

## NOTICE OF ANNUAL GENERAL MEETING

**The Annual General Meeting of  
Austock Group Limited (“Company”)  
will be held in Oaks Room 4 & 5, Oaks on Collins,  
480 Collins Street, Melbourne, Victoria 3000  
on Thursday, 29 October 2009 at 9 a.m. (Melbourne time)**

### ORDINARY BUSINESS

#### **Item 1: Financial Reports**

To receive and consider the Financial Report of the Company and the Reports of the Directors and Auditor for the financial year ended 30 June 2009.

#### **Item 2: Adoption of Remuneration Report**

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

*“That the Remuneration Report of the Company for the financial year ended 30 June 2009 be adopted.”*

This resolution is advisory only and does not bind the Company.

#### **Item 3: Re-Election of Director**

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

*“That for the purposes of ASX Listing Rule 14.5 and all other purposes, Mr Christopher Alan Sadler be re-elected a Director of the Company.”*

### SPECIAL BUSINESS

#### **Item 4: Approval of issue of securities to Austock Employee Share Trust**

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



*“That for the purposes of ASX Listing Rule 7.4 and all other purposes, approval is given to the issue of 13,272,185 ordinary shares to Austock Employee Share Custodian Pty Ltd, the trustee of the Austock Employee Share Trust, as detailed in the Explanatory Statement accompanying this Notice of Meeting.”*

By order of the Board.

Amanda Gawne  
Company Secretary

29 September 2009

### **Voting Exclusion Statement**

In accordance with the ASX Listing Rules, the Company will disregard any votes cast on resolution 4 by a person who participated in the issue and their associates.

However, 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
- the Chairman of the Meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

### **NOTES**

#### **Explanatory Statement**

The attached Explanatory Statement forms part of this Notice.

#### **Voting Entitlements**

The Board of Austock Group Limited has determined that a member's voting entitlement at this meeting will be taken to be the entitlement of the person shown in the register of members as at 7 p.m. on Tuesday, 27 October 2009.

#### **Proxies**

- A member entitled to attend and vote at this meeting is entitled to appoint a proxy (who need not be a member of the Company) to attend and vote in the member's place. A proxy form accompanies this Notice of Meeting for this purpose.
- Members who are entitled to cast two or more votes may appoint not more than two proxies to attend and vote at this meeting. Members wishing to appoint a second proxy should request an additional proxy form from the Company's share registry – Registries Limited. Where two proxies are appointed, both forms should be completed with the nominated proportion or number of votes each proxy may exercise. If no such proportion or number is specified, each proxy may exercise half of the votes.
- Where a member appoints 2 proxies, on a show of hands neither proxy may vote if more than one proxy attends and on a poll each proxy may only exercise votes in respect of those shares or voting rights the proxy represents.
- The appointment of one or more duly appointed proxies will not preclude a member from attending this meeting and voting personally. If the member votes on a resolution, the proxy must not vote as the member's proxy on that resolution.
- Any instrument appointing a proxy in which the name of the appointee is not completed is regarded as given in favour of the Chair of the Meeting.
- To be effective, proxy forms must be received by the Company at its registered office or delivered in person, by mail or by fax to the Company's Share Registry's office (details below). Proxy forms may also be lodged online by visiting [www.registries.com.au/vote/austockagm2009](http://www.registries.com.au/vote/austockagm2009). Completed proxy forms must be received no later than 48 hours before the appointed time of the meeting.



- The Company's Share Registry details are as follows:

Registries Limited  
Level 7, 207 Kent Street, Sydney, NSW 2000  
GPO Box 3993, Sydney, NSW, 2001  
Facsimile: +61 2 9290 9655

- If a body corporate is appointed as proxy, please write the full name of that body corporate (eg, Company X Pty Ltd). Do not use abbreviations. The body corporate will need to ensure that it:
  - a) appoints an individual as its corporate representative to exercise its powers at meetings, in accordance with section 250D of the Corporations Act 2001 (Cth); and
  - b) provides satisfactory evidence of the appointment of its corporate representative prior to commencement of the meeting.

If no such evidence is received before the meeting, then the body corporate (through its representative) will not be permitted to act as your proxy.

**Body corporate representatives**

- A corporation, by resolution of its directors, may authorise a person to act as its representative to vote at the meeting.
- A representative appointed by a corporation may be entitled to execute the same powers on behalf of the corporation as the corporation could exercise if it were an individual member of Austock.
- To evidence the authorisation, either a certificate of corporate body representative executed under the common seal of the corporation or under the hand of its attorney or an equivalent document evidencing the appointment will be required.
- The certificate or equivalent document must be produced prior to the meeting.

