

# Notice of Annual General Meeting

Of

Tamawood Limited ABN 56 010 954 499

To be held at:

Gambaro's Restaurant  
33 Caxton Street  
Petrie Terrace  
Brisbane, Queensland

On Monday 25 October 2010 at 11.00am (Brisbane time)

This is an important document. If you are in any doubt about how to deal with this document, please consult your legal, financial or other professional adviser.

# Notice of annual general meeting

Tamawood Limited ABN 56 010 954 499

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Notice is given that the Annual General Meeting of Tamawood Limited will be held at:

<b>Location</b>	Gambaro's Restaurant, 33 Caxton Street, Petrie Terrace, Brisbane, Queensland
<b>Date</b>	25 October 2010
<b>Time</b>	11.00am AEST (Brisbane time)

The formal agenda of business to be conducted at the meeting is set out below:

## Ordinary Business

### 1 Annual Report

To receive and consider the Company's Annual Report, Financial Statements and Directors' Report and the Auditor's Report for the Financial Year ended 30 June 2010.

### 2 Election of Director

To consider and, if in favour, to pass the following as an ordinary resolution:

*'That Mr Robert Lynch, who retires by rotation in accordance with the Company's constitution, and being eligible, be re-elected as a director of the Company.'*

### 3 Remuneration Report

To consider and, if in favour, to pass the following resolution under section 250R(2) Corporations Act:

*'That the section of the report of the directors for the financial year ended 30 June 2010, dealing with the remuneration of the directors, secretary and senior executives, be adopted.'*

This resolution will be decided as if it was an ordinary resolution, but under section 250R(3) Corporations Act the vote on this resolution is advisory only and does not bind the directors or the Company.

## 4 Special Business

### Change of Auditor

Resolution:

*'The members resolve that BDO Audit (QLD) Pty Ltd be appointed auditor of the company.'*

Explanatory Note:

As a result of an internal restructure of the accounting firm that currently provides audit services to the company, BDO (QLD) (the partnership currently appointed as auditor of the company) needs to resign as auditor effective from the date of the annual general meeting (AGM). BDO Audit (QLD) Pty Ltd (an Authorised Audit Company) needs to be approved for appointment as the replacement auditor at the AGM. A copy of this Notice of Nomination of BDO Audit (QLD) Pty Ltd as auditor is attached.

The members at the AGM will be asked to vote on the appointment of BDO Audit (QLD) Pty Ltd as auditor effective at the AGM.

Dated 17 September 2010

By order of the board

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**Geoff Acton**  
Company Secretary

### Notes

- (a) A member who is entitled to attend and cast a vote at the meeting is entitled to appoint a proxy. If two proxies are appointed, each proxy may be appointed to represent a specified proportion or number of the member's proxies. If no such proportion is specified each proxy may exercise half of the member's votes.
- (b) The proxy need not be a member of the Company. A member who is 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.
- (c) If you wish to appoint a proxy and are entitled to do so, then complete and return the attached proxy form.
- (d) A corporation may elect to appoint a representative in accordance with the *Corporations Act 2001* (Cth) in which case the Company will require written proof of the representative's appointment which must be lodged with or presented to the Company before the meeting.
- (e) All of the Shares that are quoted securities at 7.00pm (Brisbane time) on 22 October 2010 will be taken for the purpose of the meeting to be held by the persons who hold them at that time.
- (f) If you have any queries on how to cast your votes then call Geoff Acton on 3274 0761 during business hours.

# Glossary of terms

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In the attached Notice of Meeting and Explanatory Memorandum the following words and expressions have the following meanings:

<b>Term</b>	<b>Definition</b>
<b>ASIC</b>	Means the Australian Securities and Investments Commission.
<b>ASX</b>	Means ASX Limited ACN 008 624 691.
<b>Board</b>	Means the board of directors of the Company.
<b>Conditions</b>	Means the conditions precedent to the completion of the proposed Demerger.
<b>Company or Tamawood</b>	Means Tamawood Limited ABN 56 010 954 499.
<b>Chairman</b>	Means the Chairman of the Company as approved from time to time and includes an acting Chairman.
<b>Directors</b>	Means the directors of the Company from time to time.
<b>EBIT</b>	Means earnings before interest and income tax.
<b>Explanatory Memorandum</b>	Means the Explanatory Memorandum accompanying this Notice.
<b>Law or Corporations Act</b>	Means <i>Corporations Act 2001</i> and the Corporations Regulations (as defined in the Corporations Act 2001).
<b>Listing Rules or ASX Listing Rules</b>	Means the official listing rules of ASX.
<b>Notice, Notice of Meeting and AGM Notice</b>	Means the Notice of AGM included in this booklet.
<b>Record Date</b>	Means 7.00pm on 19 November 2010.
<b>Share</b>	Means a share in the capital of the Company, the terms of which are contained in the constitution of the Company.
<b>Shareholders</b>	Means the holders of the Shares in the Company from time to time.

