

**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: 30 November 2015  
Time of Meeting: 10:30am (Brisbane time)  
Place of Meeting: Brisbane Club, Private 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 5 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, Private Room, Level 4, 241 Adelaide Street, Brisbane QLD 4000 on 30 November 2015 at 10:30am (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 a Special 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 2015.

**ITEM 2 – RE-ELECTION OF NIRMAL HANSRA AS A DIRECTOR**

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

*“That Mr. Nirmal Hansra 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 KERRY POTTER AS A DIRECTOR**

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

*“That Mr. Kerry Potter 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 – RATIFICATION OF ISSUE OF ORDINARY SHARES TO INSTITUTIONAL INVESTORS**

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 18,444,445 fully-paid ordinary shares in the Company at a price of 45.0 cents per share to Institutional Investors on the terms and conditions set out in the Explanatory Memorandum accompanying and forming part of this Notice of Annual General Meeting.”*

**ITEM 5 – RATIFICATION OF ISSUE OF ORDINARY SHARES TO INSTITUTIONAL INVESTORS**

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 7,003,877 fully-paid ordinary shares in the Company at a price of 54.0 cents per share to Institutional Investors on the terms and conditions set out in the Explanatory Memorandum accompanying and forming part of this Notice of Annual General Meeting.”*

**ITEM 6 – ISSUE OF ORDINARY SHARES TO INSTITUTIONAL INVESTORS**

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 12,162,790 fully-paid ordinary shares in the Company at a price of 54.0 cents per share to Institutional Investors on the terms and conditions set out in the Explanatory Memorandum accompanying and forming part of this Notice of Annual General Meeting.”*

**ITEM 7 – APPROVAL OF 10% PLACEMENT CAPACITY**

To consider and, if thought fit, pass the following Resolution as a Special Resolution:

*“That, for the purpose of Listing Rule 7.1A and for all other purposes, approval is given for the issue of Equity Securities totalling up to an additional 10% of the issued capital of the Company (at the time of issue), calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Annual 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 2015 (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  
23 October 2015

## 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 10:30am (Brisbane time) on 28 November 2015.

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

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|--------|---|
| Item 2 | The Company will disregard any votes on this Resolution cast by Nirmal Hansra 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 Kerry Potter 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 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 5 | 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 6 The Company will disregard any votes cast on this Resolution by any 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 associates of those persons. However, the Company will 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.
- Item 7 The Company will disregard any votes cast on this Resolution by any 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 associates of those persons. However, the Company will 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.
- Item 8 The Corporations Act prohibits any votes being cast on this Resolution 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 this Resolution 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 10:30am (Brisbane time) on 28 November 2015.

### **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, Private Room, Level 4, 241 Adelaide Street, Brisbane QLD 4000 on 30 November 2015 at 10:30am (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 2015 were released to ASX on 25 August 2015.

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 NIRMAL HANSRA AS A DIRECTOR**

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

Mr. Hansra was first appointed to the Company's Board on 24 April 2012 and was last re-elected on 28 November 2013. Mr. Hansra 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.

Mr. Hansra holds a Master of Commerce (Business Management) degree from University of NSW and is a Fellow of the Australian Institute of Company Directors, Institute of Chartered Accountants in Australia and Australian Society of Certified Practising Accountants.

He has over 40 years of business management and corporate advisory experience. During this time Mr. Hansra had roles as CFO / Finance Director of listed companies such as Industree Limited, ISoft Group Limited, Australian Pharmaceutical Industries Limited and Ruralco Holdings Limited.

Mr. Hansra is a non-executive director and chairman of the finance, audit and risk committee of Campbell Page Ltd, Council of the Ageing (COTA) in New South Wales and NF Australia Limited. He is also non-executive director of Kuringai Financial Services Limited, Have A Voice Pty Ltd and advisory board member of BTO Group Limited.

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

### **ITEM 3 – RE-ELECTION OF KERRY POTTER AS A DIRECTOR**

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

Mr. Potter was first appointed to the Company's Board on 22 April 2012 and was last re-elected on 28 November 2013. Mr. Potter is currently an 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.

Mr. Potter is the Company's Chief Operating Officer. Mr. Potter is also a director of Navigator Property Group, a consultancy specialising in the areas of property development and project marketing.

