



23<sup>rd</sup> October 2015

## **ANNOUNCEMENT OF ANNUAL GENERAL MEETING**

Please find following the notice of Annual General Meeting which was mailed out to Shareholders on Friday 23<sup>rd</sup> October 2015.

The Annual General Meeting will be held at the  
Australian Institute of Company Directors  
Level 1, 20 Bond Street  
Sydney NSW  
On  
Monday 23<sup>rd</sup> November  
At 2.00pm

Please refer to the following notice of AGM for further details

For any further information, please contact Company Secretary Greg Park on  
02 4645 0700



**OLDFIELDS HOLDINGS LIMITED  
ACN 000 307 988**

**NOTICE OF ANNUAL GENERAL MEETING**

**Incorporating**

**EXPLANATORY MEMORANDUM**

**DATE AND TIME OF MEETING**

**MONDAY 23<sup>rd</sup> NOVEMBER 2015  
2.00PM**

**PLACE OF MEETING**

**AUSTRALIAN INSTITUTE OF DIRECTORS  
LEVEL 1, 20 BOND STREET  
SYDNEY NSW**

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**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. YOU SHOULD CAREFULLY READ THIS DOCUMENT. IF YOU ARE IN DOUBT AS TO THE ACTION YOU SHOULD TAKE IN RELATION TO THIS DOCUMENT OR THERE IS ANY MATTER YOU DO NOT UNDERSTAND YOU SHOULD CONTACT YOUR PROFESSIONAL ADVISERS FOR ADVICE.**

**SECTION 1**  
**OLDFIELDS HOLDINGS LIMITED**  
**ACN 000 307 988**

**NOTICE OF ANNUAL GENERAL MEETING**

NOTICE IS GIVEN that this year's Annual General Meeting of the Shareholders of Oldfields Holdings Limited ("**Company**") will be held at The Australian Institute of Directors, Level 1, 20 Bond Street, Sydney on Monday 23<sup>rd</sup> November 2015 at 2.00pm.

The Explanatory Memorandum which accompanies and forms part of this Notice describes in more detail the matters to be considered in addition to ordinary and special business. Shareholders should carefully read the Explanatory Memorandum in full.

**Agenda**

**Ordinary Business**

This item of business is for discussion only and is not for resolution.

**Receipt of Annual Report Financial Statements, Directors' and Audit Reports**

*"To receive and consider the Annual Report and Financial Statements of the Company and the Economic Entity together with the Director's Report and Audit Report and Remuneration Report for the year ending 30 June 2015"*

**Resolution 1 Re- Election of Stephen Charles Hooper as a Director**

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

*"That Stephen Charles Hooper, who retires by rotation in accordance with the Company's Constitution, and being eligible offers himself for re-election as a Director, be re-elected as a Director."*

**Resolution 2 Remuneration Report**

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

*"That the Remuneration Report be adopted."*

**Other Business**

To transact any other business which may be lawfully brought forward at the Meeting.

**BY ORDER OF THE BOARD**



**Greg Park**  
**Company Secretary**  
**23<sup>rd</sup> October 2015**

## **Determination of Shareholders' Right to Vote**

For the purposes of Regulation 7.11.37 of the *Corporations Regulations 2001*, the Directors have determined that the voting entitlements for the purposes of the Meeting will be based on the registered holdings as at 7.00pm (Sydney Time) on Saturday 21<sup>st</sup> November 2015. Accordingly those persons will be entitled to attend and vote at the Meeting.

## **How to Vote**

You may vote by attending the Meeting in person, by proxy, attorney or authorised representative.

## **Proxy Form**

A proxy form is enclosed with the Notice. If an additional proxy form is required, the Company's Share Registry will supply it on request.

## **PROXIES**

1. Each Shareholder has a right to appoint a proxy.
2. A Shareholder who is 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 no proportion or number is specified, then each proxy may exercise one-half of the votes. Fractions of votes will be disregarded.
3. A proxy need not be a Shareholder of the Company.
4. To be effective, the Company must receive the completed proxy form and, if the form is signed by the Shareholder's attorney, the authority under which the proxy form is signed (or a certified copy of such) by no later than 2.00pm (Sydney Time) on Saturday 21<sup>st</sup> November 2015.
  - (1) by mail to its share registry, Boardroom Pty Limited, GPO Box 3993 Sydney NSW 2000 ; or
  - (2) by facsimile to its share registry on fax number 61 2 9290 9655.
5. Proxies given by corporate shareholders must be executed in accordance with their constitutions, or under the hand of a duly authorised officer or attorney.
6. A proxy may decide whether to vote on any motion, except where the proxy is required by law or the Constitution to vote, or abstain from voting, in their capacity as proxy. If a proxy is directed how to vote on an item of business, the proxy may vote on that item of business, the proxy may vote as he or she thinks fit.