# Explanatory memorandum

Tamawood Limited ABN 56 010 954 499

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## 1 Introduction

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- 1.1 This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at a meeting of Tamawood Limited to be held at 11.00am Brisbane time on 25 October 2010 at Gambaro's Seafood Restaurant, 33 Caxton Street, Petrie Terrace, Brisbane, Queensland. It forms part of the Notice of Meeting and must be read together with that Notice.
- 1.2 Each Director has approved this Explanatory Memorandum and the dispatch of this document to Shareholders.
- 1.3 Certain defined terms and phrases are used in this Explanatory Memorandum. Please refer to the glossary for their meanings.
- 1.4 This Explanatory Memorandum includes information known to Tamawood and which the Directors consider material to Tamawood Shareholders in deciding how to vote on the resolutions.

## 2 Annual Report

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- 2.1 The Corporations Act requires that the report of the Directors, the report of the Auditor and the financial reports be presented to the Annual General Meeting. In addition the Company's Constitution provides for such reports and statements to be received and considered at the meeting. Apart from the matters involving remuneration which are required to be voted upon, neither the Corporations Act nor the Company's Constitution requires a vote of Shareholders at the Annual General Meeting on such reports or statements. However, Shareholders will be given ample opportunity to raise questions with respect to these reports and statements at the meeting.
- 2.2 In addition to asking questions at the meeting, Shareholders may address written questions to the Chairman about the management of the Company, or to the Company's Auditor which are relevant to:
  - (a) The content of the Auditor's Report to be considered at the meeting; or
  - (b) The conduct of the audit of the annual financial report to be considered at the meeting.

Any written questions should be submitted to the Company Secretary at 1821 Ipswich Road, Rocklea, Queensland 4106 on or before 22 October 2010.

## 3 Resolution 1: Election of Director

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Mr Robert Lynch, a non-executive director, who retires in accordance with the Company's Constitution, is standing for re-election at the AGM as a non-executive director of Tamawood Limited.

## **4 Resolution 2: Remuneration Report**

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- 4.1 The Remuneration Report is set out on pages 8 to 14 of the Tamawood Limited 2010 Annual Report. It is also available on Tamawood's internet site [www.dixonhomes.com.au](http://www.dixonhomes.com.au).
- 4.2 The Corporations Act 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 discussion at the meeting into consideration when determining Tamawood's remuneration policy.
- 4.3 The Remuneration Report sets out the remuneration policy for Tamawood and its controlled entities and:
- (a) Reports and explains the remuneration arrangements in place for executive directors, senior management and non executive directors;
  - (b) Explains Board policies in relation to the nature and value of remuneration paid to non executive directors, executives and senior managers; and
  - (c) Discusses the relationship between the Board policies and Tamawood performance.
- 4.4 A reasonable opportunity will be provided for discussion of the Remuneration Report at the AGM.
- 4.5 The Directors unanimously recommend that shareholders approve the adoption of the Remuneration Report.

## **5 Resolution 3: Change of Auditor**

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### APPOINTMENT OF AUDITOR

The Directors refer to the Notice of Nomination of BDO Audit (QLD) Pty Ltd tabled before them. The Directors resolve that the notice for the annual general meeting for the company include a resolution (in the form attached) to accept the resignation of BDO (QLD) as auditor of the company and that BDO Audit (QLD) Pty Ltd be appointed auditor of the company.

Appendix 1 – Notice of Nomination of BDO Audit (QLD) Pty Ltd as auditor

17 September 2010  
PRIVATE & CONFIDENTIAL  
The Directors  
BDO Audit (QLD) Pty Ltd  
Level 18  
300 Queen Street  
Brisbane QLD 4000

Dear Directors

The undersigned being a member of Tamawood Limited hereby nominated BDO Audit (QLD) Pty Ltd for appointment as auditor of the company at the forthcoming annual general meeting.