Mr. Potter holds a Bachelor of Commerce degree and worked with the Commonwealth public service until 1987 where he had been a director of the Government's real estate arm. Mr. Potter then became the Director of Project Marketing for PRD Gold Coast, a successful national and international organisation. After leaving PRD, Mr. Potter became CEO of Raine and Horne Queensland and Chesterton International. Mr. Potter then became the principal and hands-on director of numerous development residential and commercial projects for various consortia in the period 2000 to 2007.

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

### **ITEM 4 – RATIFICATION OF ISSUE OF ORDINARY SHARES TO INSTITUTIONAL INVESTORS**

Shareholder approval is being sought in Item 4 to approve the issue of 18,444,445 fully paid ordinary shares (which rank pari passu with all other issued EGH fully paid ordinary shares) at 45.0 cents per share issued in a placement to institutional investors on 22 May 2015.

The placement raised \$8,300,000, which was and continues to be used to accelerate the acquisition process for freehold seniors' villages. Eureka is currently in negotiations to acquire multiple assets.

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 4.

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.

Listing Rule 7.5 requires certain information to accompany a Notice of Annual General Meeting in relation to approval sought under Listing Rule 7.4. This information is set out below:

<b>Listing Rule 7.5 requirement:</b>	<b>Information</b>
Number of securities issued:	18,444,445
The issue price of the securities:	All shares were issued at \$0.45 per share.
Names of the allottees:	<ul style="list-style-type: none"> <li>• See Annexure 1</li> </ul>
Terms of the securities:	The shares issued and described in this Item 4 are fully paid ordinary shares ranking equally with the Company's existing listed ordinary shares. The shares were admitted to quotation on the ASX.
The intended use of funds raised:	Funds raised from the shares issued in this item 4 are being used to accelerate the acquisition process for freehold seniors' villages.
Voting exclusions statement:	A voting exclusion statement is contained in the Notice of Annual General Meeting.

#### **ITEM 5 – RATIFICATION OF ISSUE OF ORDINARY SHARES TO INSTITUTIONAL INVESTORS**

Shareholder approval is being sought in Item 5 to approve the issue of 7,003,877 fully paid ordinary shares (which rank pari passu with all other issued EGH fully paid ordinary shares) at 54.0 cents per share issued to institutional investors on 23 October 2015. This issue along with the 12,162,790 fully paid ordinary shares at 54.0 cents per share outlined in Item 6 below form part of the \$10,350,000 capital raise announced to the market on 16 October 2015. The funds raised will be used to accelerate the acquisition process for freehold seniors' villages, including the acquisition of four villages currently under due diligence.

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 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 4 and 6 will result in full reinstatement of the Company's 15% cap.

Listing Rule 7.5 requires certain information to accompany a Notice of Annual General Meeting in relation to approval sought under Listing Rule 7.4. This information is set out below:

<b>Listing Rule 7.5 requirement:</b>	<b>Information</b>
Number of securities issued:	7,003,877
The issue price of the securities:	All shares were issued at \$0.54 per share.
Names of the allottees:	<ul style="list-style-type: none"> <li>• See Annexure 2</li> </ul>

<b>Listing Rule 7.5 requirement:</b>	<b>Information</b>
Terms of the securities:	The shares issued and described in this Item 5 are fully paid ordinary shares ranking equally with the Company's existing listed ordinary shares. The shares were admitted to quotation on the ASX.
The intended use of funds raised:	Funds raised from the shares issued in this item 5 are being used to accelerate the acquisition process for freehold seniors' villages, including the acquisition of four villages currently under due diligence.
Voting exclusions statement:	A voting exclusion statement is contained in the Notice of Annual General Meeting.

## ITEM 6 – ISSUE OF ORDINARY SHARES TO INSTITUTIONAL INVESTORS

Shareholder approval is being sought in Item 6 to approve the issue of 12,162,790 fully-paid ordinary shares (which rank pari passu with all other issued EGH fully paid ordinary shares) at 54.0 cents per share to institutional investors. This issue along with the 7,003,877 fully paid ordinary shares at 54.0 cents per share outlined in Item 5 above form part of the \$10,350,000 capital raise announced to the market on 16 October 2015. The funds raised will be used to accelerate the acquisition process for freehold seniors' villages, including the acquisition of four villages currently under due diligence.

Eureka was unable to issue the 12,162,790 shares, the subject of this Item 6, at the same time as the capital raised in Item 5 due to equity capital limits imposed by listing rule 7.1 (15% cap).

