

**EUREKA GROUP HOLDINGS LIMITED  
ABN 15 097 241 159**

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**NOTICE OF ANNUAL GENERAL MEETING  
AND  
EXPLANATORY MEMORANDUM**

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Date of Meeting: 24 November 2014  
Time of Meeting: 9:30am (Brisbane time)  
Place of Meeting: Brisbane Club, Oak Room,  
Level 4, 241 Adelaide Street,  
Brisbane QLD 4000

This Notice of Annual General Meeting should be read in its entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional advisor prior to voting.

## GLOSSARY

The following definitions are used in the Notice of Annual General Meeting and the Explanatory Memorandum:

**ASIC** means the Australian Securities & Investments Commission;

**Associate** has the meaning given to that term in Part 1.2, Division 2 of the Corporations Act;

**ASX** means ASX Limited ACN 008 624 691 or the securities exchange market operated by the ASX, as the context requires;

**ASX Listing Rules** means the official listing rules issued and enforced by the ASX, as amended from time to time;

**Board** or **Board of Directors** means the board of Directors of the Company;

**Business Day** means a day which is not a Saturday, Sunday or public holiday in Sydney;

**Chairman** means the chairman of the Company, who is currently Robin Levison;

**Company** means Eureka Group Holdings Limited ACN 097 241 159;

**Constitution** means the constitution of the Company, as amended from time to time;

**Corporations Act** means Corporations Act 2001 (Cth);

**Directors** means the directors of the Company;

**EGH** means Eureka Group Holdings Limited ACN 097 241 159;

**Explanatory Memorandum** means the explanatory memorandum set out in the body of this document;

**Annual General Meeting** means the general meeting of the Company to be held on 24 November 2014 pursuant to the Notice of Annual General Meeting;

**Notice of Annual General Meeting** or **Notice** means the notice of Annual General Meeting set out in the body of this document;

**Official Quotation** and **Officially Quoted** means officially quoted on the ASX;

**Resolution** means a resolution passed by the requisite majority of Shareholders of the Company on a show of hands or by the requisite majority of votes given on a poll;

**Restricted Securities** means securities of the Company that:

- are subject to escrow restrictions as determined in accordance with Appendix 9B of the ASX Listing Rules; or
- in the opinion of the ASX, should be treated as restricted securities;

**Share** means a fully paid ordinary share in the issued capital of the Company and **Shares** means any two or more of them;

**Shareholder** means a holder of a Share.

**VWAP** means volume-weighted average price

**NOTICE OF ANNUAL GENERAL MEETING  
EUREKA GROUP HOLDINGS LIMITED ABN 15 097 241 159**

Notice is given that the Annual General Meeting of shareholders of **Eureka Group Holdings Limited ABN 15 097 241 159 (Company)** will be held at Brisbane Club, Oak Room, Level 4, 241 Adelaide Street, Brisbane QLD 4000 on 24 November 2014 at 9:30am (Brisbane time).

**AGENDA**

**BUSINESS**

- Item 1 is not required to be voted on as a Resolution.
- Item 2 will be proposed as an Ordinary Resolution.
- Item 3 will be proposed as an Ordinary Resolution.
- Item 4 will be proposed as an Ordinary Resolution.
- Item 5 will be proposed as an Ordinary Resolution.
- Item 6 will be proposed as an Ordinary Resolution.
- Item 7 will be proposed as an Ordinary Resolution.
- Item 8 will be proposed as a non-binding Ordinary Resolution.

**ITEM 1 – ANNUAL REPORT**

To receive and consider the Company's Annual Report comprising the Directors' Report and Auditors' Report, Directors' Declaration, Statement of Comprehensive Income, Statement of Financial Position, Statement of Cash Flows and notes to and forming part of the accounts for the Company and its controlled entities for the financial year ended 30 June 2014.

