

7 June 2016

The Manager  
ASX Market Announcements  
Australian Securities Exchange Limited  
20 Bridge Street  
Sydney NSW 2000

Dear Sir/Madam,

**Keybridge Capital Limited - (ASX: KBC)**

Please find attached the following documents that will be mailed to shareholders:

- Notice of General Meeting; and
- Proxy Form.

Yours sincerely,



**Ian Pamensky**  
Company Secretary  
Keybridge Capital Limited  
Tel: 61 2 8622 6692

## NOTICE OF GENERAL MEETING

**Notice is given that a General Meeting of shareholders of Keybridge Capital Limited (Company) will be held on:**

Friday 29 July 2016 at 12:00 pm (Melbourne time) at:  
Herbert Smith Freehills, Level 42  
101 Collins Street  
Melbourne Vic 3000  
Australia

7 June 2016

Dear Shareholder,

The Board of Directors invites you to join us at a General Meeting to be held at Herbert Smith Freehills, Level 42, 101 Collins Street, Melbourne Victoria 3000, Australia, on Friday 29 July 2016 at 12:00 pm (Melbourne time) ("Meeting").

As disclosed in the Company's ASX announcement on 30 May 2016, Scarborough Equities Pty Ltd ("Scarborough"), which holds approximately 17% of the issued share capital in the Company, informed the Company on 27 May 2016 of its intention to call a general meeting of shareholders at some point in the future in order to consider the removal as a director of the Company's Chairman, Mr Andrew Moffat, and the election of two new directors, Mr Simon Kenneth Cato and Mr William Matthew Johnson.

Scarborough is a wholly owned subsidiary of Bentley Capital Limited (ASX code: BEL) and your Directors understand that it is affiliated with Orion Equities Limited (ASX code: OEQ) and Queste Communications Limited (ASX Code: QUE) and that all of these companies are chaired by Mr Farooq Khan.

The Board, recognising the significance of the Scarborough proposal, which in effect would change the composition of half the Board, has determined that it is appropriate to itself pro-actively arrange for shareholder consideration of the proposal in order to resolve these issues expeditiously. The Board believes that it is in the best interests of shareholders that a majority of the Board be comprised of independent Directors.

After careful consideration, the Board has determined that it is **not** in the best interests of shareholders that Mr Moffat be removed as a Director, or that Mr Cato or Mr Johnson be elected as Directors. The Board (other than Mr Moffat, who abstained from making a recommendation in relation to his removal as a Director) does not support the proposed resolutions and recommends that shareholders vote **AGAINST** all of the resolutions set out in the Notice of Meeting.

A proxy form accompanies the enclosed Notice of Meeting. If you are able to attend the Meeting, please bring the proxy form with you as the barcoding on this form will facilitate your registration as a shareholder. Registration will be available from 11:00 am.

If you are unable to attend, the Board encourages you to appoint a proxy to vote on the resolutions contained in the Notice of Meeting on your behalf, either by completing and returning the enclosed proxy form or by lodging your proxy appointment online at [www.registrydirect.com.au](http://www.registrydirect.com.au). Details of how to submit the proxy form are included with the form.

Please note that a person intending to vote at the Meeting on shares held in the name of a company must bring an authority to the Meeting, signed by the company in favour of the person attending.

Yours sincerely,



**Andrew Moffat**  
Chairman



**Antony Sormann**  
Executive Director



**Bill Brown**  
Director

## MEETING OF SHAREHOLDERS

### **RESOLUTION 1: REMOVAL OF MR ANDREW GRAEME MOFFAT AS A DIRECTOR**

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

"That Mr Andrew Graeme Moffat be removed from office as a Director of the Company, with effect from closure of the Meeting."

### **RESOLUTION 2: ELECTION OF NON-BOARD ENDORSED DIRECTOR CANDIDATE**

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

"That Mr Simon Kenneth Cato, having consented to his nomination as a Director of the Company, be appointed as a Director of the Company, with effect from closure of the Meeting."

