

**HEXIMA LIMITED**  
**ACN 079 319 314 ("COMPANY")**  
**NOTICE OF GENERAL MEETING**

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**NOTICE IS GIVEN** that a General Meeting of Shareholders of the Company will be held at the offices of Arnold Bloch Leibler, Level 21, 333 Collins Street, Melbourne Victoria 3000 on Thursday, 9<sup>th</sup> June 2011 at 10.00am.

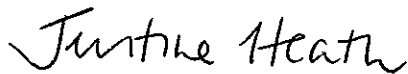
**Business**

**Approval for the Company to be removed from the Official List of the Australian Securities Exchange**

To consider and, if thought fit, to pass the following ordinary resolution –

"That, approval be given for the removal of the Company from the Official List of the Australian Securities Exchange on the fifth business day after the date on which this resolution is passed."

By Order of the Board



Justine Heath  
Company Secretary  
6<sup>th</sup> May 2011

**1. Material accompanying this Notice**

- (1) Explanatory Memorandum setting out details relevant to the resolution set out in this Notice.
- (2) Proxy Form.

**2. Terms**

Terms used in this Notice, including the resolution set out in this Notice have, unless otherwise defined, the same meanings set out in the Explanatory Memorandum.

**3. Voting and required majority**

- (1) In accordance with the constitution of the Company and section 249HA of the Corporations Act, for this resolution to be effective it must be –
  - (a) passed at a meeting of which not less than 28 days written notice specifying the intention to propose the resolution has been given to Shareholders (unless consent to short notice has been received); and
  - (b) passed by a majority of more than 50% of all the votes cast by Shareholders entitled to vote on the resolution (whether in person, proxy, attorney or representative).
- (2) On a show of hands, every Shareholder has one vote and, on a poll, has one vote for each fully paid Ordinary Share held.

#### 4. Voting entitlements

- (1) Pursuant to regulation 7.11.37 of the *Corporations Regulations* 2001 the Company has determined that, for the purposes of this Meeting, all ordinary shares in the Company will be taken to be held by the persons registered as Shareholders at 7.00pm AEST on Tuesday 7<sup>th</sup> June 2011 (Effective Time).
- (2) All Shareholders as at the Effective Time are entitled to attend and vote at this Meeting and may appoint a proxy for that purpose.

#### 5. Voting in person, by proxy, attorney or corporate representative


- (1) A proxy need not be a Shareholder of the Company.
- (2) The personalised Proxy Form sent to you with this Notice should be used for this Meeting.
- (3) Each Shareholder who is entitled to cast 2 or more votes at this Meeting, may appoint 2 proxies and may specify the proportion or number of votes that each proxy is entitled to exercise. If a Shareholder **does not** specify the proportion or number of that Shareholder's votes each proxy may exercise, then each proxy will be entitled to exercise half of the votes. An additional Proxy Form will be supplied by the Company on request.
- (4) Shareholders wishing to appoint a proxy should read the instructions on the enclosed Proxy Form carefully and then complete and return the Proxy Form to the Company by the due date and time set out in subparagraph (7) below.
- (5) Any Shareholder may appoint an attorney to act on that Shareholder's behalf. The power of attorney, or a certified copy of it, must be received by the Company as set out in subparagraph (7) below.
- (6) Any corporation which is a Shareholder of the Company may appoint a representative to attend and vote for that corporation at this Meeting. Appointments of representatives must be received by the Company as set out in subparagraph (7) below at any time before the time of this Meeting, or adjourned meeting, or handed in at the Meeting.
- (7) Proxies and powers of attorney granted by Shareholders must be received by the Company by **no later than 10.00 a.m. AEST on Tuesday 7<sup>th</sup> June 2011** -
  - (a) at the Company's Share Registry - Link Market Services Limited, Locked Bag A14, Sydney South, NSW 1235;
  - or
  - (b) by fax to the Company's Share Registry - fax number +61 2 9287 0309

## LODGE YOUR VOTE

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

 **By mail:**  
Hexima Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia

 **By fax:** +61 2 9287 0309

 **All enquiries to:** Telephone: 1300 554 474 Overseas: +61 2 8280 7111



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## SHAREHOLDER VOTING FORM

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

### STEP 1

### APPOINT A PROXY

the Chairman  
of the Meeting  
(mark box)

☐

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

or failing the person/body corporate named, or if no person/body corporate is named, the Chairman of the Meeting, as my/our proxy and to vote for me/us on my/our behalf at the General Meeting of the Company to be held at 10:00am on Thursday, 9 June 2011, at the offices of Arnold Bloch Leibler, Level 21, 333 Collins Street, Melbourne, VIC 3000 and at any adjournment or postponement of the meeting.

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 ☒


### STEP 2

### VOTING DIRECTIONS

#### Resolution 1

Approval for the Company to be removed from the Official List of the Australian Securities Exchange

| For                      | Against                  | Abstain*                 |
|--------------------------|--------------------------|--------------------------|
| <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.

### STEP 3

### SIGNATURE OF SHAREHOLDERS - THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

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).

**HXL PRX101**



## HOW TO COMPLETE THIS PROXY FORM

### Your Name and Address

This is your name and address as it appears on the company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. Please note: you cannot change ownership of your shares using this form.

### Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person in Step 1. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a shareholder of the company. A proxy may be an individual or a body corporate.

### 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.
- (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.

## 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 10:00am on Tuesday, 7 June 2011, 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.investorcentre.linkmarketservices.com.au](http://www.investorcentre.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:**

Hexima Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia



**by fax:**

+61 2 9287 0309



**by hand:**

delivering it to Link Market Services Limited, Level 12, 680 George Street, Sydney NSW 2000.

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