**ITEM 2 – RE-ELECTION OF GREG REKERS AS A DIRECTOR**

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

*“That Mr. Greg Rekers who retires in accordance with Clause 16.1 of the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a Director”.*

**ITEM 3 – RE-ELECTION OF LACHLAN MCINTOSH AS A DIRECTOR**

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

*“That Mr. Lachlan McIntosh who retires in accordance with Clause 16.1 of the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a Director”.*

**ITEM 4 – ELECTION OF ROBIN LEVISON AS A DIRECTOR**

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

*“That Mr. Robin Levison, who having been appointed as a director of the Company on 24 December 2013 in accordance with the EGH constitution, and having been recommended by the Directors for election, be elected as a Director”*

#### **ITEM 5 – ISSUE OF ORDINARY SHARES AS PART OF A VENDOR FINANCE FOR EQUITY SWAP**

To consider and, if thought fit, pass the following Resolution as an Ordinary Resolution:

*“That approval is given for the purposes of ASX Listing Rule 7.1 and for all other purposes for the issue of 9,333,333 fully-paid ordinary shares in the Company at a price of 15.0 cents per share to vendors of the Easy Living Unit Trust and the Easy Living (Bundaberg) Unit Trust on the terms and conditions set out in the Explanatory Memorandum accompanying and forming part of this Notice of General Meeting”.*

#### **ITEM 6 – ISSUE OF ORDINARY SHARES AS PART OF ACQUISITION**

To consider and, if thought fit, pass the following Resolution as an Ordinary Resolution:

*“That approval is given for the purposes of ASX Listing Rule 7.1 and for all other purposes for the issue of 5,666,667 fully-paid ordinary shares in the Company at a price of 15.0 cents per share to vendors of the Easy Living Unit Trust and the Easy Living (Bundaberg) Unit Trust on the terms and conditions set out in the Explanatory Memorandum accompanying and forming part of this Notice of General Meeting”.*

#### **ITEM 7 – RATIFICATION OF ISSUE OF ORDINARY SHARES PER SHARE PLACEMENT**

To consider and, if thought fit, pass the following Resolution as an Ordinary Resolution:

*“That approval is given for the purposes of ASX Listing Rule 7.4 and for all other purposes for the issue of 9,333,333 fully-paid ordinary shares in the Company at a price of 15.0 cents per share to Sophisticated and Professional Investors on the terms and conditions set out in the Explanatory Memorandum accompanying and forming part of this Notice of General Meeting”.*

#### **ITEM 8 – ADOPT REMUNERATION REPORT**

To consider and, if thought fit, pass the following as a non-binding Ordinary Resolution:

*“That the Remuneration Report for the year ended 30 June 2014 (as set out in the Directors Report) be adopted”.*

The vote on this Item 8 is advisory only and does not bind the Directors or the Company.

#### **GENERAL BUSINESS**

To transact any business that may be properly brought before the meeting.

For further information, please refer to the Explanatory Memorandum which forms part of this Notice of Meeting.

#### **BY ORDER OF THE BOARD**



Oliver Schweizer  
Company Secretary  
20 October 2014

## NOTES REGARDING PROXY VOTING

### Appointing a proxy

A shareholder who is entitled to attend and vote at the meeting has the right to appoint a proxy to attend and vote at the Meeting on their behalf. There is a proxy form included with this notice. A proxy need not be a member of the Company. A proxy may be an individual or a body corporate.

A shareholder entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If proportions or number are not specified, each proxy can exercise half the available votes. If you require a second proxy form please contact the Share Registry on 1300 554 474 or from overseas +61 2 8280 7454.

For an appointment of a proxy to be effective, the proxy's appointment (and, if the appointment is signed by an attorney, the authority under which it was signed or a certified copy of the authority) must be received by the Company by 9:30am (Brisbane time) on 22 November 2014.

A reply envelope is enclosed for the return of your proxy form. Alternatively, you can send in your proxy form to the Company by doing any of the following:

- Faxing it to + 61 2 9287 0309; or
- Delivering it to the Company's share registry (Link Market Services Limited) at Level 12, 680 George Street, Sydney, NSW, 2000; or
- Posting it to the Company's share registry (Link Market Services Limited) at Locked Bag A14, Sydney South NSW 1235, Australia.

