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ABN 50 113 883 560

**NOTICE OF ANNUAL GENERAL MEETING**

**TIME:** 10.30am (AEDT)  
**DATE:** 27 November 2012  
**PLACE:** The Function Room  
Giorgio's  
1235 High Street  
Armadale, Victoria, 3143

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.



18 October 2012

Dear Shareholder

AMA Group Limited (the **Company**) has convened the Annual General Meeting (**AGM**) of Shareholders to be held on 27 November 2012 and we invite you to attend. The meeting will be held at The Function Room, Giorgio's, 1235 High Street, Armadale, Victoria, 3143 to commence at 10.30am and will consider:

- The 2012 Annual Report
- Adoption of the Remuneration Report
- Re-election of Mr Duncan Fischer, who comes up for rotation this AGM
- Ratification of past issues of shares under Listing Rule 7.4
- Issue of shares to a director under Listing Rule 10.11
- Approval for 10% placement issue

Attached to this letter is a Notice of the AGM and an Explanatory Memorandum setting out details on each of the resolutions to be proposed at the meeting.

If you are unable to attend the Meeting, I encourage you to vote using the Proxy Form, which is also enclosed. If you are able to attend, please bring this letter and package with you to facilitate your entitlement to vote. The Board recommends that you vote in favour of all resolutions.

My fellow directors and I look forward to meeting those Shareholders who can attend the Annual General Meeting in person.

Thank you for your continued support.

Yours sincerely

A handwritten signature in blue ink, appearing to read 'Duncan Fischer', is written over a horizontal line.

**Duncan Fischer**  
**Chairman**

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## **NOTICE OF ANNUAL GENERAL MEETING**

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Notice is given that the Annual General Meeting of Shareholders of AMA Group Limited will be held at The Function Room, Giorgio's, 1235 High Street, Armadale, Victoria 3143 at 10.30am (AEDT) on 27 November 2012.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and the proxy form are part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders of the Company on 23 November 2012 at 7.00pm (AEDT).

## **AVAILABILITY OF 2012 ANNUAL REPORT**

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Shareholders are reminded that the 2012 Annual Report is only mailed to those Shareholders who have elected to receive it in hard copy. The 2012 Annual Report can be viewed on the Company's web site at [www.amagroupltd.com](http://www.amagroupltd.com)

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## **BUSINESS**

### **ADOPTION OF THE ANNUAL FINANCIAL REPORT**

To receive the Annual Financial Report, including Directors' declarations and accompanying reports of the Directors and auditors for the financial year ended 30 June 2012.

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### **RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT**

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To consider, and if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*"That, for the purposes of Section 250R(2) of the Corporations Act and for all other purposes, approval is given to the adoption of the Remuneration Report as contained in the Company's financial report for the year ended 30 June 2012."*

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### **RESOLUTION 2 – RE-ELECTION OF DIRECTOR, MR DUNCAN FISCHER**

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To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*"That, for all purposes, Mr. Duncan Fischer, a director of the Company retires in accordance with clause 15.3(a) of the Constitution and, being eligible, is re-elected as a Director of the Company."*

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**RESOLUTIONS 3A AND 3B – RATIFICATION OF ISSUE OF SHARES TO EMPLOYEES**

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To consider and, if thought fit, to pass, with or without amendment, the following resolutions as an **ordinary resolutions**:

- 3A      *“That for the purposes of ASX Listing Rule 7.4, the Shareholders grant subsequent approval for the issue of 2,002,388 fully paid ordinary Shares to certain employees of the Company on 21 September 2012 in consideration for those employees entering into long term contracts with the Company and agreeing to significant post-employment restraints which are of significant value to the Company.”*
- 3B      *“That for the purposes of ASX Listing Rule 7.4, the Shareholders grant subsequent approval for the issue of 1,507,938 fully paid ordinary Shares to certain employees of the Company on 20 September 2012 by way of a bonus for satisfying contracted key performance indicators”*

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**RESOLUTION 4 –ISSUE OF SHARES TO A DIRECTOR**

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To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

