



MEMO

To: Board of Directors
From: Company Secretary
Subject: **PROXY INSTRUCTIONS**

Section 249X of the Corporations Act provides that “a member [shareholder] of a company who is entitled to attend and cast a vote at a meeting of the company’s members [shareholders] may appoint a person as the member’s [shareholder’s] proxy to attend and vote for the member [shareholder] at the meeting.”

It is usual practice that, when a company sends out a notice of a meeting of shareholders, they include a Proxy Form and suitable instructions in relation to proxies and their appointment.

Such proxy instructions should be along the following lines:-

Proxy Instructions

Shareholders are entitled to appoint a proxy to attend and vote on their behalf. Where a shareholder is entitled to cast two or more votes at the meeting, they may appoint two proxies. Where more than one proxy is appointed, each proxy may be appointed to represent a specific proportion or number of votes the shareholder may exercise. If the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes.

The proxy may, but need not, be a shareholder of the Company.

The proxy form (and the power of attorney or other authority, if any, under which the proxy form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the proxy form (and the power of attorney or other authority) must be deposited at, posted to, or sent by facsimile transmission to the address listed below, or the Share Registry: Computershare, Level 19, 307 Queen Street, Brisbane Queensland not less than 48 hours before the time for holding the meeting, or adjourned meeting as the case may be, at which the individual named in the proxy form proposes to vote.

The Company Limited
200 Coronation Drive, Milton Qld 4064
Facsimile No: (09) 1869 8844

Signing Instructions



The proxy form must be signed by the shareholder or his/her attorney duly authorised in writing or, if the shareholder is a corporation, in a manner permitted by Section 127 of the Act.

Signing requirements are as follows:

- Individual:** Where the holding is in one name, the shareholder must sign.
- Joint Holding:** Where the holding is in more than one name, all of the shareholders should sign.
- Power of Attorney:** To sign under Power of Attorney, the shareholder must have already lodged this document with the registry. If not previously lodged for notation, a certified photocopy of the Power of Attorney must be attached to the proxy form when it is returned.
- 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 Act) 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. The office held must be indicated by signing in the appropriate place.

Voting Entitlement

In accordance with Regulation 7.11.37 of the Corporations Regulations 2001, for the purposes of determining voting entitlements at the meeting, shares will be taken to be held by the persons who are registered as holding the shares at 7:00pm on 25 October 2010. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

Corporate Shareholders

Rather than appoint a proxy, shareholders who are a body corporate are able to appoint representatives to attend and vote at the meeting under Section 250D of the Act. The representative should bring evidence of his or her appointment to the meeting unless it has previously been provided to the Company or its share registry.

A "Certificate of Appointment of Corporate Representative" may be obtained from the Company's share registry and must be duly completed by the shareholder prior to the meeting.

DISCLAIMER

The comments in this memo reflect some commercial aspects and observations on the matter experienced or observed by the writer in practice as he understands them. The information is given as a guide only and does not represent a definitive or legal view of any of the issues raised, covered or referred to and the reader is urged to seek his own professional advice on all aspects of, or pertaining to, this and any related matter.