Listing Rule 7.3 requires certain information to accompany a Notice of Annual General Meeting in relation to approval sought under Listing Rule 7.1. This information is set out below:

<b>Listing Rule 7.3 requirement:</b>	<b>Information</b>
Number of securities issued:	12,162,790
Date by which securities will be issued	Within 30 days of the date of this meeting
The issue price of the securities:	All shares will be issued at \$0.54 per share.
Names of the allottees:	<ul style="list-style-type: none"> <li>See Annexure 2</li> </ul>
Terms of the securities:	The shares issued and described in this Item 6 are fully paid ordinary shares ranking equally with the Company's existing listed ordinary shares. The shares were admitted to quotation on the ASX.
The intended use of funds raised:	Funds raised from the shares issued in this item 5 are being used to accelerate the acquisition process for freehold seniors' villages, including the acquisition of four villages currently under due diligence.
Voting exclusions statement:	A voting exclusion statement is contained in the Notice of Annual General Meeting.

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 4 and 5 will result in full reinstatement of the Company's 15% cap.

#### ITEM 7 – APPROVAL OF 10% PLACEMENT CAPACITY

Under ASX Listing Rule 7.1A, certain companies may seek Shareholder approval by special resolution passed at an annual general meeting to have the additional capacity to issue equity securities (which must be in the same class as an existing quoted class of equity securities of the Company) which do not exceed 10% of the existing ordinary share capital without further Shareholder approval. The ability of the Company to make an issue under ASX Listing Rule 7.1A is in addition to its 15% placement capacity under ASX Listing Rule 7.1.

Approval under this Resolution 7 is sought for the Company to issue equity securities under ASX Listing Rule 7.1A.

If Resolution 7 is approved the Company may make an issue of equity securities under ASX Listing Rule 7.1A at any time (either on a single date or progressively) up until the earlier of:

- a) the date which is 12 months after the date of the 2015 Annual General Meeting; or
- b) the date on which Shareholders approve a transaction under ASX Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking);

or such longer period if allowed by ASX.

Accordingly, the approval given if this Resolution 7 is passed will cease to be valid on the earlier of 30 November 2016 or the date on which holders of the Company's ordinary securities approve a transaction under ASX Listing Rule 11.1.2 or 11.2.

At the date of this Explanatory Statement, the Company is an 'eligible entity', and therefore able to seek approval under ASX Listing Rule 7.1A, as it is not included in the S&P/ASX300 and has a market capitalisation less than the amount prescribed by ASX (currently \$300 million). If at the time of the Annual General Meeting the Company is no longer an eligible entity this Resolution will be withdrawn.

The maximum number of equity securities which may be issued in the capital of the Company under the approval sought by this Resolution will be determined in accordance with the following formula prescribed in ASX Listing Rule 7.1A.2:

$(A \times D) - E$
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where:

- A** is the number of shares on issue 12 months before the date of issue or agreement to issue:
- (i) plus the number of fully paid shares issued in the 12 months under an exception in ASX Listing Rule. 7.2;
  - (ii) plus the number of partly paid shares that became fully paid in the 12 months;
  - (iii) plus the number of fully paid shares issued in the 12 months with approval of holders of shares under ASX Listing Rule 7.1 and 7.4 (this does not include an issue of fully paid ordinary shares under the entity's 15% placement capacity without Shareholder approval);

(iv) less the number of fully paid shares cancelled in the 12 months.

**D** is 10%

**E** is the number of equity securities issued or agreed to be issued under ASX Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of Shareholders under ASX Listing Rule 7.1 or 7.4.

The ability of the Company to make an issue under ASX Listing Rule 7.1A is in addition to its 15% placement capacity under ASX Listing Rule 7.1. The effect of Resolution 7 will be to allow the Company to issue equity securities under ASX Listing Rule 7.1A without using the Company's 15% placement capacity under ASX Listing Rule 7.1.

As at 14 October 2015, the Company has on issue 188,099,927 ordinary shares (this does not include the shares issued or to be issued under Items 5 and 6 above) and therefore (subject to the exclusion of shares in items 5 and 6) has capacity to issue:

- a) 28,214,989 equity securities under ASX Listing Rule 7.1; and
- b) subject to Shareholder approval being sought under this Resolution, 18,809,992 equity securities under ASX Listing Rule 7.1A.