*“That for the purposes of ASX Listing Rule 10.11, the Shareholders grant approval for the issue of 2,000,000 fully paid ordinary Shares to Mr Raymond Malone in consideration for Mr Malone entering into an extension of his executive contract with the Company and committing to continue in his role as managing director of the Company”*

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**RESOLUTION 5 –APPROVAL OF 10% PLACEMENT ISSUE**

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To consider and, if thought fit, to pass, with or without amendment, the following resolution as a **special resolution**:

*“That pursuant to and in accordance with ASX Listing Rule 7.1A and for all other purposes, the Company be permitted to issue up to 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 on the terms and conditions described in the Explanatory Memorandum to this Notice of Meeting.”*

## VOTING EXCLUSIONS

In relation to **Resolutions 3A and 3B**, the Company will in accordance with ASX Listing Rule 14.11, disregard any votes cast by a person who participated in the issue and any of their associates.

In relation to **Resolution 4**, the Company will in accordance with ASX Listing Rule 14.11 disregard any votes cast by a Mr Raymond Malone and any of his associates

In relation to **Resolution 5**, the Company will, in accordance with ASX Listing Rule 14.11 disregard any votes cast by a person who may participate in the 10% placement issue and a person who might obtain a benefit, (except a benefit solely in the capacity of a holder of ordinary securities, if this resolution is passed), and any associates of those persons.

However, in respect to each of the above resolutions, the Company need not disregard a vote cast on the resolutions 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
- 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.

### **Special voting restrictions in relation to Resolution 1.**

Special voting restrictions apply in relation to Resolution 1. Shareholders should read the Explanatory Memorandum for details relating to these restrictions.

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**DATED: 18 October 2012**

**By Order of the Board**



**Ms. Terri Bakos  
Company Secretary  
AMA Group Limited**

## Important information for Shareholders

1. The business of the Annual General Meeting affects your shareholding and your vote is important.
2. To vote in person, attend the Annual General Meeting on the date and at the place set out above.
3. To vote by proxy, please complete and sign the proxy form enclosed with this Notice of Meeting as soon as possible and:
  - (a) deliver the proxy form to AMA Group Limited, c/- Suite 1, 1233 High Street, Armadale, Victoria 3143 Australia;
  - (b) send the proxy form to AMA Group Limited, c/- PO Box 8694, Armadale Victoria 3143; or
  - (c) send the proxy form by facsimile to the Company on facsimile number (613) 9822 7735

so that it is received not later than 10.30am (AEDT), 25 November 2012.

**Proxy forms received later than this time will be invalid.**

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## EXPLANATORY STATEMENT

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This Explanatory Statement has been prepared for the information of the Shareholders of the Company in connection with the business to be conducted at the Annual General Meeting to be held at 10.30am (AEDT), 27 November 2012 at:

The Function Room  
Giorgio's  
1235 High Street  
Armadale, Victoria, 3143

This purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

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### 1 RECEIPT OF ANNUAL FINANCIAL REPORT

In accordance with the Company's Constitution, the business of the meeting will include receipt and consideration of the Company's Financial Report and reports of Directors and Auditors for the year ended 30 June 2012.

In accordance with the Corporations Act 2001, Shareholders will be given a reasonable opportunity at the Annual General Meeting to ask questions and make comments on the Financial Report.

During the discussion of this item, the Company's auditor will be present and will answer qualifying questions.

#### Written questions for the auditor

If you would like to submit a written question to the Company's auditor, please post your question to the Company Secretary or fax it to (613) 9822 7735. Written questions must relate to the content of the auditor's report to be considered at the Annual General Meeting or the conduct of the audit. A list of qualifying questions will be addressed at the Annual General Meeting.

Please note that all questions must be received at least five business days before the Annual General Meeting; that is by no later than 10.30am on 20 November 2012.

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### 2 RESOLUTION 1 –REMUNERATION REPORT

#### **Background**

Pursuant to the Corporations Act 2001 at the Annual General Meeting of a listed company, the Company must propose a resolution that the Remuneration Report be adopted.

