

# NOTICE OF ANNUAL GENERAL MEETING

TIME: 11.00am (WST) | DATE: 6 November 2013 | PLACE: The Celtic Club, 48 Ord Street, West Perth, Western Australia



This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (08) 9324 3266.



HILLCREST LITIGATION SERVICES LIMITED

ACN 060 094 742



## CONTENTS

Letter to Shareholders	2
Notice of Annual General Meeting (setting out the proposed resolutions)	3
Explanatory Statement (explaining the proposed resolutions)	5
Glossary	7
Proxy Form	9

## TIME AND PLACE OF MEETING AND HOW TO VOTE

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### VENUE

The Annual General Meeting of the Shareholders of Hillcrest Litigation Services Limited to which this Notice of Meeting relates will be held at 11:00am (WST) on 6 November 2013 at:

The Celtic Club  
48 Ord Street  
West Perth, Western Australia

### YOUR VOTE IS IMPORTANT

The business of the Annual General Meeting affects your shareholding and your vote is important.

### VOTING IN PERSON

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

### VOTING BY PROXY

To vote by proxy, please complete and sign the proxy form enclosed and send the proxy form:

- (a) by post to Hillcrest Litigation Services Limited, PO Box 587, West Perth, Western Australia 6872;  
or
- (b) by facsimile to the Company on facsimile number (08) 9324 3277,  
so that it is received not later than 11:00am (WST) on 4 November 2013.

**Proxy forms received later than this time will be invalid.**





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**HILLCREST LITIGATION SERVICES LIMITED**

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1 COLIN STREET WEST PERTH WESTERN AUSTRALIA 6005  
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ACN 060 094 742 T +618 9324 3266 F +618 9324 3277

25 September 2013

Dear Shareholder

**ANNUAL GENERAL MEETING – WEDNESDAY 6 NOVEMBER 2013**

Hillcrest's Annual General Meeting will be held at The Celtic Club, 48 Ord Street, West Perth, Western Australia on Wednesday 6 November 2013 at 11:00am.

The following meeting documents are enclosed for your consideration:

- (a) Notice of Meeting, which contains the text of all the resolutions to be put to Shareholders at the AGM;
- (b) Explanatory Statement, which contains explanatory details of all the resolutions;
- (c) Proxy Form; and
- (d) Annual Report for the year ended 30 June 2013.

We encourage you to read the enclosed documents and to participate in the meeting by either attending in person or by completing and returning the Proxy Form in accordance with the instructions on the Proxy Form.

If, after reading the meeting documents, you have any queries about any of the matters you should feel free to contact the Company on (08) 9324 3266.

Yours sincerely

**HILLCREST LITIGATION SERVICES LIMITED**

**ALAN VAN NOORT  
CHAIRMAN**



## NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders of Hillcrest Litigation Services Limited will be held at The Celtic Club, 48 Ord Street, West Perth, Western Australia, at 11:00am (WST) on 6 November 2013.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and the proxy form are part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders of the Company at the close of business on 4 November 2013.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

### AGENDA

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#### **ADOPTION OF THE ANNUAL FINANCIAL REPORT**

To receive the Annual Financial Report, including Directors' declarations and accompanying reports of the Directors and Auditors for the financial year ended 30 June 2013.

#### **1. RESOLUTION 1 - ADOPTION OF THE REMUNERATION REPORT**

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

*"That, for the purposes of Section 250R(2) of the Corporations Act and for all other purposes, approval is given to the adoption of the Remuneration Report as contained in the Company's financial report for the year ended 30 June 2013."*

#### **2. RESOLUTION 2 - RE-ELECTION OF DIRECTOR – MR ANGUS MIDDLETON**

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

*"That, for all purposes, Mr Angus Middleton, a Director of the Company who retires by rotation in accordance with clause 13.2 of the Constitution and, being eligible, is re-elected as a Director of the Company."*

#### **3. RESOLUTION 3 - APPROVAL FOR FUTURE ISSUE OF SECURITIES**

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

*"That, for the purpose of Listing Rule 7.1 of the ASX Listing Rules and for all other purposes, the Directors of the Company be authorised to issue up to 50,000,000 fully paid ordinary shares on the terms and conditions set out in the Explanatory Statement accompanying this Notice."*

**Voting Exclusion:** The Company will disregard any votes cast on this resolution by any person who may participate in the proposed issue and any other person who may obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed, and any associates of those persons.

**DATED: 25 September 2013**

**BY ORDER OF THE BOARD**



**HILLCREST LITIGATION SERVICES LIMITED**  
**IAN ALLEN**  
**COMPANY SECRETARY**

**Voting Exclusion Note:**

Where a voting exclusion applies, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the proxy form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote in accordance with a direction on the proxy form to vote as the proxy decides.



## EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders of the Company in connection with the business to be conducted at the Annual General Meeting to be held at The Celtic Club, 48 Ord Street, West Perth, Western Australia on 6 November 2013 at 11:00am (WST).