## **OTHER**

Words that are defined in the Explanatory Memorandum and Glossary have the same meaning when used in this Notice unless the context requires, or the definitions in the Glossary provide, otherwise.

**SECTION 2**  
**OLDFIELDS HOLDINGS LIMITED**  
**ACN 000 307 988**

**EXPLANATORY MEMORANDUM**

This Explanatory Memorandum has been prepared to assist shareholders in considering the resolutions set out in the Notice. It is part of, and should be read in conjunction with, the Notice.

**Ordinary Business**

**Resolution 1      Re- Election of Stephen Charles Hooper as a Director**

Under Article 6.1(f) of the Constitution one-third of the Directors (rounded down to the nearest whole number, if necessary) must retire from office at every annual general meeting, excluding the Managing Director and any Director retiring under Article 6.1(e).

Under Article 6.1(i) of the Constitution, a retiring Director is eligible for re-election without having to give any prior notice of an intention to submit for re-election and holds office as a Director until the end of the meeting at which the Director retires. As a current Director, Mr Stephen Charles Hooper has made and continues to make a significant contribution to the Company. He is eligible for re-election. The Board recommends that the Shareholders resolve to re-elect Mr Stephen Charles Hooper as a Director.

**Resolution 2      Remuneration Report**

The Remuneration Report contains matters set out in section 300A of the Corporations Act, 2001 (“Act”) and is contained within the Company’s Annual Report under a separate heading and includes, amongst other things, the Board’s policies for determining the remuneration of the Company’s key management staff.

Section 250SA of the Act provides that members are to be allowed reasonable opportunity to ask questions or make comments about the remuneration report. Section 250R(2) of the Act provides that at a listed company’s AGM, a resolution that the remuneration report be adopted must be put to the vote. Section 250R(3) of the Act provides that the vote on the resolution is advisory only and does not bind the directors or the Company.

**SECTION 3**  
**OLDFIELDS HOLDINGS LIMITED**  
**ACN 000 307 988**

**GLOSSARY**

<b>Annual Financial Statements</b>	means the financial statements, Directors Report and Auditors Report for the Company for the year ended 30 June 2014
<b>Annual Reports</b>	means the Company's annual report for the year ended 30 June 2014
<b>ASX</b>	means ASX Limited ( ABN 98 008 624 691), or as the context requires, the financial market operated by it.
<b>ASX Listing Rules</b>	means the Listing Rules of ASX
<b>Board</b>	means the Board of Directors of the Company
<b>Company or Oldfields</b>	means Oldfields Holdings Limited (ACN 000 307 988)
<b>Constitution</b>	means the Company's constitution
<b>Corporations Act</b>	means the <i>Corporations Act 2001</i> (Cth)
<b>Director</b>	means a Director of the Company
<b>Equity Securities</b>	has the same meaning as in the ASX Listing Rules
<b>Explanatory Memorandum</b>	means the Explanatory Memorandum attached to the Notice of Meeting
<b>Economic Entity</b>	means the Oldfields Group of Companies as described in the Company's Annual Report
<b>Key Management Personnel</b>	has the same meaning as in Australian accounting standards. Broadly speaking this includes those persons with the authority and responsibility for planning, directing and controlling the activities of the Company ( whether directly or indirectly), and includes any Directors.
<b>General Meeting &amp; Meeting</b>	means the Annual General Meeting of the members of the Company convened by this Notice
<b>Non- Executive director</b>	means a non-executive Director of Oldfields Holdings Limited
<b>Notice or Notice of Meeting</b>	means the Notice of Meeting and the Explanatory Memorandum
<b>Registered Shareholders</b>	means those persons who are registered holders of Shares as at the applicable date
<b>Remuneration Report</b>	means the remuneration report forming part of the Directors Report in the Company's 2013/14 Financial Report
<b>Share</b>	means a fully paid ordinary share in the capital of the Company
<b>Shareholder</b>	means a person, corporation or body holding a share on the Oldfields Holdings Limited
<b>Trading Day</b>	has the meaning given to that term in the ASX Listing Rules