The issue price of the equity securities issued under ASX Listing Rule 7.1A will be determined at the time of issue. The minimum price at which the equity securities the subject of this Resolution will be issued is 75% of the volume weighted average market (closing) price (VWAP) of the Company's equity securities over the 15 days on which trades in that class were recorded immediately before either:

- a) the date on which the price at which the equity securities are to be issued is agreed; or
- b) if the equity securities are not issued within 5 ASX trading days of the date in paragraph (a) the date on which the securities are issued.

If this Resolution is approved, and the Company issues equity securities under ASX Listing Rule 7.1A, the existing Shareholders' voting power in the Company will be diluted. There is a risk that:

- a) the market price for the Company's equity securities may be significantly lower on the issue date than on the date of the approval of this Resolution; and
- b) the equity securities issued under ASX Listing Rule 7.1A may be issued at a price that is at a discount (as described above) to market price for the Company's equity securities on the issue date;

which may have an effect on the amount of funds raised by the issue.

The table set out below shows the dilution of existing Shareholders on the basis of:

- The current market price of the Company's ordinary shares and the current number of ordinary securities as at the date of this Explanatory Statement.
- Two examples where the number of ordinary shares on issue ("A") has increased, by 50% and 100%. The number of ordinary shares on issue may increase as a result of issues of ordinary shares that do not require Shareholder approval (for example, pro-rata entitlements issues) or as a result of future specific placements under ASX Listing Rule 7.1 that are approved by Shareholders.
- Two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable "A" ASX Listing Rule 7.1A.2		Dilution		
		\$0.27 50% decrease in issue price	\$0.54 Issue Price**	\$1.08 100% increase in issue price
"A" is the current number of shares on issue 188,099,927 shares	10% voting dilution	18,809,992 shares	18,809,992 shares	18,809,992 shares
	Funds raised	\$5,078,698	\$10,157,396	\$20,314,791
"A" is a 50% increase in current number of shares on issue 282,149,890 shares	10% voting dilution	28,214,989 shares	28,214,989 shares	28,214,989 shares
	Funds raised	\$7,618,047	\$15,236,094	\$30,472,188
"A" is a 100% increase in current number of shares on issue 376,199,854 shares	10% voting dilution	37,619,985 shares	37,619,985 shares	37,619,985 shares
	Funds raised	\$10,157,396	\$20,314,792	\$40,629,584

Notes:

- (i) The table assumes that the Company issues the maximum number of equity securities available under ASX Listing Rule 7.1A.
  - (ii) The table assumes that no options are exercised in ordinary shares before the date of the issue of equity securities under ASX Listing Rule 7.1A.
  - (iii) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of issues of equity securities under ASX Listing Rule 7.1A based on that Shareholder's holding at the date of this Explanatory Statement.
  - (iv) The table shows the effect of an issue of equity securities under ASX Listing Rule 7.1A, not under the Company's 15% placement capacity under ASX Listing Rule 7.1.
  - (v) The issue of equity securities under the ASX Listing Rule 7.1A consists only of ordinary shares. If the issue of equity securities includes options, it is assumed that those options are exercised into ordinary shares for the purposes of calculating the voting dilution effect on existing Shareholders.
- \* Any issue of equity securities is required to be made in accordance with the ASX Listing Rules. Any issue made other than under the Company's 15% capacity (ASX Listing Rule 7.1) or the Company's additional 10% capacity (ASX Listing Rule 7.1A) and not otherwise made under an exception in ASX Listing Rule 7.2 (for example, a pro-rata rights issue) would require Shareholder approval.
- \*\* Based on the closing price of the Company's shares on ASX on 14 October 2015.
- \*\*\* Based on the Company's Share structure as at 14 October 2015.

If this Resolution is approved the Company will have the ability to issue up to 10% of its issued capital without further Shareholder approval and therefore allow it to take advantage of opportunities to obtain further funds if required and available in the future.

As at the date of this Explanatory Statement, the Company has not formed an intention to offer any equity securities under ASX Listing Rule 7.1A to any particular person or at any particular time. The total amount that may be raised by the issue of equity securities under ASX Listing Rule 7.1A will depend on the issue price of the equity securities which will be determined at the time of issue. In some circumstances the Company may issue equity securities under ASX Listing Rule 7.1A for non-cash consideration (for example, in lieu of cash payments to consultants, suppliers or vendors). While the Company has not formed an intention to offer any equity securities under ASX Listing Rule 7.1A,

some of the purposes for which the Company may issue equity securities under ASX Listing Rule 7.1A include (but are not limited to):

- a) raising funds to further develop the Company's business;
- b) raising funds to be applied to the Company's working capital requirements;
- c) acquiring assets, and in these circumstances the issue of the ordinary shares may be made in substitution for the Company making a cash payment for the assets. If the Company elects to issue the ordinary shares for the purpose of acquiring assets then the Company will release to the market a valuation of the assets prior to issuing the shares;
- d) paying suppliers or consultants of the Company; and
- e) for non-cash consideration.