### **RESOLUTION 3: ELECTION OF NON-BOARD ENDORSED DIRECTOR CANDIDATE**

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

"That Mr William Matthew Johnson, having consented to his nomination as a Director of the Company, be appointed as a Director of the Company, with effect from closure of the Meeting."

### **RESOLUTION 4: REMOVAL OF OTHER DIRECTORS APPOINTED**

*Resolution 4 is a conditional resolution. The resolution will be deemed to have been withdrawn if no person is appointed as a Director of the Company on or after 27 May 2016 and prior to the closure of the Meeting on 29 July 2016.*

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

"That each person appointed as a Director of the Company on or after 27 May 2016 and prior to the closure of the Meeting be removed from office as a Director of the Company, with effect from closure of the Meeting."

**The Board recommends that shareholders vote AGAINST the proposed resolutions. The Chairman of the Meeting intends to vote all undirected proxies against each resolution.**

**Further information about each item of business is set out in the Explanatory Notes to this Notice of Meeting.**

By order of the Board.



**Ian Pamensky**  
Company Secretary  
Sydney, 7 June 2016

## DETERMINATION OF ENTITLEMENT TO ATTEND AND VOTE

For the purposes of the Meeting, shares will be taken to be held by the persons who are registered as members as at 7:00pm (Melbourne time) on Wednesday 27 July 2016. This means that if you are not the registered holder of a share at that time, you will not be entitled to vote in respect of that share.

If you wish to appoint a proxy, the completed proxy form (and any authority under which it is signed) must be received by the Company or its share registry, Registry Direct, no later than 12:00 pm (Melbourne time) on Wednesday 27 July 2016 to be effective.

To do this, you may:

- use the enclosed reply paid envelope;
- email the form to [keybridge@registrydirect.com.au](mailto:keybridge@registrydirect.com.au);
- fax the form to (+61 3) 9111 5652;
- mail the form to PO Box 18366 Collins Street East Vic 8003 Australia;
- deliver the form in person to Level 6, 2 Russel St Melbourne VIC 3000; or
- lodge your appointment online at Registry Direct's website, [www.registrydirect.com.au](http://www.registrydirect.com.au). To use this facility, you will need your holder identification number (HIN) or security holder reference number (SRN).

## NOTES ON APPOINTMENT OF PROXY

A member who is entitled to attend and cast a vote at the Meeting may appoint a proxy to attend and vote for the member. A proxy may be an individual or a body corporate and need not be a member of the Company. The appointment may specify the proportion or number of votes that the proxy may exercise.

A member who is entitled to cast two or more votes at the Meeting may appoint no more than two proxies and may specify the proportion or number of votes each proxy is entitled to exercise. If you appoint two proxies and the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes. If a shareholder appoints a body corporate as a proxy, that body corporate will need to ensure that it:

- appoints an individual as its corporate representative to exercise its powers at the Meeting, in accordance with section 250D of the Corporations Act; and
- provides satisfactory evidence of the appointment of its corporate representative.

If such evidence is not received, then the body corporate (through its representative) may not be permitted to act as a proxy.

A proxy is not revoked by the member attending and taking part in the meeting unless the member actually votes at the meeting on the resolution for which the proxy is proposed to be used.

Shareholders who appoint a proxy should consider whether they wish to direct the proxy to vote (and, if so, whether to direct the proxy to vote "for" or "against", or to abstain from voting, on each resolution), or whether to leave the decision to the appointed proxy after discussion at the Meeting. Shareholders can direct their proxy how to vote by following the instructions on the proxy form.

If the Chairman of the Meeting is or becomes your proxy for any of the proposed resolutions, you can direct him how to vote in the usual way. If you do not direct him how to vote, the Chairman of the Meeting intends to vote all available proxies **AGAINST** each resolution.

## VOTING

Voting on a resolution at the Meeting will be decided in the first instance by a show of hands. A poll may be demanded in accordance with the Company's Constitution. On a show of hands, every shareholder who is eligible to vote and is present in person or by proxy, representative or attorney will have one vote. Upon a poll, every shareholder who is eligible to vote and is present in person or by proxy, representative or attorney will have one vote for each fully paid ordinary share held by that person (subject to any voting exclusions that apply in respect of a particular resolution). The proxy has the same rights as the member to speak at the Meeting, to vote (but only to the extent allowed by the appointment) and to join in a demand for a poll.