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the resolutions in the Notice of Meeting.

### **1. FINANCIAL STATEMENTS AND DIRECTORS' REPORTS**

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In accordance with the Company's Constitution, the business of the meeting will include receipt and consideration of the Company's Financial Report and reports of Directors and Auditors for the year ended 30 June 2013.

### **2. RESOLUTION 1 – ADOPTION OF THE REMUNERATION REPORT**

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At a listed Company's Annual General Meeting, a resolution that the Remuneration Report be adopted must be put to the Shareholders. The vote on this resolution is advisory only and does not bind the Directors or the Company.

### **3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MR ANGUS MIDDLETON**

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Clause 13.2 of the Constitution requires that if the Company has three or more Directors, one third of those Directors must retire at each Annual General Meeting.

The Company currently has four Directors and accordingly one must retire. A Director who retires under clause 13.2 is eligible for re-election.

Mr Angus Middleton will retire by rotation and seeks re-election.

### **4. RESOLUTION 3 – APPROVAL FOR FUTURE ISSUE OF SECURITIES**

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ASX Listing Rule 7.1 provides that a company must not issue more than 15% of its issued capital in any 12 month period without first obtaining the approval of its shareholders.

To provide the Company with the flexibility to make future issues of securities during the next 3 months, Resolution 3 seeks such shareholder approval to the issue of up to a maximum of 50,000,000 fully paid ordinary shares.

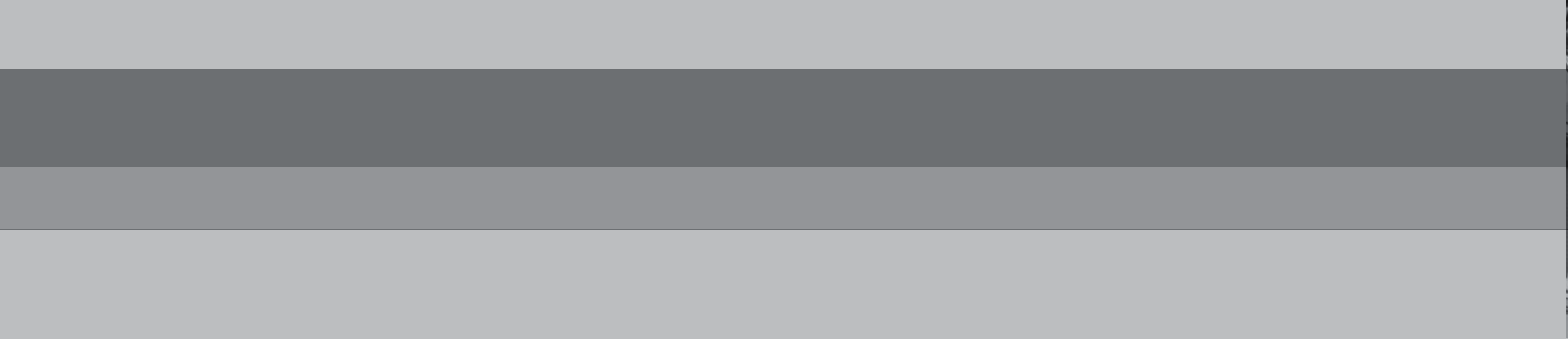
In compliance with the information requirements of ASX Listing Rule 7.3:

- (a) the shares will be issued at a price of at least 80% of the average market price of the Company's shares as traded on ASX over the 5 day period preceding the date of issue of the shares or, if the shares are offered pursuant to a prospectus, at least 80% of the average market price of the Company's shares as traded on ASX over the 5 day period preceding the date of issue of the prospectus;
- (b) the shares will be issued no later than 3 months after the date of the Meeting or such later date as may be permitted by any ASX waiver or modification of the Listing Rules;
- (c) the shares, when issued, will rank equally with the Company's existing shares;
- (d) all shares the subject of this resolution will be allotted progressively;
- (e) the identity of the allottees of the shares is not yet known and will be determined at the Directors' discretion, however the allottees will not be Directors or their associates or related parties of the Company; and
- (f) the Company intends to use the funds raised from the issue of the shares for working capital needs.

### **5. RECOMMENDATION**

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The Board believes that the resolutions to be proposed at the Company's Annual General Meeting are in the best interests of the Company and (except where otherwise stated) unanimously recommend that shareholders vote in favour of each resolution.





## GLOSSARY

**\$** means Australian dollars.

**Annual General Meeting** means the meeting convened by the Notice of Meeting.

**ASX** means ASX Limited.

**ASX Listing Rules** means the Listing Rules of ASX.

**Board** means the current board of Directors of the Company.

**Company** means Hillcrest Litigation Services Limited (ACN 060 094 742).

**Constitution** means the Company's constitution.

**Corporations Act** means the Corporations Act 2001 (Cth).

**Directors** means the current Directors of the Company.

**Explanatory Statement** means the explanatory statement accompanying the Notice of Meeting.

**Notice of Meeting** or **Notice of Annual General Meeting** means this notice of Annual General Meeting including the Explanatory Statement.

