

**LINDSAY AUSTRALIA LIMITED**

**ABN 81 061 642 733**

**NOTICE OF ANNUAL GENERAL MEETING,  
PROXY FORM AND EXPLANATORY MEMORANDUM**

**Date of Meeting:** 30 October 2012  
**Time of Meeting:** 10:00am (AEST)  
**Place of Meeting:** Riverside Regus Auditorium  
Level 5 Riverside Centre  
123 Eagle Street, Brisbane Qld 4000

**LINDSAY AUSTRALIA LIMITED**

ABN 81 061 642 733

**NOTICE OF ANNUAL GENERAL MEETING**

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Notice is given that an annual general meeting of the shareholders of Lindsay Australia Limited (**Company**) will be held at 10.00am (AEST) on 30 October 2012 at the Riverside Regus Auditorium, Level 5 Riverside Centre, 123 Eagle Street, Brisbane Qld 4000.

**AGENDA**

ORDINARY BUSINESS

**Financial statements and reports**

To receive and consider the financial statements and reports of the directors and the auditors for the year ended 30 June 2012.

**Resolution 1 – Re-election of director - Mr Richard Andrew Anderson**

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

*'That Mr Richard Andrew Anderson who retires by rotation in accordance with Listing Rule 14.4 and rule 16.1 of the Company's Constitution, and being eligible, offers himself for re-election, be re-elected as a director of the Company.'*

**Resolution 2 – Re-election of director - Mr Leslie Raymond Hancock**

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

*'That Mr Leslie Raymond Hancock who retires by rotation in accordance with Listing Rule 14.4 and rule 16.1 of the Company's Constitution, and being eligible, offers himself for re-election, be re-elected as a director of the Company.'*

**Resolution 3 – Adoption of Remuneration Report**

To consider and, if thought fit, pass the following resolution as an ordinary resolution in accordance with s250R(2) of the Corporations Act:

*'That the section of the report of the Directors in the 2012 Annual Report dealing with the remuneration of the Company's Directors and Senior Executives (**Remuneration Report**) be adopted.'*

NB. This resolution shall be determined as if it were an ordinary (majority) resolution, but under s250R(3) of the Corporations Act, the vote does not bind the Directors of the Company.

**Other Business**

To deal with any other business that may be brought forward in accordance with the Constitution and the Corporations Act.

**Dated 24 August 2012**

By order of the Board

Graham Johnston  
Company Secretary

## NOTES

### VOTING ENTITLEMENT AND ADMISSION TO MEETING

For the purpose of determining entitlement to attend and vote and voting rights at the AGM, shares shall be taken to be held by persons who are registered as shareholders as at 7.00pm (AEST) on 25 October 2012. Transactions registered after that time will be disregarded in determining entitlements to attend and vote.

### VOTING RESTRICTIONS

In accordance with section 250R(4) Corporations Act, the Company will disregard votes cast on Resolution 3 – Adoption of Remuneration Report by any key management personnel (as defined in section 9 Corporations Act) whose remuneration is included in the remuneration report, and will also disregard votes cast by their closely related parties (as defined in section 9 Corporations Act). Any undirected proxies held by the Chair of the meeting, will not be voted on Resolution 3 – Adoption of Remuneration Report. Accordingly, if you appoint the Chair of the meeting as your proxy, you should direct him to vote on Resolution 3 if you want your Shares to be voted on that item of business.

No other restrictions on voting apply to the items of business in this Notice of Meeting.

### PROXIES

- A Proxy Form accompanies this Notice of Meeting.
- A member entitled to attend the AGM and vote has a right to appoint a proxy.
- The proxy need not be a member of Lindsay Australia.
- Any instrument appointing a proxy in which the name of the appointee is not completed is regarded as given in favour of the Chair of the meeting.
- The appointment of one or more duly appointed proxies will not preclude a member from attending the AGM and voting personally.
- Members who are entitled to cast two or more votes may appoint not more than two proxies to attend and vote instead of themselves. An additional proxy form will be supplied by the Company on request by contacting the Company Secretary on (07) 3240 4904 or from outside Australia +617 3240 4904. Where two proxies are appointed, both forms should be completed with the nominated proportion or number of votes each proxy may exercise. If no such proportion or number is specified, each proxy may exercise half of the votes.
- Proxy Forms must be signed by a member or the member's attorney or, if the member is a corporation, in accordance with section 127 of the Corporations Act or under hand of its attorney or duly authorised officer. If the Proxy Form is signed by a person who is not the registered holder of Shares (e.g. an attorney), then the relevant authority (e.g. in the case of Proxy Forms signed by an attorney, the power of attorney or a certified copy of the power of attorney) must either have been exhibited previously to Lindsay Australia or be enclosed with the Proxy Form.