The purpose of this resolution is to present to the Shareholders, the Company's Remuneration Report so that Shareholders may ask questions about or make comments on the management of the Company in accordance with the requirements of the Corporations Act 2001 and vote to adopt the Remuneration Report for the year ended 30 June 2012.

This resolution is advisory only and does not bind the Company. However, the Board will consider the outcome of the vote made by Shareholders on the remuneration report at the meeting when reviewing the Company's remuneration policies.

The Remuneration Report is contained within the 2012 Annual Report.

You may access the Annual Report by visiting the Company's website [www.amagroupltd.com](http://www.amagroupltd.com).

### **Voting Restrictions**

In accordance with the Corporations Act, a person appointed as a proxy must not vote on the basis of that appointment on this resolution if:

(a) the proxy is either:

- a director or member of the key management personnel for the Company; or
- a closely related party of a member of the director or key management personnel for the Company; and

(b) the appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

- the proxy is the chair of the meeting; and
- the appointment expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with remuneration of a member of the key management personnel of the Company.

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### **3 RESOLUTION 2 - RE-ELECTION OF DIRECTOR, MR DUNCAN FISCHER**

Clause 15.3(a) of the Constitution states that no director except the Managing Director may hold office for a period in excess of 3 years without offering himself/herself for re-election, and that at every Annual General Meeting, one-third of the previously elected Directors must retire from office and be eligible for re-election.

Mr Fischer will retire at the Annual General Meeting and seeks re-election.

**Mr Duncan Fischer** – Non-executive Chairman – Appointed 14<sup>th</sup> October 2009  
FCA, FAICD.

Mr Fischer has many years professional, business and board experience in Australia and overseas.

He practiced as a Chartered Accountant in Australia from 1977 to 1992, retiring from the profession and joining Tattersall's where he went on to become the Managing Director and Chief Executive Officer, a position he retired from in 2006.

His experience covers all aspects of management, strategy, mergers, new business start-ups and leading a major listing and IPO process and has held a number of board positions. He is a past member of the Australia Day Committee (Victoria) and has held a number of Committee and not for profit board roles, including Committee for Melbourne and the Arts Angels Council.



The Directors, other than Mr Fischer who abstains, recommend that Shareholders vote in favour of this resolution.

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## 4 RESOLUTIONS 3 (A) AND 3 (B) – RATIFICATION OF ISSUE OF SHARES TO EMPLOYEES

### 4.1 Background

On 21<sup>st</sup> September 2012, the Company issued 2,002,388 fully paid ordinary shares to employees in consideration of these employees agreeing to enter into long term contracts with the Company and accepting significant post-employment restraint provisions. Such arrangements represent significant value to the Company as it ensures the long term commitment of the key employees.

On 20<sup>th</sup> September 2012, the Company issued 1,507,938 fully paid ordinary shares to employees to satisfy contracted bonus arrangements upon the achievement of key performance indicators by those employees.

These issues were made without the need for Shareholder approval under Listing Rule 7.1

### 4.2 Purpose of resolution and listing rule 7.1

ASX Listing Rule 7.1 prohibits a listed entity from issuing or agreeing to issue more than 15% of its issued capital in a 12 month period without Shareholder approval (**15% Limit**), unless an exception applies.

Pursuant to ASX Listing Rule 7.4, an issue of securities made without approval is deemed to have been made with Shareholder approval for the purpose of ASX Listing Rule 7.1 provided that:

- (c) the issue did not breach the 15% Limit; and
- (d) the company in general meeting subsequently approves the issue.

Shareholder ratification for the issue of the employee shares is now sought pursuant to ASX Listing Rule 7.4 to reinstate the Company's capacity to issue up to 15% of its issued capital, if required, in the next 12 months without Shareholder approval.

