

MARBLETREND GROUP LIMITED

ACN 087 730 667

NOTICE OF ANNUAL GENERAL MEETING

incorporating

EXPLANATORY MEMORANDUM

and

PROXY FORM

Date of meeting: Wednesday, 16 November 2011

Time of meeting: 11.00am (Melbourne Time)

Place of meeting: Marbletrend Pty Ltd
22 Jersey Road
Bayswater, Victoria, 3153



Marbletrend Group Limited
Level 2
409 St Kilda Road
Melbourne Victoria 3004

Telephone: (03) 9820 2087
Facsimile: (03) 9820 2158
ABN 34 087 730 667

CHAIRMAN'S LETTER

Dear Shareholder,

Please find enclosed with this letter, the Notice of Meeting and accompanying Explanatory Memorandum and Proxy Form for the 2011 Annual General Meeting of the Company.

At the Annual General Meeting, you will be asked to consider the matters set out below.

Consideration of Annual Financial Report, Directors' Report and Auditor's Report

We will be reporting to you on the Company's financial performance for the financial year ended 30 June 2011.

Remuneration Report

The Corporations Act 2001 requires listed entities to allow Shareholders to vote on the Remuneration Report, which is included in the Directors' Report. Consistent with that Act, you should note that the vote is advisory only and does not bind the Directors or the Company.

Election of Director

As it has been 3 years since Mr Peter Reilly was last re-elected as a Director, consistent with the Company's Constitution and the ASX Listing Rules, he will be retiring as a Director by rotation and you will be asked to vote on his re-election at the Annual General Meeting.

The proposed Resolutions are set out in full in the enclosed Notice of Meeting and an explanation of each Resolution is set out in the accompanying Explanatory Memorandum.

Shareholders attending the Annual General Meeting will have a reasonable opportunity to ask questions and make comments on the management of the Company.

All Shareholders are encouraged to attend the Annual General Meeting and I urge all Shareholders to read the Notice of Meeting and Explanatory Memorandum carefully before voting on the proposed Resolutions. If you are undecided about what to do, you should consult your accountant, stockbroker or other professional adviser.

I look forward to seeing you at the Annual General Meeting.

Yours sincerely

A handwritten signature in black ink, appearing to be "H. Giles", written over a large, stylized, oval-shaped scribble.

Mr Hamish Giles
Executive Chairman
Marbletrend Group Limited

14 October 2011

MARBLETREND GROUP LIMITED
ACN 087 730 667

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS GIVEN that the 2011 Annual General Meeting of Shareholders of Marbletrend Group Limited (**Company**) will be held at 11:00 am (Melbourne time) on Wednesday, 16 November 2011 at the offices of Marbletrend Pty Ltd, 22 Jersey Road, Bayswater, Victoria, 3153.

The Explanatory Memorandum and Proxy Form accompanying this Notice of Meeting are incorporated in and comprise part of this Notice of Meeting. Terms and expressions used in this Notice of Meeting have the meaning given to them in the "Definitions" section at the end of the Explanatory Memorandum.

ORDINARY BUSINESS

1. Annual Financial Report

To receive and consider the Annual Financial Report of the Company and the reports of the Directors and Auditor for the year ended 30 June 2011.

2. Resolution 1 – Remuneration Report for the Financial Year ended 30 June 2011

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

"That, for the purposes of section 250R of the Corporations Act 2001, the Remuneration Report for the year ended 30 June 2011 be adopted."

Please note that the vote on this Resolution is advisory only and does not bind the Directors or the Company.

3. Resolution 2 – To re-elect Mr Peter Reilly as a Director

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

"That Mr Peter Reilly, who retires in accordance with Rule 77.1 of the Constitution of the Company, being eligible for re-election, be re-elected as a director of the Company."

OTHER BUSINESS

To consider any other business that may lawfully be brought forward.

QUESTIONS AND COMMENTS BY SHAREHOLDERS AT GENERAL MEETING

A reasonable opportunity will be given to Shareholders as a whole at the Annual General Meeting to ask questions about or make comments on the remuneration report and the management of the Company and to ask the auditors or their representative questions relevant to the conduct of the audit, the preparation and content of their report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and their independence in relation to the conduct of the audit.

The auditors will also be allowed a reasonable opportunity to answer written questions submitted in accordance with the *Corporations Act 2001*.

BY ORDER OF THE BOARD



Hamish Giles
Company Secretary
Dated: 14 October 2011

PROXIES

Shareholders entitled to attend and vote at the Annual General Meeting are entitled to appoint a proxy. The proxy may be an individual or a body corporate.

A Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointment does not specify the proportion or number of the Shareholder's votes such proxy may exercise, each proxy may exercise half of the votes disregarding fractions.

For an appointment of proxy to be valid, the form appointing the proxy and, if the form is signed under a power of attorney or other authority, the authority under which the form is signed (or a certified copy of the authority) must be received at or sent by facsimile transmission to the registered office of the Company, C/- Salmon Giles Pty Ltd, Level 2, 409 St Kilda Road, Melbourne, Victoria, 3004 or facsimile number (+61 3 9820 2158), **at least 48 hours prior to the meeting** or adjourned meeting, as the case may be, at which the proxy named in the proxy form proposes to vote.

A proxy must be signed by the Shareholder or the Shareholder's attorney duly authorised in writing or, if the Shareholder is a company, in a manner permitted by the *Corporations Act 2001*. The proxy may, but need not, be a Shareholder.

A proxy form accompanies this Notice of Meeting. Additional proxy forms are available on request from the registered office of the Company or its share registrar.

BODIES CORPORATE

A body corporate may appoint an individual as a representative to exercise all or any of the powers the body corporate may exercise at meetings of the Company's Shareholders or in the capacity of a Shareholder's proxy. The appointment may be a standing one. Unless otherwise specified in the appointment, the representative may exercise, on that body corporate's behalf, all of the powers that the body could exercise at a meeting or in voting on a resolution.

VOTING ENTITLEMENT

For the purposes of determining entitlements to vote at the Annual General Meeting, the Company's Shares will be taken to be held by the people registered as holders at 7:00 pm (Melbourne time) on Monday, 14 November, 2011. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Annual General Meeting.

MARBLETREND GROUP LIMITED
ACN 087 730 667
EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the information of Shareholders in Marbletrend Group Limited (**Company**) in connection with the business to be considered at the Annual General Meeting of Shareholders to be held at 11:00 am (Melbourne time) on Wednesday, 16 November, 2011 at the offices of Marbletrend Pty Ltd, 22 Jersey Road, Bayswater, Victoria, 3153.

This Explanatory Memorandum comprises part of the accompanying Notice of Meeting. Terms and expressions used in this Explanatory Memorandum, the Notice of Meeting and the Proxy Form are defined in the "Definitions" section at the end of this Explanatory Memorandum.

Details of the business to be considered at the Annual General Meeting are set out below.

1. Annual Financial Report

The first item of the Notice of Meeting deals with the presentation of the Company's Annual Financial Report for the year ended 30 June 2011. Shareholders should consider this document and raise any matters of interest with the Directors when this item is being considered.

No resolution is required to be moved in respect of this item.

2. Resolution 1: Remuneration Report for the Financial Year ended 30 June 2011

During this item of business, Shareholders at the meeting may comment on and ask questions about the Remuneration Report that appears in the Company's 2011 Annual Report.

Section 300A of the *Corporations Act 2001* requires the Directors' Report to contain a remuneration report containing information about the Board's policy for determining the nature and amount of the remuneration of directors and senior management. The report must also explain the relationship between the remuneration policy and the Company's performance.

The *Corporations Act 2001* (sections 250R (2) and 250R (3)) provides that the vote on the adoption of the Remuneration Report is advisory only and does not bind the Directors or the Company. However, the Board will take the outcome of the vote into consideration when reviewing the remuneration policies and practices of the Company.

3. Resolution 2: Re-election of Director – Peter Reilly

Rule 77.1 of the Constitution of the Company and the ASX Listing Rules provide that a Director must not hold office for a continuous period in excess of 3 years or past the third annual general meeting following the Director's appointment, whichever is the longer, without resubmitting for re-election. Retiring Directors may immediately offer themselves up for re-election. Mr Reilly, having been elected as a Director at the 2008 annual general meeting of the Company, retires by rotation and offers himself for re-election.

Mr Reilly has in excess of 30 years experience and achievement in Senior Executive roles. Mr Reilly has undertaken a number of strategic acquisitions, divestments and business developments and brings to the Board of Marbletrend Group Limited, significant commercial experience as a public company director.

Recommendation of Directors

The Directors (other than Mr Reilly) unanimously recommend that Shareholders vote in favour of Resolution 2.