Yours faithfully



Kerry Daly  
Chairman

# Proxy form

## Section 1: Name and address of member

Full name \_\_\_\_\_

Address \_\_\_\_\_

## Section 2: Appointment of proxy

I, being a member of the Company and entitled to attend and vote appoint

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

OR

Write here the full name of the person or body corporate you are appointing if this person **is someone other than** the Chairman of the meeting.

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the meeting, as my proxy to attend, to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit), and to act generally on my behalf, at the annual general meeting of the Company to be held at:

<b>Location</b>	Gambaro's Restaurant, 33 Caxton Street, Petrie Terrace, Brisbane, Queensland
<b>Date</b>	25 October 2010
<b>Time</b>	11.00am AEST (Brisbane time)

and at any adjournment of that meeting.

## Section 3: Voting instructions

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

- Resolution 1. Election of Mr Robert Lynch as Director
- Resolution 2. Adoption of Remuneration Report
- Resolution 3. Change of Auditor

For	Against	Abstain*	Discretion
<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"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

\*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.

**If you do not wish to direct the Chairman as your proxy to vote, please place a mark in this box.**

By marking this box you acknowledge that the Chairman may exercise your proxy even if he or she has an interest in the outcome of the resolution, and that votes cast by him or her, other than as proxy holder, would be disregarded because of that interest.

The Chairman intends to vote all undirected proxies in favour of the resolutions being passed.

## Section 4: Signing by member

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

**Individual or Member 1**

**Sole Director and Sole Secretary**

**Member 2 (if joint holding)**

**Director/Company Secretary**  
(delete one)

**Member 3 (if joint holding)**

**Director**

Please provide the information below in case we need to contact you.

\_\_\_\_\_ **Contact name**

\_\_\_\_\_ **Contact day time telephone**

\_\_\_\_\_/\_\_\_\_\_/\_\_\_\_\_  
**Date**



# Instructions for completion of proxy form

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## Section 1: Name and address of member

1 Insert your name and address. If it is a joint holding, insert details of all holders.

## Section 2: Appointment of proxy

- 2 If you wish to appoint the Chairman of the meeting as your proxy, mark the box. If the person or body corporate you wish to appoint as your proxy is someone other than the Chairman of the meeting, write the full name of that person or body corporate in the space provided. A proxy may be an individual or a body corporate. 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 member of the Company.
- 3 If you are entitled to cast two or more votes at the general meeting, you are entitled to appoint 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. Alternatively you may copy this form.
- 4 To appoint a second proxy:
  - (a) on each of the first proxy form and second proxy form state the percentage of your voting rights or number of shares 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 one half of your votes, and fractions of votes will be disregarded); and
  - (b) return both forms in the same envelope.

## Section 3: Voting instructions

5 You may direct your proxy how to vote on an item of business by placing a mark in one of the three boxes opposite that item of business. All of your shares will be voted in accordance with your direction unless you indicate a proportion of voting rights on any item by inserting the percentage or number of shares 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 decide whether or how to vote on that item. If you mark more than one box on an item, your vote on that item will be invalid.

## Section 4: Signing by member

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

<b>Individual</b>	Where the holding is in one name, the member must sign.
<b>Joint holding</b>	Where the holding is in more than one name, all of the members must sign.
<b>Power of Attorney</b>	To sign under power of attorney, either the power of attorney must have already been lodged with the Company's share registry for notation or the original (or a certified copy) of the power of attorney must accompany this document.
<b>Companies</b>	In the following cases, subject to the Company's constitution, the following person must sign: <ul style="list-style-type: none"> <li><b>Australian proprietary company with a sole director who is also the sole company secretary</b> - that person must sign;</li> <li><b>Australian proprietary company with a sole director and no company secretary</b> - that person must sign;</li> <li><b>other Australian companies</b> - two directors, or one director and one company secretary must sign; and</li> <li><b>foreign company</b> - in accordance with the laws of the jurisdiction of incorporation and constituent documents.</li> </ul>

## Section 5: Lodging of proxy

- 7 This proxy form (and the original or a certified copy of any power of attorney under which it is signed) must be received by the Company not later than close of business on the date set out below, by mail, hand delivery, or facsimile.

<b>Last time and date for lodgement</b>	* 11.00am (Brisbane time), 21 October 2010
<b>By mail**</b>	1821 Ipswich Road, Rocklea, Qld 4106
<b>By delivery</b>	1821 Ipswich Road, Rocklea, Qld 4106
<b>By facsimile</b>	Facsimile 3274 0735

\* Any proxy form received after that time will not be valid.

\*\* Using the enclosed reply paid envelope.