
**Thursday
28 November 2013
at 10.00am**

NOTICE OF ANNUAL GENERAL MEETING



A V E X A

Notice of Annual General Meeting

Notice is given that the Annual General Meeting (**AGM**) of Avexa Limited (**Avexa** or **Company**) will be held at the offices of KPMG, 147 Collins Street, Melbourne, Victoria on Thursday 28 November 2013 at 10.00am.

The Explanatory Memorandum which accompanies, and forms part of, this Notice of Meeting more fully describes the matters to be considered at the Annual General Meeting.

Ordinary Business

1. Financial Statements and Reports

To receive and consider the Financial Report, the Directors' Report and the Auditor's Report of Avexa for the financial year ended 30 June 2013.

2. Adoption of Remuneration Report

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

That the Remuneration Report forming part of the Directors' Report for the financial year ended 30 June 2013 be adopted.

Note: The vote on this resolution is advisory only and does not bind the Company or its Directors. The Directors will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the meeting when reviewing Avexa's remuneration policies.

Voting Exclusion

The Company will not accept any votes cast on the resolution at Item 2 by or on behalf of a person who is disclosed in the Remuneration Report as one of the key management personnel of the Company (including the Directors), or a closely related party of that person (as these persons are not entitled to vote on the resolution in their own capacity) unless the vote is cast:

- (a) as a proxy for a person who is entitled to vote, in accordance with a direction on the accompanying proxy form; or
- (b) by the Chairman of the Meeting as a proxy for a person entitled to vote in accordance with an express authority to vote undirected proxies as the Chairman sees fit.

3. Re-election of Director (Mr Allan Tan)

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

That Mr Allan Tan, a Director retiring in accordance with rule 8.2 of the Company's constitution be re-elected as a Non-Executive Director of the Company.

By order of the Board



Lee Mitchell
Company Secretary

Dated 24 October 2013

Notes Regarding Proxies and Voting

Voting Entitlement

The Board has determined, in accordance with regulation 7.11.37 of the Corporations Regulations, that for the purpose of voting at the AGM, the shares held by each Shareholder will be as they appear on the Company's share register at **7.00pm (Sydney time) on Tuesday, 26 November 2013**. This means that if you are not the registered holder of a share at that time you will not be entitled to vote in respect of that share.

Voting by Proxy

Important: The Board recommends that shareholders vote in favour of each item of business. The Chairman intends to vote all available undirected proxies in favour of each item of business.

Each Shareholder who is entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on behalf of that Shareholder. The proxy may be an individual or a body corporate. A proxy need not be a Shareholder.

A Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes that each proxy is appointed to exercise. If a Shareholder appoints two proxies and the appointment does not specify the proportion, or number, of the Shareholder's votes each proxy may exercise, each proxy may exercise half the votes (disregarding fractions). If a Shareholder appoints two proxies, neither proxy may vote on a show of hands.

A proxy appointment form is enclosed with this Notice of AGM. For the appointment of a proxy to be valid, the proxy form and the power of attorney or other authority (if any) under which it is signed must be received either at Avexa's registered office or at the Company's share registry, Computershare Investor Services Pty Limited, **no later than 24 hours prior to the AGM:**

By facsimile: 1800 783 447 (within Australia) or
+61 3 9473 2555 (outside Australia)

By mail: Computershare Investor Services Pty Ltd
GPO Box 242, Melbourne Victoria 3001

By delivery: Computershare Investor Services Pty Ltd
452 Johnston Street, Abbotsford Victoria 3067

Custodians: For intermediary online subscribers –
www.intermediaryonline.com

Your proxy appointment form is enclosed.

Undirected Proxies

If you appoint the Chairman of the meeting as your proxy and do not direct the Chairman of the meeting how to vote on Item 2 (Adoption of Remuneration Report) (which you may do by marking any one of 'For', 'Against' or 'Abstain' on the proxy form), you will be expressly authorising the Chairman of the meeting to exercise your proxy even though Item 2 is directly or indirectly connected with the remuneration of a member of the KMP for Avexa.

