



**FACILITATE DIGITAL HOLDINGS LIMITED**  
ABN 84 093 823 253

**NOTICE OF 2011 ANNUAL GENERAL MEETING**

**Notice is given that the Annual General Meeting of Facilitate Digital Holdings Limited (the Company) will be held at 11:00am on Friday 18 November 2011 at the office of the Company at level 6, 241 Commonwealth Street, Surry Hills, NSW, 2010.**

This notice should be read in conjunction with the accompanying Explanatory Memorandum. A proxy form accompanies this notice.

**A. CONSIDERATION OF REPORTS**

To receive and consider the Financial Report, the Directors' Report and the Independent Audit Report of the Company for the financial year ended 30 June 2011 ("Financial Reports").

**B. ITEMS FOR APPROVAL**

**Resolution 1 – Adoption of Remuneration Report**

To consider and, if thought fit, pass the following as an advisory resolution of the Company:

*"That, the Company's Remuneration Report for the year ended 30 June 2011 (set out in the Directors' Report) be adopted."*

**VOTING EXCLUSION STATEMENT**

The Company will disregard any votes cast on Resolution 1:

- by or on behalf of a member of the 'key management personnel' (KMP) whose remuneration is included in the Remuneration Report;
- by or on behalf of a closely related party (such as close family members and any controlled companies) of a member of KMP whose remuneration is included in the Remuneration Report; or
- as a proxy of any of the above.

However, the Company need not disregard a vote cast on Resolution 1 if it is cast as a proxy for a person who is entitled to vote, in accordance with the directions (For, Against or Abstain) on the proxy appointment.

*If a shareholder appoints the Chairman of the Meeting as their proxy in relation to Resolution 1, but does not complete any of the boxes 'for', 'against' or 'abstain' opposite that resolution on the proxy appointment, the shareholder will be directing the Chair of the Meeting to vote in favour of Resolution 1, and the Chair of the Meeting will vote in this way. If a shareholder wishes to appoint the Chair of the Meeting as their proxy with a direction to vote against, or to*

*abstain from voting on Resolution 1, the shareholder should specify this by completing the 'against' or 'abstain' box on the proxy appointment.*

**Resolution 2 – Re-election of a Director, Charles Sweeney**

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

*“That, Charles Sweeney, who retires in accordance with Rule 57 of the Company’s Constitution, and having offered himself for re-election and being eligible, is hereby re-elected as a Director of the Company.”*

**Resolution 3 – Appointment of Auditor**

To consider and, if thought fit, pass the following resolution as an ordinary resolution of shareholders of the Company:

*“That, for the purposes of section 327B(1)(b) of the Corporations Act 2001, BDO be appointed of as Auditor of the Company. “*

DATED: 11 October 2011

BY ORDER OF THE BOARD  
FACILITATE DIGITAL HOLDINGS LIMITED



Jim Story

Company Secretary

## Notes

### 1. Proxies

If you are a shareholder entitled to attend and vote, you may appoint an individual or a body corporate as a proxy. If a body corporate is appointed as a proxy, that body corporate must ensure that it appoints a corporate representative in accordance with section 250D of the Corporations Act to exercise its powers as proxy at the AGM.

If you are entitled to cast two or more votes, you may nominate one or two persons to vote on your behalf at the AGM. If two proxies are appointed, each proxy may be appointed to represent a specified number or proportion of your votes. Fractions of votes resulting from the appointment of proxies will be disregarded. If no such number or proportion is specified, each proxy may exercise half your votes. A proxy form and a reply paid envelope have been included for members with the notice of meeting. Proxy voting instructions are provided on the back of the proxy form.

A proxy need not be a holder of Facilitate Digital Holdings Limited shares. If you wish to direct a proxy how to vote on any resolution, place a mark (e.g. a cross) in the appropriate box on the proxy form and your votes may only be exercised in that manner. You may split your voting direction by inserting the number of shares or percentage of shares that you wish to vote in the appropriate box.

### 2. Proxy Delivery

Proxies given by post, fax or delivery must be received by Facilitate Digital Holdings Limited's share registry, Link Market Services Limited by no later than **11.00 am (Sydney time) on 16 November 2011 being 48 hours before the AGM:**

Online: Go to [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) (see proxy form for instructions)

By post: Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235

By facsimile: In Australia (02) 9287 0309  
From outside Australia +61 2 9287 0309

By delivery: Link Market Services Limited  
Level 12, 680 George Street  
Sydney NSW 2000

Any revocations of proxies must be received at one of these places before the commencement of the meeting, or at the registration desk for the meeting from **10:00 am** on the day of the meeting until the commencement of the meeting.

### 3. Power of Attorney

If a member has appointed an attorney to attend and vote at the meeting, or if the proxy is signed by an attorney, the power of attorney (or a certified copy of the power of attorney) must be received by Facilitate Digital Holdings Limited's share registry, **Link Market Services Limited, at the address or fax number in 2. above, by no later than 11.00 am (Sydney time) on 16 November 2011 being 48 hours before the AGM**, unless the power of attorney has been previously lodged with Facilitate Digital Holdings Limited's share registry for notation and has not expired or otherwise been revoked.