Details regarding the purposes for which any particular issue under ASX Listing Rule 7.1A is made will be more fully detailed in an announcement to the ASX made pursuant to ASX Listing Rule 7.1A.4 and ASX Listing Rule 3.10.5A at the time the issue is made. The identity of the allottees of equity securities under ASX Listing Rule 7.1A will be determined at the time the Company decides to make an issue having regard to a number of factors including:

- a) the capital raising and acquisition opportunities available to the Company and any alternative methods for raising funds or acquiring assets that are available to the Company;
- b) the potential effect on the control of the Company;
- c) the Company's financial situation and the likely future capital requirements; and
- d) advice from the Company's corporate or financial advisors.

Offers made under ASX Listing Rule 7.1A may be made to parties including professional and sophisticated investors, existing Shareholders of the Company, clients of Australian Financial Service Licence holders and/or their nominees, or any other person to whom the Company is able to make an offer of equity securities.

The allocation policy the Company may adopt for a particular issue of equity securities under ASX Listing Rule 7.1A and the terms on which those equity securities may be offered will depend upon the circumstances existing at the time of the proposed capital raising under ASX Listing Rule 7.1A. Subject to the requirements of the ASX Listing Rules and the Corporations Act, the Directors reserve the right to determine at the time of any issue of equity securities under ASX Listing Rule 7.1A, the allocation policy that the Company will adopt for that issue.

#### ***Previous approval under ASX Listing Rule 7.1A***

The Company has not previously obtained approval under ASX Listing Rule 7.1A.

#### ***Directors' recommendation***

The Directors of the Company believe that Resolution 7 is in the best interests of the Company and unanimously recommend that Shareholders vote in favour of this Resolution.

This Resolution is a special resolution. For a special resolution to be passed, at least 75% of the votes validly cast on the resolution by Shareholders (by number of ordinary shares) must be in favour of this Resolution.

A voting exclusion statement is set out in the Notice of Meeting.

## 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*

## Annexure 1 - Names of the Allottees in Item 4

- J P Morgan Nominees Australia Limited
- Citicorp Nominees Pty Limited
- HSBC Custody Nominees (Australia) Limited
- UBS Nominees Pty Ltd
- National Nominees Limited
- Sandhurst Trustees Ltd <Endeavor Asset Mgmt MDA A/C>
- Brazil Farming Pty Ltd
- BNP Paribas Nominees Pty Ltd <Global Prime Omni DRP>
- Merrill Lynch (Australia) Nominees Pty Limited
- UBS Wealth Management Australia Nominees Pty Ltd
- Aust Executor Trustees Ltd <DS Capital Growth Fund>
- HSBC Custody Nominees (Australia) Limited A/C 2
- Ginga Pty Ltd
- Aust Executor Trustees Ltd <Flannery Foundation>
- RBC Investor Services Australia Nominees P/L <WAM Account>
- WS Dobson Pty Ltd <Warwick Dobson Family A/C>
- Aust Executor Trustees Ltd <Ilwella Pty Ltd>
- Wilbow Group Equities Pty Ltd
- Farr Pty Ltd
- Generation Holdings Pty Limited
- Mr Terry Wayne King
- Mr Victor John Plummer
- Wicks Group Superannuation Pty Ltd
- JML Capital Pty Ltd
- Surf Superannuation Investments Pty Ltd <Surf Super Fund A/C>
- Mr Jarrad Robert Stuart <Stuart Investment A/C>
- RAM Platinum Pty Ltd <R Michaels Family A/C>
- Richard Ewan Bromley Mews
- Tallinvale Pty Ltd <Tallinvale Family A/C>
- Mr Richard Ewan Bromley Mews & Mrs Wee Khoon Mews <Mews Superannuation Fund A/C>
- Mr Victor Andrew Breuer & Mrs Lynne Maree Breuer <Breuer Family Retirement A/C>
- BNP Paribas Noms Pty Ltd <DRP>
- Mr Issy Lissek
- Mr Timothy Plumbe
- Delbant Pty Ltd