**Resolutions** means the resolutions set out in the Notice of Meeting, or any one of them, as the context requires.

**Share** means a fully paid ordinary share in the capital of the Company.

**Shareholder** means a holder of Shares.

**WST** means Western Standard Time as observed in Perth, Western Australia.



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# PROXY FORM

APPOINTMENT OF PROXY  
HILLCREST LITIGATION SERVICES LIMITED  
ACN 060 094 742

## ANNUAL GENERAL MEETING

I/We

being a Member of Hillcrest Litigation Services Limited entitled to attend and vote at the Meeting, hereby

Appoint

Name of proxy

OR

☐

Mark this box if you wish to appoint the Chairman of the Meeting as your proxy

or failing the person so named or, if no person is named, the Chairman of the Meeting or the Chairman's nominee, to vote in accordance with the following directions or, if no directions have been given, as the proxy sees fit at the Annual General Meeting to be held at 11:00am (WST), on 6 November 2013 at The Celtic Club, 48 Ord Street, West Perth, Western Australia and at any adjournment thereof. If no directions are given, the Chairman will vote in favour of all the resolutions.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Item 1 (except where I/we have indicated a different voting intention below) even though Item 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**Important Note:** For Item 1, this express authority is also subject to you marking the box in the section below. If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Item 1 by marking the appropriate box in the section below.

### Voting on Business of the Annual General Meeting

	FOR	AGAINST	ABSTAIN
Resolution 1 – Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 – Re-election of Director - Mr Angus Middleton	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 – Approval for future issue of Securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

### OR

In relation to these resolutions, if the Chairman is to be your proxy and you do not wish to direct your proxy how to vote on these resolutions, please place a mark in this box ☐

By marking this box, you acknowledge that the Chairman of the meeting 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 Chairman of the meeting will not cast your votes on these resolutions and your votes will not be counted in computing the required majority if a poll is called on these resolutions. The Chairman intends to vote in favour of these resolutions.

**IF THE CHAIRMAN IS TO BE YOUR PROXY IN RELATION TO RESOLUTIONS 1 TO 3 YOU MUST EITHER MARK THE BOXES DIRECTING YOUR PROXY HOW TO VOTE OR MARK THE BOX INDICATING THAT YOU DO NOT WISH TO DIRECT YOUR PROXY HOW TO VOTE, OTHERWISE THIS APPOINTMENT OF PROXY IN RELATION TO RESOLUTIONS 1 TO 3 WILL BE DISREGARDED.**

If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item on a show of hands or on a poll and that your shares are not to be counted in computing the required majority on a poll.

If two proxies are being appointed, the proportion of voting rights this proxy represents is \_\_\_\_\_%.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2013

### By:

#### Individuals and joint holders

Signature \_\_\_\_\_

Signature \_\_\_\_\_

Signature \_\_\_\_\_

#### Companies (affix common seal if appropriate)

Director \_\_\_\_\_

Director/Company Secretary \_\_\_\_\_

Sole Director and Sole Company Secretary \_\_\_\_\_

# HILLCREST LITIGATION SERVICES LIMITED

ACN 060 094 742

## Instructions for Completing 'Appointment of Proxy' Form

1. A member entitled to attend and vote at a Meeting is entitled to appoint not more than two proxies to attend and vote on their behalf. Where more than one proxy is appointed, such proxy must be allocated a proportion of the member's voting rights. If the shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes.
2. A duly appointed proxy need not be a member of the Company. In the case of joint holders, all must sign.
3. Corporate shareholders should comply with the execution requirements set out on the Proxy Form or otherwise with the provisions of Section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:
  - 2 directors of the company;
  - a director and a company secretary of the company; or
  - for a proprietary company that has a sole director who is also the sole company secretary – that director.

For the Company to rely on the assumptions set out in Section 129(5) and (6) of the Corporations Act, a document must appear to have been executed in accordance with Section 127(1) or (2). This effectively means that the status of the persons signing the document or witnessing the affixing of the seal must be set out and conform to the requirements of Section 127(1) or (2) as applicable. In particular, a person who witnesses the affixing of a common seal and who is the sole director and sole company secretary of the company must state that next to his or her signature.

4. Completion of a Proxy Form will not prevent individual shareholders from attending the Meeting in person if they wish. Where a shareholder completes and lodges a valid proxy form and attends the Meeting in person, then the proxy's authority to speak and vote for that shareholder is suspended while the shareholder is present at the Meeting.
5. Where a Proxy Form or form of appointment of corporate representative is lodged and is executed under power of attorney, the power of attorney must be lodged in like manner as this proxy.