Where a member appoints two proxies, then neither proxy shall have the right to vote on a show of hands.

Where a share is held jointly and more than one joint holder votes, the vote of the holder whose name appears first in the register of members shall be accepted to the exclusion of the others whether the vote is given in person or by proxy, representative or attorney.

Any directed proxies that are not voted on a poll at the Meeting by a member's appointed proxy will automatically default to the Chairman of the Meeting, who is required to vote proxies as directed on a poll.

## EXPLANATORY NOTES

### RESOLUTION 1: REMOVAL OF MR ANDREW GRAEME MOFFAT

Scarborough Equities Pty Ltd ("Scarborough") has proposed that Mr Moffat be removed as a Director of the Company. The Directors (other than Mr Moffat) unanimously recommend that shareholders vote **against** this resolution so that Mr Moffat remains a Director of the Company.

*Andrew Moffat was appointed a Non-executive Director of Keybridge Capital Limited on 7 March 2014 and became Chairman in April 2014. Shareholders voted to elect Andrew as a Director at the Company's Annual General Meeting in November 2014. Mr Moffat is a member of the Audit, Finance and Risk Committee and the Remuneration and Nomination Committee.*

*Andrew has in excess of 20 years of corporate and investment banking experience and is the principal of Cowoso Capital Pty Ltd, a company providing strategic corporate advisory services.*

*Prior to establishing Cowoso Capital Pty Ltd, Andrew was a Director of Equity Capital Markets & Advisory for BNP Paribas Equities (Australia) Limited where he took principal responsibility for mergers and acquisition advisory services and a range of equity capital raising mandates.*

*Andrew is currently a director of Pacific Star Network Limited, Rubik Financial Limited and 360 Capital Group Limited.*

*Qualifications: B.Bus, Curtin University, Perth*

The Board considers Andrew Moffat to be independent.

#### **Directors' Recommendation**

The Directors (other than Mr Moffat) unanimously recommend that shareholders vote **against** Resolution 1.

### RESOLUTIONS 2 AND 3: ELECTION OF NON-BOARD ENDORSED DIRECTOR CANDIDATES

Mr Simon Kenneth Cato and Mr William Matthew Johnson have been nominated by Scarborough for election to the Board. The Board does not believe that it is in the best interests of shareholders that Mr Cato or Mr Johnson be elected as Directors of the Company and recommends that shareholders vote **against** Resolutions 2 and 3.

***The following statements are based on information provided by Mr Cato and Mr Johnson. Their biographical details have not been verified by the Company and any comments made by them are not endorsed by the Company.***

#### **Resolution 2: Election of Simon Kenneth Cato**

*Simon Cato has had over 30 years capital markets experience in broking, regulatory roles and as a director of listed companies. He was initially employed by the ASX in Sydney and then in Perth. From 1991 until 2006 he was an executive director and/or responsible executive of three stockbroking firms and in those roles he has been involved in many aspects of broking including management issues such as credit control and reporting to regulatory bodies in the securities industry. As a broker he was also involved in the underwriting of a number of IPO's and has been through the process of IPO listing in the dual role of broker and director. Currently he holds a number of non-executive roles with other listed companies in Australia.*

*Simon is a non-executive director of Advanced Share Registry Limited (ASX:ASW) (since 22 August 2007), Greenland Minerals and Energy Limited (since 21 February 2006) and Bentley Capital Limited*

(ASX:BEL) (since 7 January 2015; also February 2004 to April 2010). Within the last three years, Simon was a director of Transaction Solutions International Limited (ASX:TSN) (26 February 2010 to 30 August 2013). Simon's other former directorships in Australian listed entities are:

- Queste Communications Ltd (ASX:QUE) (2008 to 2013)
- Convergent Minerals Limited (ASX:CVG) (2006 – 2011)
- Scarborough Equities Limited (ASX:SCB) (2004 – 2009)
- Sofcom Limited (ASX:SOF) (2004 – 2008)
- Altera Capital Limited (ASX:AEA) (2004 – 2006)
- Elemental Minerals Limited (ASX:ELM) (2004 – 2006)
- Medusa Mining Limited (ASX:MML) (2002 – 2006)

Qualifications: B.A. (Sydney). Simon does not have a relevant interest in the Company's securities.