### 4.3 Notice requirements under listing rule 7.5

It is a requirement of ASX Listing Rule 7.5, that a listed entity seeking subsequent Shareholder approval under listing rule 7.4 provides the following information:

(a) **the total number of shares issued:**

2,002,388 fully paid ordinary Shares (Resolution 3A)

1,507,938 fully paid ordinary Shares (Resolution 3B)

(b) **the price at which the securities were issued:**

The Shares were issued for non-cash consideration. The consideration for the issues was the entry into long term contracts by the key employees, their agreement to accept significant post-employment restraints and achieving key performance indicators. The shares were issued based at deemed prices of \$0.197 & \$0.201 per share (Resolution 3A) and \$0.20 (Resolution 3B).

(c) **the terms of the Shares:**

The shares allotted and issued are identical to the Company's existing fully paid ordinary Shares.

(d) **the names of the allottees:**

Resolution A

<b>Employee</b>	<b>Quantity of Shares</b>
SRFE Pty Ltd (Nominee of Ray Smith-Roberts)	507,614
Shaun Bucci	225,000
Samantha Cumming (nominee of Assunta Cumming)	225,000
Keith Bollen	174,129
Robbie McConnell	174,129
Louie Gomatos	174,129
Christopher Saddington	174,129
Angelo Diplaris	174,129
Second Winfield Pty Ltd (nominee of Graeme Boocock)	174,129

Resolution B

<b>Employee</b>	<b>Quantity of Shares</b>
SRFE Pty Ltd (Nominee of Ray Smith-Roberts)	1,124,070
Adam Middleton Investment Trust (nominee of Adam Middleton)	383,868

**The Directors unanimously recommend that Shareholders vote in favour of this resolution**

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## **5 RESOLUTION 4 – ISSUE OF SHARES TO A DIRECTOR**

### **5.1 Background**

On 2 October 2012, the Company entered into a contract with Mr Raymond Malone and agreed, subject to Shareholder approval, to issue 2,000,000 fully paid ordinary shares to Mr Malone in consideration for Mr Malone extending his executive contract with the Company. Under the terms of the contract, Mr Malone agrees to continue in his role as managing director of the Company until October 2017. Mr Malone's previous contract allowed Mr Malone to step down as Managing Director and transfer to another position within the Company at any time after July 2012.

The Board determined that retaining Mr Malone in his current role was overwhelmingly in the best interests of the Company, given his outstanding leadership to date, and that the share issue was reasonable recompense to secure Mr Malone in the role of managing director for a further 5 year period.

Importantly, Mr Malone's new contract contains a clawback provision requiring the return of a proportional number of shares (or a proportional amount of cash) in the event that Mr Malone resigns from his position prior to October 2017.

If this resolution is not passed, Mr Malone's contract provides for a cash payment in lieu of shares calculated on a VWAP for the Company's shares based on the 30 day period prior to the AGM.

## 5.2 Purpose of resolution and listing rule 10.11

ASX Listing Rule 10.11, prohibits an entity from issuing securities to a related party without Shareholder approval or agreeing to issue securities unless such agreement is conditional upon Shareholder approval. As a director of the Company, Mr Ray Malone is a related party.

If approval is given under ASX Listing Rule 10.11, approval is not required under ASX Listing Rule 7.1 (discussed at paragraph 4.2 above).

By obtaining Shareholder approval, the Company also retains the ability to issue further shares or options of up to fifteen percent (15%) of its ordinary shares under Chapter 7 of the ASX Listing Rules if needed to capitalise on appropriate opportunities over the next 12 months.

The issue of the shares to Mr Malone will not be made under the Company's existing share and option plans.

## 5.3 Notice requirements under listing rule 10.13

### a) The name of the allottee

Mr Raymond Malone or his nominee

### b) The maximum number of shares to be issued

2,000,000 fully paid ordinary Shares

### c) The Date of issue which must not be more than 1 month after the date of the meeting;

Issue of these shares will be within one month of the date of this meeting

### d) The Issue price

Although no money is payable by Mr Malone, the Shares have a deemed issue price of \$0.15 being the Share price as at the time the Board offered to make the issue.

### e) Terms of the issue

These ordinary Shares will have the same terms and conditions as all other ordinary shares in the same class

### f) Intended use of the funds

No funds will be raised by the issue of the Shares the subject to this resolution as the Shares were issued for non-cash consideration.