### Voting Exclusion Statements

- Item 2                    The Company will disregard any votes on this Resolution cast by Greg Rekers and any of his associates. However the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or if 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 decided.
- Item 3                    The Company will disregard any votes on this Resolution cast by Lachlan McIntosh and any of his associates. However the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or if 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 decided.
- Item 4                    The Company will disregard any votes on this Resolution cast by Robin Levison and any of his associates. However the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or if 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 decided.
- Item 5                    The Company will disregard any votes on this Resolution cast by a person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed, and any associate of those persons. However the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or if 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 decided.

- Item 6                    The Company will disregard any votes on this Resolution cast by a person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed, and any associate of those persons. However the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or if 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 decided.
- Item 7                    The Company will disregard any votes on this Resolution cast by a person who participated in the issue and any associate of that person (or those persons). However the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form, or if 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 decided.
- Item 8                    The Corporations Act prohibits any votes being cast on Resolution 8 by or on behalf of a person who is disclosed in the Remuneration Report as a member of the key management personnel of the Company (including the Directors and the Chairman) or a closely related party of that key management personnel. However, such a person may cast a vote on Resolution 8 as a proxy for a person who is permitted to vote and the appointment of the proxy specifies the way the proxy is to vote on the resolution.

### **Corporate Shareholders**

Corporate shareholders wishing to appoint a representative to attend the Meeting on their behalf must provide that person with a properly executed letter confirming that they are authorised to act as the company's representative. The authorisation may be effective either for this Meeting only or for all meetings of the Company.

### **Eligibility to vote at the Meeting**

The Company has determined, for the purposes of voting at the Meeting, that the Company's shares are taken to be held by those shareholders registered at 9:30am (Brisbane time) on 22 November 2014.

### **Registration**

If you are attending the Meeting, please bring your personalised proxy form with you. If you do not bring your form, you will still be able to attend the Meeting, but upon registration, representatives from the Company will need to verify your identity.

### **How undirected proxies held by the Chairman of the Meeting will be voted**

The Chairman of the Company will chair the Meeting and will vote undirected proxies where a shareholder appoints the Chairman of the meeting as the shareholder's proxy in favour of all of the Resolutions. The Company encourages all shareholders who submit proxies to direct their proxy how to vote on each Resolution.

**EXPLANATORY MEMORANDUM  
EUREKA GROUP HOLDINGS LIMITED ABN 15 097 241 159**

This Explanatory Memorandum is provided to shareholders of **Eureka Group Holdings Limited ABN 15 097 241 159** (the **Company**) to explain the Resolutions to be put to shareholders at the Annual General Meeting to be held at Brisbane Club, Oak Room, Level 4, 241 Adelaide Street, Brisbane QLD 4000 on 24 November 2014 at 9:30am (Brisbane time).

The Directors recommend shareholders read the accompanying Notice of Meeting and this Explanatory Memorandum in full before making any decision in relation to the Resolutions.

**ITEM 1 – ANNUAL REPORT**

The Company's Annual Report comprising the Directors' Report and the Auditors' Report, Directors' Declaration, Statement of Comprehensive Income, Statement of Financial Position, Statement of Cash Flows and notes to and forming part of the accounts for the Company and its controlled entities for the financial year ended 30 June 2014 were released to ASX on 28 August 2014.

The Company will take shareholders' questions and comments about the management of the Company. The auditor of the Company will be available to take shareholders' questions and comments about the conduct of the audit and the preparation and content of the auditor's report. The financial report and other items referred to in Item 1 will be laid before the meeting in accordance with the Corporations Act 2001 (Cth). No voting is required for this Item.

**ITEM 2 – RE-ELECTION OF GREG REKERS AS A DIRECTOR**

In accordance with Clause 16.1 of the Company's Constitution, Mr. Greg Rekers retires as a director of the Company and offers himself for re-election.

Mr. Rekers was first appointed to the Company's Board on 24 April 2012 and was last re-elected on 30 November 2012. Mr. Rekers is currently an executive director and head of real estate.

The Company selects board members for their individual qualities, relevant background in business and experience, both local and global, experience with relevant stakeholder groups and for the contribution they make to the Company's overall board composition. In considering the overall board composition, the Company seeks to balance a variety of skills, professional backgrounds, stakeholder experience and personal attributes. It is important for the Company to have committed and appropriately selected directors for the successful operation of its business and the creation of shareholder value.