Definitions

Unless the context requires otherwise, the following words shall have the following meanings in this Notice of Meeting and Explanatory Memorandum and Proxy Form:

- (1) **Annual General Meeting** means the 2011 annual general meeting of Shareholders convened by this Notice of Meeting.
- (2) **ASX** means ASX Limited ACN 008 624 691 or, as the context requires, the market operated by it.
- (3) **ASX Listing Rule** means a listing rule of ASX as amended or waived.
- (4) **Board** means the Board of Directors of the Company.
- (5) **Company** means Marbletrent Group Limited ACN 087 730 667.
- (6) **Constitution** means the constitution of the Company.
- (7) **Directors** mean the directors of the Company at the date of this Notice of Meeting.
- (8) **Explanatory Memorandum** means this explanatory memorandum and any schedule or annexure to it.
- (9) **Notice of Meeting** means the notice of Annual General Meeting accompanying this Explanatory Memorandum and the Proxy Form.
- (10) **Proxy Form** means the proxy form accompanying this Notice of Meeting and Explanatory Memorandum.
- (11) **Resolution** means a resolution of the Company set out in this Notice of Meeting.
- (12) **Share** means a fully paid ordinary share in the capital of the Company.
- (13) **Shareholder** means a shareholder in the Company.

Marbletrent Group Limited

ACN 087 730 667

PROXY FORM

(Please turn over to sign this Proxy Form)

The Company Secretary
C/- Salmon Giles Pty Ltd
Level 2, 409 St Kilda Road
Melbourne Victoria 3004
Facsimile: +61 3 9820 2158

I/We _____

of _____

being a member (s) of Marbletrent Group Limited (the "**Company**"),

hereby appoint _____

of _____

or in his/her absence _____

of _____
or, in the absence of those persons or if no person is nominated, the Chairman of the meeting as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting to be held at 11:00 am (Melbourne time) on Wednesday, 16 November, 2011 at the offices of Marbletrent Pty Ltd, 22 Jersey Road, Bayswater, Victoria 3153 and at any adjournment of that Annual General Meeting.

If you wish to indicate how your proxy is to vote, please tick the appropriate boxes below.

I/we direct my/our proxy to vote as indicated below:

	FOR	AGAINST	ABSTAIN
ORDINARY BUSINESS			
1. Approval of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Re-election of Mr Reilly	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Important Notice for Resolution 1 - If the Chairman of the Meeting is your proxy or is appointed as your proxy by default

By marking this box below, you are directing the Chairman of the Meeting to vote in accordance with the Chairman's voting intentions on Resolution 1 as set out below and in the Notice of Meeting. If you do not mark this box, and you have not directed your proxy how to vote on Resolution 1, the Chairman of the Meeting will not cast your votes on Resolution 1 and your votes will not be counted in computing the required majority if a poll is called on this item. If you appoint the Chairman of the Meeting as your proxy you can direct the Chairman how to vote by either marking the box above (for example if you wish to vote for, against or abstain from voting) or by marking this box (in which case the Chairman of the Meeting will vote in favour of Resolution 1):

I/We direct the Chairman of the Meeting to vote in accordance with the Chairman's voting intentions on Resolution 1 as outlined below (except where I/we have indicated a different voting intention above) and acknowledge that the Chairman of the Meeting may exercise my proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a member of key management personnel and/or even if the Chairman of the Meeting has an interest in the outcome of this Resolution and that votes cast by the Chairman, other than as proxy holder, would be disregarded because of that interest.

IMPORTANT NOTE: The Chairman will vote in favour of all Resolutions if no directions are given above. If the Chairman of the meeting is appointed as your proxy, or may be appointed by default, and you have not directed your proxy how to vote in relation to Resolutions, please place a mark in this box:

As witness my/our hand/s this day of 2011

If a natural person:
SIGNED by:

Signature

Signature (if joint holder)

If a company:
EXECUTED by
in accordance with section 127 of the
Corporations Act 2001:

Signature of Director

Signature of Director/Secretary

Name of director
(BLOCK LETTERS)

Name of director/secretary
(BLOCK LETTERS)

If by power of attorney:
SIGNED for and on behalf of _____)
_____ by _____)
under a Power of Attorney dated _____)
and who declares that he/she has not received)
any revocation of such Power of Attorney in the)
presence of :

Signature of Attorney

Signature of Witness

NOTES

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For an appointment of proxy to be valid, the form appointing the proxy and, if the form is signed under a power of attorney or other authority, the authority under which the form is signed (or a certified copy of the authority) must be received at or sent by facsimile transmission to the registered office of the Company C/- Salmon Giles Pty Ltd, Level 2, 409 St Kilda Road Melbourne, Victoria, 3004 or facsimile number **(+61 3) 9820 2158**, at least **48 hours prior** to the meeting or adjourned meeting, as the case may be, at which the proxy named in the proxy form proposes to vote.

A proxy must be signed by the Shareholder or the Shareholder's attorney duly authorised in writing or, if the Shareholder is a company, in a manner permitted by the *Corporations Act 2001*. The proxy may, but need not, be a Shareholder.