# EXPLANATORY STATEMENT

## Introduction

The purpose of this Explanatory Statement (which is included in and forms part of this Notice of Annual General Meeting) is to provide shareholders with an explanation of the matters to be considered at the Annual General Meeting on Thursday, 29 October 2009.

## Item 1: Financial Reports

The Company's 2009 Annual Report, which includes the Financial Report, Directors' Report and Auditor's Report for the financial year ended 30 June 2009, is available on the Company's website at [www.austock.com](http://www.austock.com) (under About Us / Investor Relations / Annual Reports). A copy has been forwarded to all shareholders who elected to receive it.

The Chairman and Managing Director will address the meeting. Shareholders will be given a reasonable opportunity as a whole to ask questions about or make comments on the management of the Company. The Company's auditor, KPMG will also attend the meeting and will be available to answer questions relevant to the conduct of the audit and the preparation and content of the Auditor's Report.

## Item 2: Adoption of Remuneration Report

Shareholders are asked to adopt the Company's Remuneration Report, which is set out on pages 20-24 of the 2009 Annual Report.

The resolution to adopt the Remuneration Report is advisory only and does not bind the Directors or the Company, pursuant to section 250R of the Corporations Act 2001 (Cth). Nevertheless, the discussion on this resolution and the outcome of the vote will be taken into consideration by the Board when considering the remuneration arrangements of the Company in the future.

## Item 3: Re-Election of Director

### ***Mr Bill Bessemer - Non-Executive Chairman***

Mr Bessemer retires by rotation but does not offer himself for re-election.

### ***Mr Chris Sadler - Independent Non-Executive Deputy Chairman***

Rule 14.5 of the ASX Listing Rules ("Listing Rules") provides that a listed entity that has directors must hold an election of directors each year. To satisfy this requirement, Mr Sadler retires by rotation and, being eligible, offers himself for re-election.

### **Experience**

Chris has over 20 years experience in international investment banking. Chris was formerly the managing director of Deutsche Bank – Corporate Finance and has also worked for other leading investment banks, including JP Morgan, Citigroup, SG Warburg and Salomon Brothers. He has an extensive track record of leading major mergers and acquisitions and corporate restructurings including equity and debt financing. Chris is also a director of Austock Securities Limited. Externally, he is a director of Mitre 10 Australia Limited, and Allomak Limited, as well as Chairman of Alpha Asia Pacific Foundation and a director on the Alpha International Board in London. Chris

has an MBA from the University of Rochester, New York and has studied at the Victoria University of Wellington, New Zealand. Chris was appointed a director of Austock Group on 18 January 2008.

Special responsibilities

Chris is Deputy Chairman of the Company and a Member of the Audit Committee.

*The Directors of the Company (other than Mr Sadler) unanimously recommend that shareholders vote in favour of this resolution.*

**Item 4: Approval of issue of securities to Austock Employee Share Trust**

Listing Rule 7.1 restricts listed companies from issuing more than 15% of their capital in a 12 month period without shareholder approval. The Company has not exceeded the 15% threshold.

Listing Rule 7.4 allows the shareholders of a listed company to subsequently ratify an issue of securities made without approval for the purpose of Listing Rule 7.1 described above.

If the resolution in item 4 is passed, the securities the subject of the issue will not be counted towards the 15% limit. The effect of this resolution is to refresh the Company's capacity to issue additional securities without the need to seek further shareholder approval. This gives the Company greater flexibility when seeking to raise further capital.

**Details of securities issued**

Listing Rule 7.5 requires the following information about the issue to be included in this Notice of Annual General Meeting:

<b>Date of Issue and Allotment</b>	15 May 2009
<b>Type of Security</b>	Ordinary shares
<b>Number Issued</b>	13,272,185
<b>Price Payable on Issue / Grant</b>	\$0.00
<b>Terms</b>	<p>The shares were issued to Austock Employee Share Custodian Pty Ltd to hold on trust to satisfy immediate and future employee entitlements under existing and future director and employee equity incentive schemes. The shares will be allocated to the benefit of directors and employees subject to a three year vesting period and performance conditions.</p> <p>The shares issued rank equally with existing ordinary shares on issue, subject to vesting conditions.</p>
<b>Allottee</b>	Austock Employee Share Custodian Pty Ltd, the trustee of the Austock Employee Share Trust.
<b>Intended Use of Funds</b>	N/A

The total number of securities to which the resolution in item 4 relates equated to approximately 10% of the quoted share capital of the Company immediately after the issue was made.