Greg leads the Company's real estate activities. Greg is also a director of Navigator Property Group (NPG), a consultancy group specialising in the areas of property development and project marketing.

Greg worked for PRD Gold Coast, a national and international property marketing company where he was a leading project salesman. Upon departing PRD, Greg continued to be highly successful in providing project marketing services to numerous property developers, which then led to the creation of NPG.

The Directors (with Mr. Rekers abstaining) recommend that you vote in favour of this Ordinary Resolution.

**ITEM 3 – RE-ELECTION OF LACHLAN MCINTOSH AS A DIRECTOR**

In accordance with Clause 16.1 of the Company's Constitution, Mr. Lachlan McIntosh retires as a director of the Company and offers himself for re-election.

Mr. McIntosh was first appointed to the Company's Board on 20 July 2009 and was last re-elected on 30 November 2012. Mr. McIntosh is currently a non-executive director.

The Company selects board members for their individual qualities, relevant background in business and experience, both local and global, experience with relevant stakeholder groups and for the contribution they make to the Company's overall board composition. In considering the overall board composition, the Company seeks to balance a variety of skills, professional backgrounds, stakeholder experience and personal attributes. It is important for the Company to have committed and appropriately selected directors for the successful operation of its business and the creation of shareholder value.

Lachlan McIntosh has a Bachelor of Commerce degree and is a Member of the Institute of Chartered Accountants in Australia. He specialises in corporate finance and mergers and acquisitions. He has had substantial experience in the real estate and retirement accommodation industry along with significant experience in the franchising industries and mining services industries. He is also a Senior Managing Director of FTI Consulting.

Other listed company directorships in the last 3 years: Industrea Ltd (from May 2004 to December 2012), New Guinea Gold Corporation (April 2013 to April 2014), Disruptive Investments Limited (from July 2006 to July 2012), Nomad Building Solutions Limited (October 2014 to present).

The Directors (with Mr. McIntosh abstaining) recommend that you vote in favour of this Ordinary Resolution.

#### **ITEM 4 – ELECTION OF ROBIN LEVISON AS A DIRECTOR**

Mr. Robin Levison was appointed as a director of the Company on 24 December 2013 in accordance with the EGH constitution and is currently the Company chairman. Having been recommended by the Board for election and being eligible, Mr. Levison offers himself for election as Director of the Company in accordance with Clause 13.2 of the Company's Constitution.

The Company selects board members for their individual qualities, relevant background in business and experience, both local and global, experience with relevant stakeholder groups and for the contribution they make to the Company's overall board composition. In considering the overall board composition, the Company seeks to balance a variety of skills, professional backgrounds, stakeholder experience and personal attributes. It is important for the Company to have committed and appropriately selected directors for the successful operation of its business and the creation of shareholder value.

Robin Levison holds a Masters of Business Administration from the University of Queensland and is a Member of the Institute of Chartered Accountants in Australia. Robin has 14 years of Public Company Management experience. During this time he served as managing Director at Industrea Limited and Spectrum Resources and has held senior roles at KPMG, Barclays Bank and Merrill Lynch. Robin is also a Deputy Chair of the University of Queensland Business, Economics and Law Alumni Ambassador Council, Director of St Aidan's Foundation Limited and is a Graduate and Fellow of Australian Institute of Company Directors.

Other listed company directorships in the last 3 years: PPK Group Limited, Industrea Limited (from May 2005 to December 2012).

The Directors (with Mr. Levison abstaining) recommend that you vote in favour of this Ordinary Resolution.

#### **ITEM 5 – ISSUE OF ORDINARY SHARES AS PART OF A VENDOR FINANCE FOR EQUITY SWAP**

Shareholder approval is being sought in Item 5 to approve the issue of 9,333,333 fully paid ordinary shares (which rank pari passu with all other issued EGH fully paid ordinary shares) at 15.0 cents per share as part of a short-term vendor finance for equity swap for the Company's acquisition of the units in the Easy Living Unit Trust and the Easy Living (Bundaberg) Unit Trust ("Trusts"). At 30 September 2014, when the transaction was announced to the market, the previous 30 day VWAP for which EGH shares were traded was 14.5 cents. The issue price represents a 3.5% premium on the 30 day VWAP.