### 4. Corporate Representatives

If a corporate member wishes to appoint a person to act as its representative at the meetings, that person should be provided with a letter or certificate authorising him or her as the company's representative (executed in accordance with its constitution) or with a copy of the resolution appointing the representative, certified by a secretary or director of the company. A form of certificate may be obtained from the Company's share registry.

### 5. Members Eligible to Vote

In accordance with Reg. 7.11.37 of the Corporations Regulations 2001, the Board has determined that persons who are registered holders of shares of the Company as at **7:00pm (Sydney time) on 16 November 2011** will be entitled to attend and vote at the Meeting as a shareholder.

### 6. Voting at the Meeting

An ordinary resolution will be passed where more than 50% of the eligible votes cast are in favour of it.

## **EXPLANATORY STATEMENT**

Information included in this Explanatory Statement is intended to assist with your consideration of the ordinary business proposed at Facilitate Digital Holdings Limited's Annual General Meeting ("AGM").

The purpose of this Explanatory Statement is to provide Shareholders with information that is reasonably required by Shareholders to decide how to vote upon the resolutions. The Directors recommend that Shareholders read this Explanatory Statement before determining whether or not to support the Resolutions.

## **CONSIDERATION OF ACCOUNTS**

The 2011 Annual Report, which contains the Financial Reports for the year ended 30 June 2011, will be placed on the Company's website following its release to the market. Each shareholder who has requested it will have received a hard copy of the Annual Report.

Following the consideration of the Financial Reports, the Chairman will give shareholders a reasonable opportunity to ask questions about or comment on the management of the Company. The Chairman will also give shareholders a reasonable opportunity to ask the Auditor questions relevant to:

- the conduct of the audit;
- the preparation and content of the Independent Audit 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.

The Chairman will also give the Auditor a reasonable opportunity to answer written questions submitted by shareholders that are relevant to the content of the Independent Audit Report or the conduct of the audit. A list of written questions, if any, submitted by shareholders will be made available at the start of the AGM and any written answer tabled by the Auditor at the AGM will be made available as soon as practicable after the AGM.

## **ORDINARY BUSINESS**

### **Resolution 1 – Adoption of Remuneration Report**

Section 250R(2) of the Corporations Act 2001 requires the shareholders to vote on an advisory resolution that the Remuneration Report be adopted. The Remuneration Report details the remuneration policy for the Company and reports the remuneration arrangements for Key Management Personnel that includes Directors (identified for the purposes of the Accounting Standards) and other Company employees ("KMP"). The Remuneration Report is available in the 2011 Annual Report.

The Chairman will give Shareholders a reasonable opportunity to ask questions about or make comments on the Remuneration Report. If there is a vote of 25% or more against the Remuneration Report, and another vote of 25% or more at the 2012 AGM, then a resolution will be put to the 2012 AGM to put the Board (other than the Managing Director) up for re-election.

KMP (and their closely related parties) whose remuneration details are contained in the Remuneration Report are excluded from voting on this resolution except where exercising a directed proxy on behalf of persons whose remuneration details are not included in the Remuneration Report.

The Directors recommend Shareholders vote in favour of this Resolution.

## **Resolution 2 – Re-election of a Director, Charles Sweeney**

Charles Sweeney has been involved with Facilitate Digital since its inception as a non-executive director. Charles is a Partner at Cooper Grace Ward Lawyers where he practices in corporate law, intellectual property and information technology. Charles is an experienced company director; a member of the Australian Institute of Company Directors; and a member of the Company Law Committee of the Queensland Law Society. He is a frequent presenter on such topics as Corporate Governance, Mergers & Acquisitions, Capital Markets, and intellectual property and information technology law.

Charles became a director of Facilitate Digital Holdings Ltd in 2007, and was re-elected as a director at the 2008 AGM. He retires by rotation at this AGM and offers himself for re-election.

## **Resolution 3 – Appointment of Auditor**

In accordance with section 327B(1)(b) of the Corporations Act, the Company now seeks shareholder approval to appoint BDO as the Auditor of the Company.

In accordance with s.328B of the Corporations Act 2001, it is necessary for a member of the Company to nominate BDO for appointment as Auditor, and for a copy of that nomination to be sent to BDO, Ernst & Young, (the Company's current auditor) and to each person entitled to receive notice of general meetings of the Company not less than 7 days before the meeting.

A copy of the nomination of BDO is included in this pack.

Ernst & Young have sought the consent of ASIC to resign as Auditor of the Company under s.329(5) of the Corporations Act, effective upon the appointment of a new Auditor.

The Directors recommend that Shareholders vote in favour of the appointment of BDO as the new auditor of the Company.

10 October 2011

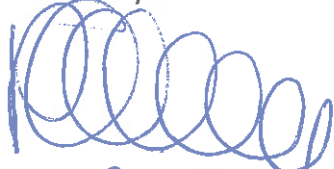
The Directors  
Facilitate Digital Holdings Ltd  
Level 6, 241 Commonwealth Street  
Surry Hills  
NSW 2010

Dear Sirs

**Re: Nomination of Auditor**

For the purposes of s.328B of the Corporations Act 2001, this is to notify that Dunsmore Nominees Pty Ltd, being a member of Facilitate Digital Holdings Ltd, nominates BDO to be the auditor of the company.

Yours faithfully

  
Director Paul Connolly