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## 6 RESOLUTION 5 – APPROVAL OF 10% PLACEMENT ISSUE

### 6.1 GENERAL

ASX Listing Rule 7.1A enables 'eligible entities' to issue up to 10% of their issued share capital through placements over a 12 month period after the Annual General Meeting (10%

**Placement Facility**). The 10% Placement Facility is in addition to the Company's 15% placement capacity under ASX Listing Rule 7.1 (discussed at paragraph 4.2 above).

The Company is an eligible entity for the purposes of ASX Listing Rule 7.1A as it is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company's current market capitalisation is approximately \$68,565,988.

This resolution must take the form of a **special resolution** which requires at least 75% of the votes that may be cast by members who are entitled to vote, to be cast in favour of the resolution. This includes voting via proxies.

The Company is now seeking Shareholder approval to have the ability to issue Shares under the 10% Placement Facility. If passed, this resolution would effectively allow the Company to issue up to 25% of its issued capital in the next 12 months without seeking any additional Shareholder approvals. The Shares issued under the 10% Placement Facility must be an existing class of security currently quoted on the ASX, that is fully paid ordinary Shares.

## 6.2 Formula for calculating 10% Placement Facility

ASX Listing Rule 7.1A.2 provides that eligible entities which have obtained Shareholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the date of the annual general meeting, the number of 'Equity Securities' (as that term is defined in the Listing Rules) is calculated in accordance with the following formula:

### **(A x D) – E**

- A** is the number of shares on issue 12 months before the date of the issue or agreement:
- (a) plus the number of fully paid shares issued in the 12 months under an exception in ASX Listing Rule 7.2;
  - (b) plus the number of partly paid shares that became fully paid in the 12 months;
  - (c) plus the number of fully paid shares issued in the 12 months with approval of holders of shares under ASX Listing Rules 7.1 and 7.4;
  - (d) less the number of fully paid shares cancelled in the 12 months.

*Note that A has the same meaning in ASX Listing Rule 7.1 when calculating an entity's 15% placement capacity.*

**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 Rules 7.1 or 7.4.

## 6.3 Issue price restrictions

Shareholders are advised that it is a condition of approval under ASX Listing Rule 7.1A that the issue price for any securities issue under the 10% Placement Facility must not be less than 75% of the VWAP calculated over the 15 trading days immediately before:

- (i) the date on which the price at which the 10% Placement Facility is agreed or issued; or
- (ii) if the securities are not issued within 5 trading days of the date referred to in paragraph (i) the date on which the securities are issued.

**(Maximum Discount)**

#### 6.4 Specific Information required by ASX Listing Rule 7.3A

Pursuant to and in accordance with ASX Listing Rule 7.3A, information is provided in relation to the approval of the 10% Placement Facility as follows:

**(a) The minimum price at which the Equity Securities will be issued:**

The Company has not determined the price at which securities issued under the 10% Placement Facility will be issued but in any event, the issue price cannot be less than the Maximum Discount referred to above.

**(b) The risk of economic and voting dilution of existing Shareholders that may arise from an issue:**

If Resolution 5 is approved by the Shareholders and the Company issues securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in the below table (in the case of unlisted options, only if the unlisted options are exercised).

There is a risk that:

- (i) the market price for the Company's securities may be significantly lower on the date of the issue of the securities than on the date of the Annual General Meeting; and
- (ii) the securities may be issued at a price that is at a discount to the 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 of the securities.

The table below shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable "A" calculated in accordance with the formula in ASX Listing Rule 7.1A(2) as at the date of this Notice of Meeting.

The table also shows:

- (i) two examples where variable "A" has increased by 50% and 100%. Variable "A" is based on the number of ordinary shares the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro-rata entitlements issue or scrip issued under a takeover offer) or future specific placements under ASX Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- (ii) two examples of where the price of ordinary securities has decreased by 50% and increased by 50% as against the current market price.