EGH had acquired part ownership in the Trusts in December 2013 as part of the Company's growth plan. The Trusts are the owners of a 60-unit seniors' rental village in Adelaide and a 54-unit village in Bundaberg. The loan will be secured over the units in the Trusts. If shareholder approval is not obtained for this Item 5, then EGH will issue the shares under its 15% cap and convert the short-term debt into equity.

Items 5, 6 and 7 (predominantly) together form part of the capital raise for the same transaction to complete the acquisition of the units in the Trusts as previously announced to the market.

The Shares will be fully paid ordinary shares in the capital of the Company and rank equally with all other ordinary shares. The Shares will be issued to sophisticated and professional investors within 30 days of the date of this meeting.

The shares will be issued to the unit holders of the Trusts as follows:

1. 5,314,328 shares at 15.0 cents to PPK Investment Holdings Pty Ltd
2. 2,009,505 shares at 15.0 cents to Wavet Fund No. 2 Pty Ltd ATF the Wavet Holdings Pty Ltd Super Fund No. 2
3. 313,460 shares at 15.0 cents to Dealcity Pty Ltd ATF the Wowk Superannuation Fund
4. 212,005 shares at 15.0 cents to Wildam Investments Pty Ltd ATF the Hoff Family Superannuation Fund
5. 212,005 shares at 15.0 cents to Zenaval Pty Ltd ATF the Holden & Bolster No 2 Superannuation Fund
6. 663,282 shares at 15.0 cents to Contemplator Pty Ltd ATF the ARG Pension Fund
7. 304,374 shares at 15.0 cents to Minoan Corporation Limited
8. 304,374 shares at 15.0 cents to Quality Dispensers Super Fund Pty Ltd ATF Quality Dispensers Super Fund

ASX Listing Rule 7.1 restricts the Company to issuing a maximum of 15% of its issued capital in any 12 month period unless it obtains shareholder approval for the issue.

The Company now seeks its shareholder approval to the reinstatement of its 15% cap, which will be achieved if the shareholders approve this Item 5.

The Directors consider that the reinstatement of the 15% cap will give them greater flexibility in possible future capital raisings, as may be necessary to meet the working capital or other requirements of the business to fund possible future acquisitions.

Shareholder approval of this Resolution, together with Resolutions 6 and 7 will result in full reinstatement of the Company's 15% cap.

## **ITEM 6 – ISSUE OF ORDINARY SHARES AS PART OF ACQUISITION**

Shareholder approval is being sought in Item 6 to approve the issue of 5,666,667 fully paid ordinary shares (which rank pari passu with all other issued EGH fully paid ordinary shares) at 15.0 cents per share as part of the Company's acquisition of the units in the Easy Living Unit Trust and the Easy Living (Bundaberg) Unit Trust ("Trusts"). At 30 September 2014, when the issue was announced to the market, the previous 30 day VWAP for which EGH shares were traded was 14.5 cents. The issue price represents a 3.5% premium on the 30 day VWAP.

EGH had acquired part ownership in the Trusts in December 2013 as part of the Company's growth plan. The Trusts are the owners of a 60-unit seniors' rental village in Adelaide and a 54-unit village in Bundaberg. If shareholder approval is not obtained for this Item 6, then EGH will issue the shares under its 15% cap.

Items 5, 6 and 7 (predominantly) together form part of the capital raise for the same transaction to complete the acquisition of the units in the Trusts as previously announced to the market.

The Shares will be fully paid ordinary shares in the capital of the Company and rank equally with all other ordinary shares. The Shares will be issued to sophisticated and professional investors within 30 days of the date of this meeting.

