Act 2001, information in respect of proxies is as follows:

For	Against	Abstain	Proxy's discretion
127,045,309	62,943,226	14,414	704,487

6. *'That, for the purposes of section 157(1) of the Corporations Act and for all other purposes, the name of the Company be changed to 'Beauty Health Group Limited' effective from the close of this Meeting and for the reasons set out in section 5.5 of the Explanatory Memorandum.'*

This ordinary resolution was passed on a show of hands.

For the purposes of section 251AA of the Corporations Act 2001, information in respect of proxies is as follows:

For	Against	Abstain	Proxy's discretion
127,108,325	62,878,623	11,001	709,487

7. *'That, for the purposes of ASX Listing Rule 11.1 and for all other purposes, Shareholders approve the change in the nature and scale of the activities of the Company as described in section 5.6 of the Explanatory Memorandum.'*

This ordinary resolution was passed on a show of hands.

For the purposes of section 251AA of the Corporations Act 2001, information in respect of proxies is as follows:

For	Against	Abstain	Proxy's discretion
127,033,314	62,958,685	10,950	704,487

8. *'That, for the purposes of item 7 of section 611 of the Corporations Act, ASIC Regulatory Guide 74, and for all other purposes, Shareholders approve the issue and allotment of:*
- (a) 13,181,818 Shares at an issue price of \$0.22 per Share to BSGI pursuant to the TBSC Share Purchase Agreement;*
 - (b) 499,500 Shares at an issue price of \$0.20 per Share to FCA pursuant to the loan provided by FCA to the Company, and*

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(c) 1,000,000 Shares at an issue price of \$0.20 per Share to FCA pursuant to the Consulting Services Agreement,

the details of which are set out in 5.7 of the Explanatory Memorandum.'

This ordinary resolution was passed on a show of hands.

For the purposes of section 251AA of the Corporations Act 2001, information in respect of proxies is as follows:

For	Against	Abstain	Proxy's discretion
127,024,233	62,961,102	17,614	704,487

9. *'That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue and allotment of 937,500 Convertible Notes to Ms. Karen Matthews with an aggregate face value of \$150,000 on the terms set out in section 5.8 of the Explanatory Memorandum.'*

This ordinary resolution was passed on a show of hands.

For the purposes of section 251AA of the Corporations Act 2001, information in respect of proxies is as follows:

For	Against	Abstain	Proxy's discretion
126,981,733	63,003,602	17,614	704,487

10. *'That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue and allotment of up to 50,000,000 Shares to raise up to \$10 million under a proposed public offer and otherwise on the terms set out in section 5.9 of the Explanatory Memorandum.'*

This ordinary resolution was passed on a show of hands.

For the purposes of section 251AA of the Corporations Act 2001, information in respect of proxies is as follows:

For	Against	Abstain	Proxy's discretion
127,037,765	62,956,434	8,750	704,487

Yours sincerely;



Andrew Phillips
Company Secretary

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