Variable "A" in ASX Listing Rule 7.1A.2		Dilution		
		\$0.12 50% decrease in Deemed Price	\$0.24 Deemed Price	\$0.36 50% Increase in Deemed Price
Current Variable A 285,691,617 Shares	10% Voting Dilution	28,569,162 Shares	28,569,162 Shares	28,569,162 Shares
	Funds raised	\$3,068,299	\$6,856,599	\$10,284,898
50% increase in current Variable A 428,537,425 Shares	10% Voting Dilution	42,853,742 Shares	42,853,742 Shares	42,853,742 Shares
	Funds raised	\$5,142,449	\$10,284,898	\$15,427,347
100% increase in current Variable A 571,383,234 Shares	10% Voting Dilution	57,138,323 Shares	57,138,323 Shares	57,138,323 Shares
	Funds raised	\$6,376,598	\$13,713,197	\$19,129,796

**The table has been prepared on the following assumptions:**

- (i) The Company issues the maximum securities available under the ASX Listing Rule 7.1A being 10% of the Company's shares on issue at the date of the Meeting;
- (ii) The table does not demonstrate an example of dilution that may be caused to a particular Shareholder by reason of placements under ASX Listing Rule 7.1A, based on that Shareholder's holding at the date of the Meeting;
- (iii) The table only demonstrates the effect of issues of securities under ASX Listing Rule 7.1A. It does not consider placements made under ASX Listing Rule 7.1, the "15% rule";
- (iv) The price of ordinary securities is deemed for the purposes of the table above to be \$0.24, being the closing price of the Company's listed securities on ASX on 16 October 2012 (**Deemed Price**). The Deemed Price is indicative only and does not consider the 20% discount to market that the securities may be placed at;
- (v) The table does not demonstrate the effect of listed or unlisted options being issued under ASX Listing Rule 7.1A, it only considers the issue of the fully paid ordinary securities.

(c) **The date by which securities under this listing rule will be issued.**

The Company has not made a determination as to when any shares under the 10% Placement Facility will be issued. In any event, the final date of issuing shares under the 10% Placement Facility is 12 months from the date of this resolution or earlier if Shareholders approve a transaction under ASX Listing Rule 11.1.2 (a significant change to the nature or scale of activities or ASX Listing Rule 11.2 (disposal of main undertaking)).

(d) **The purpose for which the securities may be issued including for non-cash consideration:**

The Company intends to make the 10% Placement Facility available for earnings accretive acquisition opportunities

In particular, the shares may be made available to vendors or joint venture partners in lieu of cash payments, thereby, limiting strain on the Company's cash flow.

Any issue of shares under the 10% Placement Facility would be subject to the Board being satisfied that the issue is in the best interests of the Company. As at the date of this Explanatory Memorandum, the Company has not formed any intention in respect of any particular acquisitions or collaborations.

(e) **The Company's allocation policy**

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. No allottees have been determined as at the date of this Explanatory Memorandum. Should the Company determine to issue securities under the 10% Placement Facility, the allottees will be determined on a case-by-case basis and may be a mix of existing and new Shareholders, having regard to the needs and requirements of the Company at the relevant time.

The Company will comply with the disclosure obligations under ASX Listing Rules 7.1A(4) and 3.10.5A upon issue of any Equity Securities.

**The Directors unanimously recommend Shareholders vote in favour of Special Resolution 5.**

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# AMA Group Limited

ABN 50 113 883 560

All correspondence to: AMA Group Limited  
PO Box 8694  
Armadale VIC 3143  
Enquiries: 61 3 9824 5254  
Facsimile: 61 3 9822 7735

## PROXY FORM

Annual General Meeting 27 November 2012

SHAREHOLDER NAME  
SHAREHOLDER ADDRESS  
SHAREHOLDER ADDRESS  
SHAREHOLDER ADDRESS

### Appointment of Proxy

If appointing a proxy to attend the Annual General Meeting on your behalf, please complete the form and submit it in accordance with the directions on the reverse of the page. I/We being a shareholder/shareholders of the Company pursuant to my/our right to appoint not more than two proxies, appoint