The shares will be issued to the unit holders of the Trusts as follows:

1. 3,226,556 shares at 15.0 cents to PPK Investment Holdings Pty Ltd
2. 1,220,057 shares at 15.0 cents to Wavet Fund No. 2 Pty Ltd ATF the Wavet Holdings Pty Ltd Super Fund No. 2
3. 190,315 shares at 15.0 cents to Dealcity Pty Ltd ATF the Wowk Superannuation Fund
4. 128,717 shares at 15.0 cents to Wildam Investments Pty Ltd ATF the Hoff Family Superannuation Fund
5. 128,717 shares at 15.0 cents to Zenaal Pty Ltd ATF the Holden & Bolster No 2 Superannuation Fund
6. 402,707 shares at 15.0 cents to Contemplator Pty Ltd ATF the ARG Pension Fund
7. 184,799 shares at 15.0 cents to Minoan Corporation Limited
8. 184,799 shares at 15.0 cents to Quality Dispensers Super Fund Pty Ltd ATF Quality Dispensers Super Fund

ASX Listing Rule 7.1 restricts the Company to issuing a maximum of 15% of its issued capital in any 12 month period unless it obtains shareholder approval for the issue.

The Company now seeks its shareholder approval to the reinstatement of its 15% cap, which will be achieved if the shareholders approve this Item 6.

The Directors consider that the reinstatement of the 15% cap will give them greater flexibility in possible future capital raisings, as may be necessary to meet the working capital or other requirements of the business to fund possible future acquisitions.

Shareholder approval of this Resolution, together with Resolutions 5 and 7 will result in full reinstatement of the Company's 15% cap.

## **ITEM 7 – RATIFICATION OF ISSUE OF ORDINARY SHARES PER SHARE PLACEMENT**

Shareholder approval is being sought in Item 7 to approve the issue of 9,333,333 fully paid ordinary shares (which rank pari passu with all other issued EGH fully paid ordinary shares) at 15.0 cents per share on 6 October 2014. At 30 September 2014, when the issue was announced to the market, the previous 30 day VWAP for which EGH shares were traded was 14.5 cents. The issue price represents a 3.5% premium on the 30 day VWAP.

The placement raised \$1,400,000 which was predominantly used for the acquisition of the units in the Easy Living Unit Trust and the Easy Living (Bundaberg) Unit Trust ("Trusts"). EGH had acquired part ownership in the Trusts in December 2013 as part of the Company's growth plan. The Trusts are the owners of a 60-unit seniors' rental village in Adelaide and a 54-unit village in Bundaberg.

Items 5, 6 and 7 (predominantly) together form part of the capital raise for the same transaction to complete the acquisition of the units in the Trusts as previously announced to the market.

The shares were issued as follows:

1. 3,333,333 shares at 15.0 cents to TBF Investment Management Pty Ltd
2. 1,750,000 shares at 15.0 cents to National Nominees Limited
3. 1,000,000 shares at 15.0 cents to Norfolk Enchants Pty Ltd
4. 750,000 shares at 15.0 cents to Pacific Development Corporation Pty Ltd
5. 666,667 shares at 15.0 cents to Dale McNamara

6. 666,667 shares at 15.0 cents to Zhang Jinping
7. 250,000 shares at 15.0 cents to Perryville Investments Pty Ltd
8. 200,000 shares at 15.0 cents to Mr Richard Mews & Mrs Week Khoon Mews
9. 133,333 shares at 15.0 cents to Mr Richard Mews
10. 125,000 shares at 15.0 cents to Mr David Oakley
11. 111,111 shares at 15.0 cents to Mrs Doris Tankard
12. 111,111 shares at 15.0 cents to Mr Kenneth Francis Smith & Mrs Margaret Lorraine Smith
13. 111,111 shares at 15.0 cents to Mr Legh Davis & Mrs Helen Davis
14. 55,000 shares at 15.0 cents to Craggan Valley Pty Ltd
15. 35,000 shares at 15.0 cents to Kanumera Investments Pty Ltd
16. 35,000 shares at 15.0 cents to TBIC Pty Ltd

Under ASX Listing Rule 7.4, a company may obtain a subsequent approval to an issue of securities (provided that the issue did not breach ASX Listing Rule 7.1), which has the effect of treating that issue as having been approved under ASX Listing Rule 7.1. In other words, issues of securities subsequently approved in this way reinstate (either fully or partly) a company's capacity to issue up to 15% of its share capital over a rolling 12 month period.

The Company now seeks its shareholder approval to the reinstatement of its 15% cap, which will be achieved if the shareholders approve this Item 7.

