



## Notice of 2012 Annual General Meeting

Notice is hereby given that the 2012 Annual General Meeting of the Members of Ausmani Limited will be held at the offices of Sydney Capital Partners Level 6, 2 Bulletin Place, Sydney at 09.00 am on 30 October 2012.

### Items of Business

1. Company update
2. Discussion of 2012 Financial Statements and Reports  

To receive and consider the Financial Report, the Directors' Report and the Auditor's Report for the financial year ended 30 June 2012.
3. Remuneration Report  

Resolution 1: Remuneration Report – To consider and, if thought fit, pass the following non-binding resolution:  
That the Remuneration Report forming part of the Directors' Report for the year ended 30 June 2012 be adopted.
4. Election of Directors  

*(all the Directors have been appointed during the year so are required to now be elected by shareholders)*

Resolution 2: Election of Mr Sweeney as a Director – To consider and if thought fit pass the following resolution:  
That Mr Vincent Sweeney be elected as a Director of the Company.

Resolution 3: Election of Mr Liebeskind as a Director – To consider and, if thought fit, pass the following resolution:  
That Mr Steven Liebeskind be elected as a Director of the Company.

Resolution 4: Election of Mr Levin as a Director – To consider and, if thought fit, pass the following resolution:  
That Mr Shaun Levin be elected as a Director of the Company.
5. Remuneration Pool  

Resolution 5: Remuneration Pool – To consider and, if thought fit, pass the following ordinary resolution:  
That shareholders approve an increase in the total aggregate remuneration pool available for Board fees paid to non-executive directors of both the company and its subsidiaries from \$250,000 to \$600,000.

*Voting exclusion statement – the Company will disregard any votes cast on this resolution by a director or a proposed director or any of their associates. However, the Company will not disregard a vote if it is cast by a director (including the chairman of the meeting) or an associate of a director, as a proxy for a shareholder entitled to vote, in accordance with the directions on the proxy form, or in accordance with a direction on the proxy form to vote as the proxy decides.*

V Sweeney – Chairman



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## **Vincent Sweeney**

Vincent is the managing partner at Sydney Capital Partners, an investment banking advisory firm. For much of his work he specialises in debt and equity strategies for small-cap ASX companies or project managing companies' entry into the ASX.

Vincent spent many years as a senior partner at major accounting firm Deloitte, where he served on the national management team and was their managing partner for multiple divisions, including the dominant Audit & Assurance division and later, the Corporate Finance division.

He holds a Bachelor of Commerce, an MBA and is a member of the Australian Institute of Company Directors and other professional organisations. Vincent has the role of Chairman and Managing Director.

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## **Steven Liebeskind**

Steve is a Chartered Accountant with a Bachelor of Commerce degree. He commenced his career with Ernst & Young in both Australia and Canada where he developed a broad set of skills in corporate finance and accounting. In 1988, he joined Infolink Group Ltd, an Australian based IT group with operations in the US, UK and Hong Kong. He was promoted to CEO in 1990 and immediately restructured the entire operation and expanded the global footprint returning the group to profitability.

In 1999, Steve co-founded Crossfield Intech, an investment company which identified suitable business opportunities to invest in or to joint venture with. Crossfield also provided advice and assistance in business planning, strategy and corporate reorganisation.

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## **Shaun Levin**

Shaun has had broad experience in finance, entertainment & media, and is a well respected public company director. A graduate of the University of Melbourne, Shaun spent 15 years working with Arthur Andersen (now Ernst & Young). In 1995 Shaun joined Artist Services - a leading film and television production company which was 50% owned by Fairfax Multimedia Holdings. In 1998 Artist Services was acquired by Granada Media Group and Shaun was promoted to Managing Director & CEO of Artist Services as well as Managing Director of the holding company Granada Media Australia.

