



24th October 2014

ANNOUNCEMENT RE ANNUAL GENERAL MEETING

Please find following the notice of Annual General Meeting which was mailed out to shareholders on Friday 24th October 2014.

The Annual General Meeting will be held at the
Australian Institute of Company Directors
Level 1, 10 - 20 Bond Street
Sydney NSW
On
Monday 24 November 2014
At 2.30pm

Please refer to the following notice of AGM for further details

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

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**OLDFIELDS HOLDINGS LIMITED
ACN 000 307 988**

NOTICE OF ANNUAL GENERAL MEETING

Incorporating

EXPLANATORY MEMORANDUM

**DATE AND TIME OF MEETING
24 NOVEMBER 2014
AT 2.30pm (AEDT)**

**PLACE OF MEETING
AUSTRALIAN INSTITUTE OF DIRECTORS
LEVEL 1, 10- 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 1,10- 20 Bond Street, Sydney on Monday 24th November 2014 at 2.30pm (AEDT).

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

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 2014"

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

Resolution 1 Re- Election of William Lewis Timms as a Director

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

"That William Lewis Timms, 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 Re-Election of Tony Joseph Grima as a Director

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

"That Tony Joseph Grima, who 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 3 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

A handwritten signature in black ink, appearing to be 'Greg Park', written over a faint, illegible stamp or background.

**Greg Park
Company Secretary**

17 October 2014

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VOTING

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 22nd November 2014. 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 register 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 2.30pm (Sydney Time) on Saturday 22nd November 2014.
 - (1) by mail to its share registry, BoardRoom Pty Limited, GPO Box 3993 Sydney NSW 2001; 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

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 William Lewis Timms 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 William Lewis Timms 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 William Lewis Timms as a Director.

Resolution 2 Re- Election of Tony Joseph Grima as a Director

Tony Joseph Grima was appointed by the Board as a Director under Article 6.1(d) of the Constitution with effect from 14 October 2013. Under Article 6.1 (e) a Director appointed Article 6.1 (d) must retire from office at the next annual general meeting of the company.

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 Tony Joseph Grima 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 Tony Joseph Grima as a Director.

Resolution 3 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.

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GLOSSARY

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

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All Correspondence to:

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001 Australia

Level 7, 207 Kent Street,
Sydney NSW 2000 Australia

📠 **By Fax:** +61 2 9290 9655

💻 **Online:** www.boardroomlimited.com.au

☎ **By Phone:** (within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 2.30pm (AEDT) on Saturday 22nd November 2014**

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a security holder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities 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.
- return both forms together in the same envelope.

STEP 2 VOTING DIRECTIONS TO YOUR PROXY

To direct your proxy how to vote, mark one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of securities are to be voted on any item by inserting the percentage or number that you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item for all your securities your vote on that item will be invalid.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

STEP 3 SIGN THE FORM

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders should sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **2.30pm (AEDT) on Saturday 22nd November 2014**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

📠 **By Fax** + 61 2 9290 9655

✉ **By Mail** Boardroom Pty Limited
GPO Box 3993,
Sydney NSW 2001 Australia

👤 **In Person** Level 7, 207 Kent Street,
Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

PROXY FORM

STEP 1 APPOINT A PROXY

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

the **Chair of the Meeting (mark box)**

OR if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the **Annual General Meeting** of the Company to be held at the **Australian Institute of Directors, Level 1, 10-20 Bond Street, SYDNEY NSW 2000 on Monday 24th November 2014, at 2.30pm (AEDT)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolution 3, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of this Resolution even though resolutions is connected with the remuneration of a member of the key management personnel for the Oldfields Holdings Limited.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolution 3). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 VOTING DIRECTIONS

* 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 vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Re-election of William Lewis Timms as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Tony Joseph Grima as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	The adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

STEP 3 SIGNATURE OF SHAREHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2014