#### **To be effective, Proxy Forms must be received by the Company at its registered office by delivery or by:**

Post	The Company Secretary Lindsay Australia Limited Locked Bag 2004 ARCHERFIELD QLD 4108	Fax	(07) 3054 0240
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**no later than 48 hours prior to the meeting.**

If a body corporate is appointed as proxy, please write the full name of that body corporate (eg, Company X Pty Ltd). Do not use abbreviations. The body corporate will need to ensure that it:

- appoints an individual as its corporate representative to exercise its powers at meetings, in accordance with section 250D of the Corporations Act.
- provides satisfactory evidence of the appointment of its corporate representative prior to commencement of the AGM.
- If no such evidence is received before the AGM, then the body corporate (through its representative) will not be permitted to act as your proxy.

#### **Body corporate representatives**

- A corporation, by resolution of its directors, may authorise a person to act as its representative to vote at the AGM.
- A representative appointed by a corporation may be entitled to execute the same powers on behalf of the corporation as the corporation could exercise if it were an individual member of Lindsay Australia.
- To evidence the authorisation, either a certificate of corporate body representative executed under the common seal of the corporation or under the hand of its attorney or an equivalent document evidencing the appointment will be required. The certificate or equivalent document must be produced prior to the AGM.

#### **Questions and comments by shareholders at the meeting**

In accordance with the Corporations Act, a reasonable opportunity will be given to shareholders as a whole to ask questions about or make comments on the management of Lindsay Australia at the AGM.

## EXPLANATORY MEMORANDUM

Lindsay Australia Limited ABN 81 061 642 733

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The notice of the 2012 annual general meeting of the Company contains 3 items of ordinary business. This memorandum explains the items of business by the notice of meeting.

### ORDINARY BUSINESS

#### **Financial statements and reports**

Shareholders will receive and consider the financial statements and reports of the directors and the auditors for the year ended 30 June 2012.

In accordance with the Corporations Act, shareholders will be given a reasonable opportunity as a whole at the Meeting to ask questions and make comments on these reports, and on the business, operations and management of Lindsay Australia Limited.

In addition to asking questions at the meeting, shareholders may address written questions to the Chairman about the management of the Company, or to the Company's Auditor which are relevant to:

- the content of the Auditor's Report to be considered at the meeting; or
- the conduct of the audit of the annual financial report to be considered at the Meeting.

Any written questions must be submitted to the Company Secretary before 5.00pm (AEST) on 23 October 2012 by:

Post	The Company Secretary Lindsay Australia Limited Locked Bag 2004 ARCHERFIELD QLD 4108	Fax	(07) 3054 0240
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Apart from matters involving remuneration which are required to be voted on, there is no requirement either in the Corporations Act or in Lindsay Australia Limited's Constitution for shareholders to approve the Financial Report, the Directors' Report or the Auditor's Report and therefore no resolution is required for this item of ordinary business. A resolution to approve the Remuneration Report is considered as a separate agenda item.

The Company's Annual Report is available on the Company's website at [www.lindsayaustralia.com.au](http://www.lindsayaustralia.com.au)

#### **Resolution 1 – Re-election of director - Mr Richard Andrew Anderson**

Resolution 1 relates to the re-election of a director. Rule 16.1 of the Company's Constitution, and in accordance with Listing Rule 14.4, requires that one third of the directors (other than the managing director) retire from office at the annual general meeting.

Mr Richard Andrew Anderson was appointed as a director of the Company on 16 December 2002. Mr Anderson submits himself for re-election as a director. Details of Mr Anderson's qualifications and experience are set out in the Company's Annual Report.

#### **Directors' recommendation**

The directors, with Mr Anderson abstaining, recommend that shareholders vote in favour of the re-election of Mr Anderson.

#### **Resolution 2 – Re-election of director - Mr Leslie Raymond Hancock**

Resolution 2 relates to the re-election of a director. Rule 16.1 of the Company's Constitution, and in accordance with Listing Rule 14.4, requires that one third of the directors (other than the managing director) retire from office at the annual general meeting.

Mr Leslie Raymond Hancock was appointed as a director of the Company on 13 September 2002. Mr Hancock submits himself for re-election as a director. Details of Mr Hancock's qualifications and experience are set out in the Company's Annual Report.

#### **Directors' recommendation**

The directors, with Mr Hancock abstaining, recommend that shareholders vote in favour of the re-election of Mr Hancock.

**Resolution 3 – Adoption of Remuneration Report**

Section 250R (2) of the Corporations Act requires Lindsay Australia Limited to propose a resolution that the Remuneration Report be adopted. The vote on this resolution is advisory only and does not bind the Directors of Lindsay Australia Limited. In accordance with the Corporations Act, shareholders will be given a reasonable opportunity as a whole at the Meeting to ask questions and make comments on the Remuneration Report.

The Remuneration Report may be found in the Annual Report.

**Directors' recommendation**

The Board abstains from making a recommendation in relation to this resolution.

