



HRL Holdings Limited

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2 March 2015

ASX Announcement

EGM Results

Notice is hereby given, in accordance with Listing Rule 3.13.2 and Corporations Law Section 251AA(2) that at the Extraordinary General Meeting of the Company held today that the resolutions as set out below were passed by a show of hands without amendment.

Resolution 1: Change in Nature and Scale of Activities

"That, subject to the passing of Resolutions 2 to 5 (inclusive) for the purpose of ASX Listing Rule 11.1.2 and for all other purposes, approval is given for the Company to acquire all of the issued capital of Precise Consulting and Laboratory Limited (NZ Company No. 3772580) (Precise Consulting) from the existing shareholders of Precise Consulting, Andre Lee Halkyard and Donna Louise Firth (Vendors) on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice and to consequently make a significant change in the nature and scale of the Company's activities."

Resolution 2: Approval of the Precise Consulting Acquisition

"That, subject to the passing of Resolutions 1, 3, 4 and 5, for the purpose of Listing Rule 11.1.2 and for all other purposes, approval is given for the Company to proceed with the Share Sale Agreement between the Company, the Vendors and Precise Consulting entered into on 23 December 2014 (Share Sale Agreement) pursuant to which the Company will acquire all of the issued capital of Precise Consulting on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice."

Resolution 3: Consolidation of Capital

"That, subject to the passing of Resolutions 1, 2, 4 and 5, in accordance with section 254H of the Corporations Act 2001 (Cth) (Corporations Act), the Company's Constitution and for all other purposes, approval is given for the issued capital of the Company to be consolidated on the basis that:

- a) every 13 Shares in the Company be consolidated into 1 Share;*
- b) every 13 Options be consolidated into 1 Option with the exercise price per Option amended in inverse proportion to that ratio; and*
- c) where this consolidation results in a fraction of a security being held, the Directors be authorised to round that fraction up to the nearest whole security*

on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice."

Resolution 4: Approval to issue Shares pursuant to Capital Raising

"That, subject to the passing of Resolutions 1, 2, 3, 5 and 6, pursuant to Listing Rule 7.1 and for all other purposes, approval is given for the Company to carry out the Capital Raising and issue and allot up to 76,923,077 Shares on a post-Consolidation basis at a post-Consolidation issue price of \$0.065 on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice"



Resolution 5: Approval for Directors to apply for Shares under the Capital Raising

“That, subject to the passing of Resolutions 1 to 4 (inclusive), and 6, pursuant to Listing Rule 10.11 and for all other purposes, approval is given for the Company to issue and allot up to 46,671,268 Shares (on a post-Consolidation basis) to the Directors (and/or their nominees) out of the Shares that may be issued pursuant to Resolution 4 on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice.”

Resolution 6: Approval of Underwriting Agreement with Tulla Property Partners Pty Ltd, and the issue of shares pursuant to it

To consider and, if thought fit, pass the following Ordinary Resolution, with or without amendment:

“That, subject to the passing of Resolutions 1 to 5, and for the purpose of ASX Listing Rule 10.11 and for all other purposes, approval be given for the Company to:

- 1. enter into an Underwriting Agreement (the Underwriting Agreement); with Tulla Property Partners Pty Ltd ACN 126 992 103 (Tulla); and*
- 2. issue up to 53,846,154 to Tulla at a price of \$0.065 pursuant to the Underwriting Agreement;*

in each case on the terms and conditions set out in the Explanatory Memorandum accompanying the Notice of this Meeting.”

In respect of each resolution, the total number of proxy votes exercisable by all proxies validly appointed and the total number of proxy votes in respect of which the appointments specified that:

- I. The proxy was to vote for the resolution; and
- II. The proxy was to vote against the resolution; and
- III. The proxy was able to vote at the proxy’s discretion; and
- IV. The proxy was to abstain on the resolution

Are set out below:

Resolution	For	Against	Discretion	Abstain
1	554,730,006	33,000	49,250	154,635
2	554,730,006	33,000	49,250	154,635
3	554,730,006	187,635	49,250	0
4	554,730,006	187,635	49,250	0
5	138,542,552	262,635	49,250	0
6	266,051,086	187,635	49,250	0

As noted in the Company’s letter to ASX of earlier today the shares of the Company will now be suspended from trading until such time as HRL has re-complied with Chapters 1 and 2 of the Listing Rules and is reinstated to the Official List of ASX.

Paul Marshall
Company Secretary
HRL Holdings Ltd