The Directors consider that the reinstatement of the 15% cap will give them greater flexibility in possible future capital raisings, as may be necessary to meet the working capital or other requirements of the business to fund possible future acquisitions.

Shareholder approval of this Resolution, together with Resolutions 5 and 6 will result in full reinstatement of the Company's 15% cap.

## **ITEM 8 – ADOPT REMUNERATION REPORT**

The Board has submitted its Remuneration Report to shareholders for consideration and adoption by way of a non-binding Ordinary Resolution.

The Remuneration Report is set out in the Directors' section of the Annual Report. The Report:

- Explains the Board's policy for determining the nature and amount of remuneration of directors and senior executives of the Company;
- Explains the relationship between the Board's remuneration policy and the Company's performance;
- Sets out remuneration details for each Director and the most highly remunerated senior executives of the Company; and
- Details and explains any performance conditions applicable to the remuneration of the executive directors and senior executives of the Company.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Meeting.

The Board unanimously recommends that shareholders vote in favour of adopting the Remuneration Report. A vote on this Resolution is advisory only and does not bind the Directors or the Company.

However, if at least 25% of the votes cast are against the adoption of the Remuneration Report, the Company's next Remuneration Report must explain the Board's proposed action in response or explain why no action has been taken.

In the following year, if at least 25% of the votes cast on the resolution that the Remuneration Report be adopted are against adoption, Shareholders will then vote to determine whether the Directors will

need to stand for re-election. If more than 50% of the votes cast on the resolution are in favour, a separate re-election meeting must be held within 90 days.

The Board recommends that Shareholders vote in favour of adopting the Remuneration Report.

*Any inquiries in relation to the Resolutions or the Explanatory Memorandum should be directed to Rob Levison (Chairman) on (07) 5568 0205*



ABN 15 097 241 159

LODGE YOUR VOTE



ONLINE

www.linkmarketservices.com.au



By mail: Eureka Group Holdings Limited C/- Link Market Services Limited Locked Bag A14 Sydney South NSW 1235 Australia



By fax: 02 9287 0309



All enquiries to: Telephone: 1300 554 474



X99999999999

PROXY FORM

I/We being a member(s) of Eureka Group Holdings Limited and entitled to attend and vote hereby appoint:

STEP 1

APPOINT A PROXY

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

Failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to vote on my/our behalf (including in accordance with the directions set out below or, if no directions have been given, to vote as the proxy sees fit, to the extent permitted by the law) at the Annual General Meeting of the Company to be held at 9:30am on Monday, 24 November 2014 at the Brisbane Club, Oak Room, Level 4, 241 Adelaide Street, Brisbane QLD 4000 (the Meeting) and at any postponement or adjournment of the Meeting.

I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel.

The Chairman of the Meeting intends to vote undirected proxies in favour of all items of business.

Proxies will only be valid and accepted by the Company 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 X

STEP 2

VOTING DIRECTIONS

Table with 8 columns: Resolution, For, Against, Abstain\*, For, Against, Abstain\*. Rows include Re-Election of Greg Rekers, Lachlan Mcintosh, Robin Levison, Issue of Ordinary Shares as Part of a Vendor Finance for Equity Swap, Issue of Ordinary Shares as part of Acquisition, Ratification of Issue of Ordinary Shares Per Share Placement, Adopt Remuneration Report.

\* 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)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Signature box for Shareholder 1

Signature box for Joint Shareholder 2

Signature box for Joint Shareholder 3

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may 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).

EGH PRX401R



## 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.**

### Appointment of 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 Step 1. If you appoint someone other than the Chairman of the Meeting as your proxy, you will also be appointing the Chairman of the Meeting as your alternate proxy to act as your proxy in the event the named proxy does not attend the Meeting.

### Votes on Items of Business - Proxy Appointment

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. 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 and return them both together.

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; and
- (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 lodge 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 or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

## Lodgement of a Proxy Form

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **9:30am on Saturday, 22 November 2014**, 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 using the reply paid envelope or:



**ONLINE**

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

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



**by mail:**

Eureka Group Holdings Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia



**by fax:**

02 9287 0309



**by hand:**

delivering it to Link Market Services Limited, 1A Homebush Bay Drive, Rhodes NSW 2138.

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