# Lindsay Australia Limited

# PROXY FORM

ABN 81 061 642 733

Locked Bag 2004

ARCHERFIELD QLD 4108

Facsimile (within Australia):

07 3054 0240

Facsimile (international):

617 3054 0240

## 1. Member/s Name/s and Address

(Name of shareholder): \_\_\_\_\_

(Address of shareholder): \_\_\_\_\_

Mark the box with an "X" if you have made any changes to your address details (see notes on completing this form)

## 2. Appointment of Proxy

I/We being a member/s of Lindsay Australia Limited and entitled to attend and vote hereby 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 in his/her absence, or if no person is named, the Chairman of the Meeting, as my/our proxy and to vote on my/our behalf in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the General Meeting of Lindsay Australia Limited to be held at 10:00am (AEST) on 30 October 2012 at the Riverside Regus Auditorium on Level 5 Riverside Centre, 123 Eagle Street, Brisbane Qld 4000 and any adjournment of that meeting.

## 3. Voting directions to your Proxy – please mark to indicate your directions

I/We direct my/our Proxy to vote in the following manner

For                      Against                      Abstain

**Resolution 1 – Re-election of director - Mr Richard Andrew Anderson**

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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**Resolution 2 – Re-election of director - Mr Leslie Raymond Hancock**

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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**Resolution 3 - Adoption of Remuneration Report**

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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\* 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.

### Important – to ensure your proxy votes count, you should mark this box

If the Chairman of the Meeting is appointed as your proxy (whether nominated or by default), and you have not directed your proxy to vote, please place a mark in this box. By marking this box, you acknowledge that the Chairman of the Meeting may exercise your proxy even if he has an interest in the outcome of the resolutions or if your proxy is undirected and that votes cast by the Chairman of the meeting for those resolutions other than as proxy holder will be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chairman will not cast your votes on the resolutions and your votes will not be counted in calculating the required majority if a poll is called on the resolution.

### Important note for Resolution 3 – Adoption of Remuneration Report

If you appoint a proxy, the Company encourages you to direct your proxy how to vote on each item of business. The Chairman of the meeting, Directors and other key management personnel of the Company and their closely related parties (see the Notice of Meeting and overleaf) will not cast any votes in respect of Resolution 3 that arise from undirected proxies that they hold.

## 4. Appointing a second Proxy

Mark with an "x" if you wish to appoint a second proxy

The proxy is appointed to exercise

%

OR

State the percentage of your voting rights or the number of securities for this Proxy Form. (To be completed only if two proxies are being appointed.)

## 5. Authorised Signature(s)

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

Individual or Securityholder 1

Individual /Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

## Instructions for appointment of Proxy

Votes at the general meeting may be given personally or by proxy, attorney or representative. You need only complete and lodge the proxy form if you are not attending the meeting in person.

If you would like further information on the appointment of proxies please call Mr Graham Johnston on 07 3240 4900 during business hours.

## HOW TO COMPLETE THIS PROXY FORM

### 1. Your name and address

Please insert your name and address as it appears on your holding statement.

### 2. Appointment of a proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. 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. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy and will vote on your behalf. A proxy need not be a securityholder of Lindsay Australia Limited.

### 3. Votes on items of business

You may direct your proxy how to vote by placing a mark in one of the three 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 voting rights are to be voted on any item by inserting the percentage or number of securities 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 will vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

In accordance with ASX Listing Rule 14.2 the Chairman of the Meeting advises that his voting intentions in relation to undirected proxies, is to exercise them as a vote in favour of each of the resolutions.

### 4. Votes on Resolution 3 – Adoption of Remuneration Report

If the Chairman of the meeting or another of the key management personnel of the Company or their closely related parties is your proxy, that person will not vote your shares on Resolution 3 if you have not directed them how to vote on that item. Key management personnel of the Company are the directors of the Company and those other persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. The Remuneration Report identifies the Company's key management personnel for the financial year. Their closely related parties are defined in the Corporations Act 2001, and include certain of their family members, dependants and companies they control.

### 5. Appointment of a second proxy

If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephone from the share registry or Lindsay Australia Limited, or you may copy this form. You may not appoint more than two proxies to attend and vote at the meeting.

To appoint a second proxy you must:

- (a) indicate that you wish to appoint a second proxy by marking the box;
- (b) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of securities applicable to that form; and
- (c) return both forms together in the same envelope.

### 6. Authorised signatures

You must sign this form as follows in the space provided:

Joint Holding:	Where the holding is in more than one name all of the holders must sign.
Power of Attorney:	If signed under a Power of Attorney, you must have already lodged it with the share registry, or alternatively, attach a certified photocopy of the Power of Attorney to this Proxy Form when you return it.
Companies:	A Director can sign jointly with another director or a Company Secretary. A sole Director who is also a sole Company Secretary can also sign. A sole Director of a corporation without a Company Secretary can sign, pursuant to s204A of the Corporations Act. Please indicate the office held by signing in the appropriate space.

## Lodgment of Proxy Forms

This Proxy Form (and any Power of Attorney under which it is signed) must be received at the registered office of the Company no 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.

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Your Contact Name	Contact Daytime Telephone	Date
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Documents may be lodged with Lindsay Australia Limited in the following manner:

Postal	Delivery	Facsimile
Locked Bag 2004 ARCHERFIELD QLD 4108	44b Cambridge Street ROCKLEA QLD 4106	(within Australia) 07 3054 0240 (international) 617 3054 0240