### **Resolution 3: Election of William Matthew Johnson**

William Johnson holds a Masters degree in engineering science from Oxford University, England and an MBA from Victoria University, New Zealand. His 30 year business career spans multiple industries and countries, with executive/CEO experience in oil and gas exploration (North Africa and Australia), mineral exploration and investment (Australia, Peru, Chile, Saudi Arabia, Oman and Indonesia), telecommunications infrastructure investment (New Zealand, India, Thailand and Malaysia) and information technology and Internet ventures (New Zealand, Philippines and Australia). William is a highly experienced public company director and has considerable depth of experience in business strategy, investment analysis, finance and execution.

William is a Managing Director of Strike Resources Limited (ASX:SRK) (since 25 March 2013; Director since 14 July 2006) and Executive Director of Bentley Capital Limited (ASX:BEL) (since 1 January 2016; Director since 13 March 2009). Within the last three years William was a director of (Alara Resources Limited (ASX:AUQ) (26 October 2009 to 31 October 2013) and Cuervo Resources Inc. (CNQ:FE) (March 2013 – December 2013). William's other former directorships in Australian listed entities are:

- Orion Equities Limited (ASX:OEQ) (2003 – 2013)
- Scarborough Equities Limited (ASX:SCB) (2004 – 2009)
- Drillsearch Energy Limited (ASX:DLS) (2006 – 2008)
- Sofcom Limited (ASX:SOF) (2005 - 2008)
- Altera Capital Limited (ASX:AEA) (2005 – 2006)

Qualifications: MA (Oxon), MBA, MAICD. William does not have a relevant interest in the Company's securities.

### **Directors' Recommendation**

The Directors unanimously recommend that shareholders vote **AGAINST** Resolutions 2 and 3.

### **RESOLUTION 4: REMOVAL OF OTHER DIRECTORS APPOINTED**

Resolution 4 is a conditional resolution. The resolution will be deemed to have been withdrawn if no person is appointed as a Director of the Company on or after 27 May 2016 and prior to the closure of the Meeting on 29 July 2016.

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

"That each person appointed as a Director of the Company on or after 27 May 2016 and prior to the closure of the Meeting be removed from office as a Director of the Company, with effect from closure of the Meeting."

### **Directors' Recommendation**

The Directors unanimously recommend that shareholders vote **AGAINST** Resolution 4.


Keybridge Capital Limited  
ABN 16 088 267 190  
Level 4, 1 Alfred Street, Sydney NSW 2000 Australia  
Phone +61 2 8622 6692  
[www.keybridge.com.au](http://www.keybridge.com.au)




Name  
 Address line 1  
 Address line 2  
 Address line 3  
 Address line 4  
 Address line 5  
 Postcode / Country


**LODGE YOUR VOTE**

 [www.registrydirect.com.au/investor/login](http://www.registrydirect.com.au/investor/login)

 **By mail**  
 Keybridge Capital Limited  
 C/- Registry Direct  
 PO Box 18366  
 Collins Street East VIC 8003

 **By hand**  
 Registry Direct  
 L6 2 Russell Street  
 Melbourne VIC 3000

 **By facsimile**  
 +61 3 9111 5652

 **All enquiries**  
 1300 55 66 35 (within Australia)  
 +61390207934 (outside Australia)

**By email:** [keybridge@registrydirect.com.au](mailto:keybridge@registrydirect.com.au)

**SRN/HIN:** I/X\*\*\*\*\*

**PROXY FORM**

I/We being shareholder(s) of Keybridge Capital Limited and entitled to attend and vote hereby:

**STEP 1**
**APPOINT A PROXY**

**appoint the** Chairman of Meeting (mark box)

☐

**OR** if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write below the name of the person or the body corporate (excluding the registered shareholder) you are appointing as your proxy

or failing the person/body corporate named, or if no person/body corporate is named, the Chairman of the Meeting, as my/our proxy and to vote for me/us on my/our behalf in accordance with the directions below or if no directions have been given, as the proxy sees fit, at the Extraordinary General Meeting of the Company to be held at 12.00pm (Melbourne time) on Friday, 29 July 2016, at Herbert Smith Freehills, Level 42, 101 Collins Street, Melbourne Victoria 3000 (**Meeting**) and at any adjournment or postponement of the Meeting or at any other meeting of the Company held on or before 30 September 2016 to consider the same or substantially similar resolutions to those proposed to be put at the Meeting.

**IMPORTANT NOTE – STEP 1**

If two proxies are being appointed, the number or proportion of voting shares this proxy is appointed to represent is:

The Chairman of the Meeting intends to vote all available proxies against all items of business.  
 If you do not want the Chairman of the Meeting to vote your proxies against any item(s), complete Step 2 below.  
 Proxy appointments will be valid and accepted by the Company only if they are signed and received no later than 48 hours before the Meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒

**STEP 2**
**VOTING DIRECTIONS**
**Agenda Item**

Resolution 1: REMOVAL OF MR ANDREW GRAEME MOFFAT AS A DIRECTOR

**AGAINST** ☐ **For** ☐ **Abstain\*** ☐

Resolution 2: ELECTION OF SIMON KENNETH CATO AS A DIRECTOR

☐ ☐ ☐


**Agenda Item**

Resolution 3: ELECTION OF WILLIAM MATTHEW JOHNSON AS A DIRECTOR

**AGAINST** ☐ **For** ☐ **Abstain\*** ☐

Resolution 4: REMOVAL OF OTHER DIRECTORS APPOINTED

☐ ☐ ☐

 \*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.

**STEP 3**
**SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED**

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

Director

**Signing Instructions:** This form should be signed by the shareholder. If a joint holding, all shareholders should sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the Corporations Act 2001 (Cth) (or for New Zealand companies, the Companies Act 1993).



## HOW TO COMPLETE THIS PROXY FORM

### Your Name and Address

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. Please note: you cannot change ownership of your shares using this form.

### Step 1 - Appoint a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person in the box provided. If you leave this section blank, or your named proxy does not attend the Meeting or does not vote in accordance with your instructions, the Chairman of the Meeting will be your proxy. A proxy need not be a shareholder of the Company. A proxy may be an individual or a body corporate.

### Step 2 - Votes on Items of Business

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted 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 the items of business, your proxy may vote as he or she chooses subject to any applicable voting exclusions. If you mark more than one box on an item your vote on that item will be invalid.

### Appointment of a Second Proxy

You are entitled to appoint up to 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's share registry or you may copy this form.

### To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the 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 half your votes. Fractions of votes will be disregarded.
- (b) return both forms together.

### Signing Instructions

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

**Individual:** where the holding is in one name, the holder must sign.

**Joint Holding:** where the holding is in more than one name, either shareholder may sign.

**Power of Attorney:** to sign under Power of Attorney, you must have already lodged the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

### Corporate Representatives

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry.

### Lodgement of a Proxy Form

This Form (and if required any Power of Attorney under which it is signed) must be received at an address given below by **12:00pm Melbourne time on Wednesday, 27 July 2016**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged by:

#### Online

[www.registrydirect.com.au](http://www.registrydirect.com.au)


Login to the Registry Direct website using the holding details as shown on the Form. Select 'Votes' and follow the prompts to lodge your vote or proxy. To use the online lodgement facility, shareholders will need their "Holder Number" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).


#### by email:

[keybridge@registrydirect.com.au](mailto:keybridge@registrydirect.com.au)

#### by Mail

Keybridge Capital Limited  
C/- Registry Direct  
PO Box 18366  
Collins Street East VIC 8003

 by facsimile  
+61 3 9111 5652

 by hand  
Registry Direct  
L 6, 2 Russell St  
Melbourne VIC 3000

**If you would like to attend and vote at the Extraordinary General Meeting, please bring this form with you. This will assist in registering your attendance.**