Bodies Corporate

A Shareholder which is a body corporate and entitled to attend and vote at the AGM, or a proxy which is a body corporate and is appointed by a Shareholder entitled to attend and vote at the AGM, may appoint an individual to act as its representative at the AGM.

If a representative of a corporate Shareholder or a corporate proxy is to attend the AGM, a certificate of appointment of the representative must be produced prior to admission to the AGM. A form of certificate of appointment can be obtained from the Company's share registry, Computershare Investor Services Pty Limited.

Explanatory Memorandum

Purpose of Information

The purpose of this Explanatory Memorandum (which accompanies, and forms part of, the Notice of AGM), is to provide Shareholders with an explanation of the business of the AGM and of the resolutions to be proposed and considered at the AGM at 10.00am on Thursday, 28 November 2013 and to assist shareholders in deciding how they may wish to vote on the resolutions.

Summary of Business of the AGM

To receive and consider the Financial Statements and Reports for the financial year ended 30 June 2013.

To consider and vote on the following resolutions:

- Item 2: To adopt the Remuneration Report for the financial year ended 30 June 2013.
- Item 3: To re-elect Mr Allan Tan as a Non-Executive Director of the Company.

Ordinary Business

Agenda Item 1: Financial Statements and Reports

Pursuant to the Corporations Act, the Directors of a listed company that is required to hold an Annual General Meeting must table the financial statements and reports of the Company (including the Directors' Report, Remuneration Report and Auditor's Report) for the previous financial year before the members at that Annual General Meeting.

Shareholders have been provided with all relevant information concerning the Company's financial statements, the Directors' Report, Remuneration Report and Auditor's Report in the Annual Financial Report of the Company for the year ended 30 June 2013. The Company will not provide a hard copy of the Annual

Report unless specifically required or requested to do so. The Annual Report can also be viewed, printed and downloaded from the Company's website www.avexa.com.au. A copy of the financial statements, the Directors' Report, the Remuneration Report and the Auditor's Report will also be tabled at the meeting.

Shareholders should note that the sole purpose of tabling the financial statements and the relevant reports of the Company at the AGM is to provide shareholders with the opportunity to be able to ask questions or discuss matters arising from the financial statements and/or reports at the meeting. It is not the purpose of the meeting that the financial statements or the reports be accepted, rejected or modified in any way. Further, as it is not required by the Corporations Act, no resolution to adopt, receive or consider the Company's financial statements or the reports will be put to the shareholders at the meeting.

Shareholders will be given a reasonable opportunity at the meeting to ask questions and make comments on the financial statements and the reports. The Company's auditor will also be available to receive questions and comments from shareholders about the preparation and content of the financial statements and the Auditor's Report and the conduct of the audit generally.

Shareholders may submit written questions to the Company's Auditor in advance of the meeting. Any such questions must be submitted to the Company by no later than 5.00pm on 21 November 2013, addressed to the Company Secretary, Avexa Limited, 61-63 Camberwell Road, Hawthorn East, Victoria 3123.

A reasonable opportunity will be allowed at the meeting for a representative of the Company's Auditor to answer any written questions submitted in accordance with the above procedure.

Explanatory Memorandum continued

Agenda Item 2: Adoption of Remuneration Report

2.1 General

The Corporations Act requires that at a listed company's Annual General Meeting, a resolution that the remuneration report be adopted must be put to the shareholders. However, such a resolution is advisory only and does not bind the Directors or the Company. Under the Corporations Act, if at least 25 per cent of the votes cast on the resolution are voted against adoption of the Remuneration Report at the AGM, and then again at the Company's 2014 AGM, the Company will be required to put to shareholders a resolution proposing the calling of an extraordinary general meeting to consider the appointment of Directors of the Company (**Spill Resolution**).