In accordance with the Listing Rules, the following persons are excluded from voting on the resolution:

- Austock Employee Share Custodian Pty Ltd and its associates; and
- any employees who were allocated shares for which approval is sought under the resolution and their associates.

Please refer to the voting exclusion statement in this Notice of Meeting.

In the event a decision is made to allocate any of the securities the subject of item 4 to a director of the Company or their associates, separate shareholder approval will be sought.

*The Directors of the Company unanimously recommend that shareholders vote in favour of this resolution.*

Dated: 29 September 2009.

**FOR ALL ENQUIRIES CALL:**  
(within Australia) 1300 737 760  
(outside Australia) +61 2 9290 9600

**FACSIMILE**  
+61 2 9290 9655

**ALL CORRESPONDENCE TO:**  
Registries Limited  
GPO Box 3993  
Sydney NSW 2001  
Australia



**Your Address**

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction on the form. Securityholders sponsored by a broker should advise their broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

## YOUR VOTE IS IMPORTANT

FOR YOUR VOTE TO BE EFFECTIVE IT MUST BE RECORDED BEFORE 9.00AM ON TUESDAY, 27 OCTOBER 2009

## TO VOTE ONLINE

<HIN/SRN>



**STEP 1 : VISIT** [www.registries.com.au/vote/austockagm2009](http://www.registries.com.au/vote/austockagm2009)

**STEP 2: Enter your holding/Investment type**

**STEP 3: Enter your SRN/HIN and VAC: <VAC NUMBER>**

## TO VOTE BY COMPLETING THE PROXY FORM

### STEP 1 Appointment of Proxy

Indicate here who you want to appoint as your Proxy  
If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chairman of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a security holder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

#### Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must provide an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's share registry.

#### Appointment of a Second Proxy

You are entitled to appoint up to two 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) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities 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 in the same envelope.

### STEP 2 Voting Directions to your Proxy

You can tell your Proxy how to vote

To direct your proxy how to vote, place a mark in one of the boxes opposite each item of business. All your securities 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 securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

### STEP 3 Sign the Form

The form **must** be signed

In the spaces provided you must sign this form as follows:

**Individual:** This form is to be signed by the securityholder.

**Joint Holding:** where the holding is in more than one name, all the securityholders must sign.

**Power of Attorney:** to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. **Please indicate the office held by signing in the appropriate place.**

### STEP 4 Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below not later than 48 hours before the commencement of the meeting at 9.00am on Thursday, 29 October 2009. Any Proxy Form received after that time will not be valid for the scheduled meeting.

**Proxies may be lodged using the reply paid envelope or:**

**BY MAIL** - Share Registry – Registries Limited, GPO Box 3993, Sydney NSW 2001 Australia

**BY FAX** - + 61 2 9290 9655

**IN PERSON** - Share Registry – Registries Limited, Level 7, 207 Kent Street, Sydney NSW 2000 Australia

# Austock Group Limited

<Name/Address 1>

<Name/Address 2>

<Name/Address 3>

<Name/Address 4>

<Name/Address 5>

<Name/Address 6>

<BARCODE>

## STEP 1 - Appointment of Proxy

I/We being a member/s of Austock Group Limited and entitled to attend and vote hereby appoint

☐ the Chairman of the Meeting (mark with an 'X')

OR

If you are not appointing the Chairman of the Meeting as your proxy please write here the full name of the individual or body corporate (excluding the registered Securityholder) you are appointing as your proxy.

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy at the Annual General Meeting of Austock Group Limited to be held at **Oaks Rooms 4 & 5, Oaks on Collins, 480 Collins Street, Melbourne VIC 3000 on Thursday the 29th of October 2009 at 9.00am** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

☐ If the Chairman of the Meeting is appointed as your proxy or may be appointed by default, and you do not wish to direct your proxy how to vote in respect of a resolution, please mark this box. By marking this box, you acknowledge that the Chairman of the Meeting may vote as your proxy even if he has an interest in the outcome of the resolution and votes cast by the Chairman of the Meeting for those resolutions, 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 the resolution and your votes will not be counted in calculating the required majority if a poll is called. The Chairman intends to vote all undirected proxies in favour of the resolutions.

## STEP 2 - Voting directions to your Proxy – please mark ☒ to indicate your directions

### Business

		For	Against	Abstain*
Item 2	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3	Re-election of Mr Chris Sadler as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4	Approval of issue of securities to Austock Employee Share Trust	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

\*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 - PLEASE SIGN HERE This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Securityholder 1

Securityholder 2

Securityholder 3

Sole Director and Sole Company Secretary

Director

Director/Company Secretary

Contact Name .....

Contact Daytime Telephone ..... Date /