## Annexure 2 - Names of the Allottees in Item 5 and 6

- Atkinson & Hanrahan <Hanrahan S/F A/C/>
- Halcyon One Pty Ltd
- Pie Funds Management Ltd <Agf>
- Fairview Equity Partners Pty Ltd <Retail
- O'Reilly Michaela Jennifer & Geoffry Bat
- Tiga Trading Pty Ltd
- Cooper Investors Pty Ltd <Pcbrae A/C>
- Cooper Investors Pty Ltd <Pccamb A/C>
- Linkrack Pty Ltd
- Cbg Asset Management Ltd <Cbgaelf>
- Tanner I & F <The Supernatural S/F A/C>
- Deku Pty Limited
- Manifest Capital Mgmt P/L <Ilwella A/C>
- Southmay Staff Superannuation Fund P/L
- Mews Richard E B + Wee Khoon Mews Sf
- North Of The River Investments Pty Ltd
- Boylan Investments Pty Ltd
- Ehrlich Joshua
- Bluelake Partners Aus Sml Cap Fn A/C
- Pie Funds Management Ltd <Ecf>
- Signature Cap- Qfdbl <Sig Quant A/C>
- Cbg Asset Management Ltd <Cbgsap>
- Aznanob Pty Ltd
- Cbg Asset Management Ltd <Fspaelf>
- Phillips Investments (Aust) Pty Ltd
- Nishhtha Pty Ltd <Dhanani Super Fund Ac>
- Centennial Asset Management Pty Ltd
- Ginga Pty Ltd <T G Klinger Super Fd A/C>
- Generation Holdings Pty Ltd
- Derida Pty Ltd <The Derida A/C>
- Jojo Enterprises Pty Ltd<Sfi Family A/C>
- Mikonos Investments Pty Ltd <Leveraged Equities>
- Bato Holdings Pl<Lev Equts 996831 A/C>
- Ram Platinum P/L <R. Michaels Family A/C
- Fairview Equity Partners Pty Ltd Inst 2
- Blue Lake Partners Pty Ltd <Black A/C>
- Endeavor Asset Management Pty Ltd
- Manifest Capital Mgmt P/L <Fff A/C>
- Trina Investments Pty Ltd

## **Annexure 2 - Names of the Allottees in Item 5 and 6 - Continued**

- Armada Trading Pty Ltd
- Tribeca
- Regal Funds Management Ltd
- Karara
- Ophir
- Milford Asset Management
- Monash
- Wam
- Renaissance
- Sg Hiscock
- Ubs Securities Australia Limited
- Brazil Farming Pty Ltd
- Folkestone Maxim Asset Management
- Swell
- Sigma Funds

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**eureka**  
GROUP HOLDINGS

ABN 15 097 241 159

## LODGE YOUR VOTE

**ONLINE**  
[www.linkmarketservices.com.au](http://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

**BY HAND**  
Link Market Services Limited  
1A Homebush Bay Drive, Rhodes NSW 2138

**ALL ENQUIRIES TO**  
Telephone: 1300 554 474

## PROXY FORM

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

### 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 you are appointing as your proxy

or 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 act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **10:30am (Brisbane time) on Monday, 30 November 2015 at Brisbane Club, Private Room, Level 4, 241 Adelaide Street, Brisbane QLD 4000 (the Meeting)** and at any postponement or adjournment of the Meeting.

**Important for Resolution 8:** If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 8, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).

**The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.**

### VOTING DIRECTIONS

**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 .**

#### Resolutions

Resolutions	For	Against	Abstain*	Resolutions	For	Against	Abstain*
<b>2</b> Re-Election of Nirmal Hansra as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<b>6</b> Issue of ordinary shares to institutional investors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>3</b> Re-Election of Kerry Potter as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<b>7</b> Approval of 10% placement capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>4</b> Ratification of Issue of Ordinary Shares to Institutional Investors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<b>8</b> Adopt remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>5</b> Ratification of issue of ordinary Shares to institutional investors	<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.

### SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

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 PRX502C



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STEP 1

STEP 2

STEP 3

## HOW TO COMPLETE THIS SHAREHOLDER 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 PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

### DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

### 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 **10:30am (Brisbane time) on Saturday, 28 November 2015**, 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

\* During business hours (Monday to Friday, 9:00am–5:00pm)

**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.**