The Chairman of the Meeting  
(mark with an "X")

OR

Write here the name of the person you are appointing if this person is **someone other than** the Chairman of the Meeting.

or failing him/her, (or if no proxy is specified above), the Chairman of the meeting, as my/our proxy to act generally at the meeting and to vote for me/us and on my/our behalf at the Annual General Meeting in accordance with the following directions or if no directions have been given, as the proxy see fit, to be held at **The Function Room, Giorgio's, 1235 High Street, Armadale VIC 3143** on **27 November 2012**, at **10:30 am** and at any adjournment of that meeting.

**THE CHAIR INTENDS TO VOTE 100% OF UNDIRECTED PROXIES IN FAVOUR OF RESOLUTIONS 1 TO 5 BELOW. IF YOU DO NOT WISH THE CHAIRMAN TO VOTE IN THIS MANNER, PLEASE INDICATE YOUR PREFERENCE BY MARKING THE AGAINST OR ABSTAIN BOXES BELOW.**

This proxy is to be used in respect of \_\_\_\_\_ % of the ordinary shares I/we hold.

**Voting directions to your proxy – please mark  to indicate your directions**

RESOLUTION	For	Against	Abstain*
1. Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Re-election of Director, Mr. Duncan Fischer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3a. Ratification of Issue of Shares to employees - 3a	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3b. Ratification of Issue of Shares to employees - 3b	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Issue of Shares to a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Approval for 10% placement issue	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

\*If you mark 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.

### PLEASE SIGN HERE

This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

*Executed in accordance with section 127 of the Corporations Act:*

Individual or Shareholder 1

Sole Director & Sole Company Secretary

Joint Shareholder 2

Director

Joint Shareholder 3

Director / Company Secretary

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2012

\_\_\_\_\_  
Contact Name

\_\_\_\_\_  
Contact Business Telephone / Mobile

## INSTRUCTIONS FOR COMPLETING PROXY FORM

1. Your pre-printed name and address is as it appears on the share register of the Company. If you are Issuer Sponsored and this information is incorrect, make the correction on the form, sign it and return it to us. Securityholders sponsored by a broker on the CHES subregister should advise their broker of any changes. Please note, you cannot change ownership of your securities using this form.
2. Completion of a proxy form will not prevent individual shareholders from attending the Meeting in person if they wish. Where a shareholder completes and lodges a valid proxy form and attends the Meeting in person, then the proxy's authority to speak and vote for that shareholder is suspended while the shareholder is present at the Meeting.
3. A shareholder of the Company entitled to attend and vote is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the shareholder's voting rights. If the shareholder appoints two proxies and the appointment do not specify this proportion, each proxy may exercise half of the votes.
4. A proxy need not be a shareholder of the Company.
5. If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item on a show of hands or on a poll and that your shares are not to be counted in computing the required majority on a poll.
6. If a representative of a company shareholder is to attend the Meeting, a properly executed original (or certified copy) of the appropriate "Certificate of Appointment of Corporate Representative" should be lodged with the Company prior to the meeting or produced for admission to the meeting on the day of the meeting.
7. If a representative as Power of Attorney of a shareholder is to attend the meeting, a properly executed original (or originally certified copy) of an appropriate Power of Attorney should be produced for admission to the Meeting. Previously lodged Powers of Attorney will be disregarded by the Company.

### 8. 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, all of the shareholders should sign.
- Power of Attorney:** If you are signing under a Power of Attorney, you must lodge an original or certified photocopy of the appropriate Power of Attorney with your completed Proxy Form.
- 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.

### 9. Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at the address below not later than 10:30 am on 23 November 2012 (48 hours before the commencement of the meeting). Any Proxy Form received after that time will not be valid for the scheduled meeting.

#### Hand deliveries

**AMA Group Ltd  
Suite 1  
1233 High Street  
Armadale VIC 3143**

#### Postal address:

**AMA Group Ltd  
PO Box 8694  
Armadale VIC 3143**

#### Fax number:

**(03) 9822 7735**

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