

**MARBLETREND GROUP LIMITED**

**ACN 087 730 667**

**NOTICE OF ANNUAL GENERAL MEETING**

**incorporating**

**EXPLANATORY MEMORANDUM**

**and**

**PROXY FORM**

**Date of meeting:** Wednesday, 21 November 2012

**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 2012 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 2012.

### **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 Hamish Giles 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.

### **Change of Company Name**

The Board believes it is appropriate to change the Company name to MBD Corporation Limited to more accurately reflect the more diversified nature of the business.

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 shape that serves as a signature line or flourish.

**Mr Hamish Giles**  
Executive Chairman  
Marbletrend Group Limited

17 October 2012

**MARBLETREND GROUP LIMITED**  
**ACN 087 730 667**

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS GIVEN** that the 2012 Annual General Meeting of Shareholders of Marbletrend Group Limited (**Company**) will be held at 11:00 am (Melbourne time) on Wednesday, 21 November 2012 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 2012.

**2. Resolution 1 – Remuneration Report for the Financial Year ended 30 June 2012**

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 2012 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 Hamish Giles as a Director**

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

*"That Mr Hamish Giles, 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."*

**4. Resolution 3 – Change of Name**

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **special resolution**:

*"That for the purpose of Section 157(1) of the Corporations Act and for all other purposes, the name of the Company be changed to "MBD Corporation Limited".*

**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: 17 October 2012

## 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, 19 November, 2012. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Annual General Meeting.

## VOTING INTENTIONS

Subject to any voting restrictions and exclusions, the Chairman intends to vote in favour of all resolutions on the agenda.

In respect of undirected proxies, subject to any voting restrictions and exclusions, the Chairman intends to vote in favour of all resolutions on the agenda.

In relation to Resolution 1 (Adoption of Remuneration Report) if you have not marked "For", "Against" or "Abstain" boxes you will have directed the Chairman to vote in favour of this resolution, even though this item is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. If you do not wish to give the Chairman such a directed proxy, you should ensure that a box other than the "For" box is clearly marked.

**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, 21 November, 2012 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 2012. 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 2012**

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 2012 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.

***Recommendation of Directors***

The Directors unanimously recommend that Shareholders vote in favour of the Remuneration Report.

***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**) (as defined in the Act and includes each of the directors, all those executives named in the Remuneration Report and any other persons who are the Company's KMP at the date of the Annual General Meeting; or
- A closely related party (such as close family members and any controlled companies) of those persons'

Unless the vote is cast by a person as proxy for a person entitled to vote on the Remuneration Report:

- In accordance with a direction as to how to vote on the proxy form; or
- By the Chairman of the meeting pursuant to an express authorization to exercise the proxy even though Resolution 1 is connected with the remuneration of Company KMP.

### 3. Resolution 2: Re-election of Director – Hamish Giles

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 Giles, having been elected as a Director at the 2009 annual general meeting of the Company, retires by rotation and offers himself for re-election.

Mr Giles has in excess of 25 years experience and achievements as an accountant, taxation advisor, business and corporate advisor to many listed and unlisted companies.

Mr Giles has advised upon a number of strategic acquisitions, divestments and business developments and brings to the Board significant commercial experience as a public company director. Mr Giles is chairman of CRF Group Limited and also a director of Guilford Investments Limited.

#### ***Recommendation of Directors***

The Directors (with Mr Giles abstaining) unanimously recommend that Shareholders vote in favour of Resolution 2.

### 4. Resolution 3: Change of Company Name

The new name proposed to be adopted under Resolution 3 is "**MBD Corporation Limited**". The Directors believe that this new name more accurately reflects the proposed future diversified operations of the Company. This will also allow the Company to develop and manage its brand at the operating level of the subsidiaries of the Company.

#### ***Recommendation of Directors***

The Directors unanimously recommend that Shareholders vote in favour of Resolution 3.

### 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 2012 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 Marbletrend 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**

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, 21 November, 2012 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
<b>ORDINARY BUSINESS</b>			
1. Approval of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Re-election of Mr Giles	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>SPECIAL BUSINESS</b>			
1. Change of Company Name	<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**

In relation to Resolution 1 (Approval of Remuneration Report) if you have not marked "For", "Against" or "Abstain" boxes you will have directed the Chairman to vote in favour of this resolution, even though this item is connected directly or indirectly with the remuneration of a member of the Key Management Personnel. If you do not wish to give the Chairman such a directed proxy, you should ensure that a box other than the "For" box is clearly marked.

**IMPORTANT NOTE:** The Chairman will vote in favour of all Resolutions if no directions are given above.

**Please turn over to sign this Proxy Form →**