In 2002 Shaun founded the investment company Sparkz Pty Ltd which acquired the stockbroking firm Australian Clearing Services Ltd from St George Bank. This firm was subsequently sold to IWL Limited. In January 2003 Shaun established The Communicate Trust to invest in growing communication businesses, including Profile Talent Management. Shaun is currently the Chairman of Profile Talent Management and also a Director of several private companies.

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## **Notes**

### **1. How to Vote and Voting Entitlements**

You may vote by attending the Meeting in person, by proxy or authorised representative. Eligible voters will be those registered holders of Shares 48 hours prior to the meeting or any adjournment thereof.

### **2. Voting in Person or by Corporate Representative**

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

If a corporate Member wishes to appoint a person to act as its representative at the Meeting that person should be provided with a letter or certificate authorising him or her as the company's representative. The appointment must comply with the requirements of section 250D of the Corporations Act 2001 (Cth) and the representative should bring to the Meeting evidence of their appointment, including any authority under which such appointment is signed.

### **3. Voting by Proxy**

A Member entitled to attend and vote at the Meeting is entitled to appoint a proxy. The proxy need not be a Member of the Company. If the Member is entitled to cast 2 or more votes, the Member may appoint not more than 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. To vote by proxy, please complete and sign the Proxy Form attached to this Notice in accordance with the instructions on the Proxy Form.

### **4. Your Annual Report**

The statutory Annual Report will be mailed to all shareholders who have requested to receive annual reports. A copy of the Annual Report is already available to download from the ASX website.

### **5. Questions**

If you have any questions about this notice or the accompanying documents, please contact 02 8264 2400.

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**PROXY FORM - AUSMANI LIMITED – ACN 007 686 955**

I/We.....  
 (PLEASE PRINT NAME AND ADDRESS – EXACTLY AS SHOWN ON YOUR HOLDER STATEMENT)

Of.....(address)  
 being a member/members of Ausmani Limited

**A Appoint** .....  
 (PLEASE PRINT NAME)

or failing the person so named (or if no person is named) the **Chairman of the Meeting** as proxy to vote in accordance with the following directions (or if no directions have been given as the proxy or the Chairman sees fit) at the **Annual General Meeting** of Ausmani Limited to be held on 30 October 2012 and at any adjournment thereof.

**B Exercise of Proxy by Chairman**

For undirected proxies, the Chairman intends to vote in favour of each resolution. If you do not wish to direct your proxy how to vote, please place a mark in the box. By marking the box, you acknowledge that the Chairman may exercise your proxy even if he has an interest in the outcome of the resolution and votes cast by him other than as proxy holder will be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chair will not cast your votes on the resolution and your votes will not be counted in calculating the required majority if a poll is called on the resolution.

If the person you are appointing as your proxy is someone other than the Chairman of the meeting:

Write the name of that person in the box below.

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If you hold two or more Shares you may appoint a second proxy and specify the % of your shares they represent:

Write the name of your second proxy below & their %.

	%
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**C Business**

	For	Against	Abstain
Resolution 1	<input type="text"/>	<input type="text"/>	<input type="text"/>
Resolution 2	<input type="text"/>	<input type="text"/>	<input type="text"/>
Resolution 3	<input type="text"/>	<input type="text"/>	<input type="text"/>
Resolution 4	<input type="text"/>	<input type="text"/>	<input type="text"/>
Resolution 5	<input type="text"/>	<input type="text"/>	<input type="text"/>

**D Email**

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**E Insert your daytime telephone number**

(      )
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**F Signature** *(corporate shareholders see below)*

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**G Name**

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**Signatures if Corporate Shareholder**

Executed in accordance with section 127 of the Corporations Act

Director/Sole Director sign and print name

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Director/Secretary sign and print name

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Kindly return to:

Ausmani Limited  
 GPO Box 1658 Sydney NSW 2001

Or Fax to: 02 8264 2411

Note: For your proxy to be entitled to vote your Shares at the Meeting, the completed Proxy Form must be received at least 48 hours before the Meeting.