If more than 50 per cent of Shareholders vote in favour of the Spill Resolution, the Company must convene the extraordinary general meeting (**Spill Meeting**) within 90 days of the Company's 2014 Annual General Meeting. All of the Directors who were in office when the Company's 2014 Directors' Report are approved, other than any Managing Director of the Company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting. Following the Spill Meeting those persons whose election or re-election as Directors is approved will be the Directors of the Company.

The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company. The Remuneration Report is part of the Directors' report contained in the financial report of the Company for the period ending 30 June 2013.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Annual General Meeting.

2.2 Voting and Proxy Restrictions

A vote on Item 2 (Adoption of Remuneration Report) must not be cast by or on behalf of a member of the KMP or by any of their closely related parties (such as certain of their family members, dependants and companies they control).

However, this does not prevent a member of the KMP, details of whose remuneration are included in the Remuneration Report,

or any of their closely related parties from voting as a proxy for a person who is not a member of those KMP or any of their closely related parties if:

- the person specifies the way the proxy is to vote on Item 2 (Adoption of Remuneration Report) in the proxy form; or
- the person voting as a proxy is the Chairman and the proxy form expressly authorises the Chairman to exercise the proxy even if the resolution is directly or indirectly connected with the remuneration of a member of the KMP for Avexa.

If you choose to appoint a proxy, you are strongly encouraged to direct your proxy how to vote on Item 2 (Adoption of Remuneration Report) by marking any one of 'For', 'Against' or 'Abstain' on the proxy form for that item of business. **As set out in the section on Appointing a Proxy, if you have appointed the Chairman of the meeting as your proxy and you do not mark any of 'For', 'Against' or 'Abstain' on the proxy form, you will be expressly authorising the Chairman to vote any proxies held by him in favour of Item 2 (Adoption of Remuneration Report), even though that item is connected directly or indirectly with the remuneration of a member of the KMP for Avexa.**

The Chairman of the meeting intends to vote any undirected proxies held by him in favour of Item 2 (Adoption of Remuneration Report).

Agenda Item 3: Re-election of Director (Mr Allan Tan)

Mr Allan Tan retires in accordance with rule 8.2 of the Constitution and, being eligible, offers himself for re-election.

Mr Tan joined the Board on 1 December 2010 as a Non-Executive Director of the Company and is also a member of the Avexa Audit Committee and Chairman of the Avexa Remuneration and Nomination Committee. He is also an Independent Director of Singapore listed companies, Adventus Holdings Limited and CNMC Goldmine Holdings Limited. Mr Tan is a practising lawyer.

Board Recommendation

The Directors (with Mr Tan abstaining) unanimously recommend that Shareholders vote in favour of the resolution at Item 3.

Glossary

Unless the context requires otherwise, in the Notice of AGM and this Explanatory Memorandum:

AGM means the meeting convened by the Notice of AGM.

Auditor's Report means the auditor's report required to be prepared and laid before the AGM in accordance with section 317 of the Corporations Act.

Board means the Board of Directors of Avexa.

Company or **Avexa** means Avexa Limited ACN 108 150 750.

Constitution means the constitution of the Company.

Corporations Act means the *Corporations Act 2001* (Cth).

Corporations Regulations means the Corporations Regulations 2001 (Cth).

Directors means the Directors of the Company.

Directors' Report means the Directors' report required to be prepared and laid before the AGM in accordance with section 317 of the Corporations Act.

Explanatory Memorandum means the explanatory memorandum accompanying, and forming part of, the Notice of AGM.

Financial Report means the financial report required to be prepared and laid before the AGM in accordance with section 317 of the Corporations Act.

Notice of AGM means the Notice of Meeting accompany this Explanatory Memorandum.

Remuneration Report means the remuneration report required to be prepared in accordance with section 300A of the Corporations Act.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a Shareholder in the Company.



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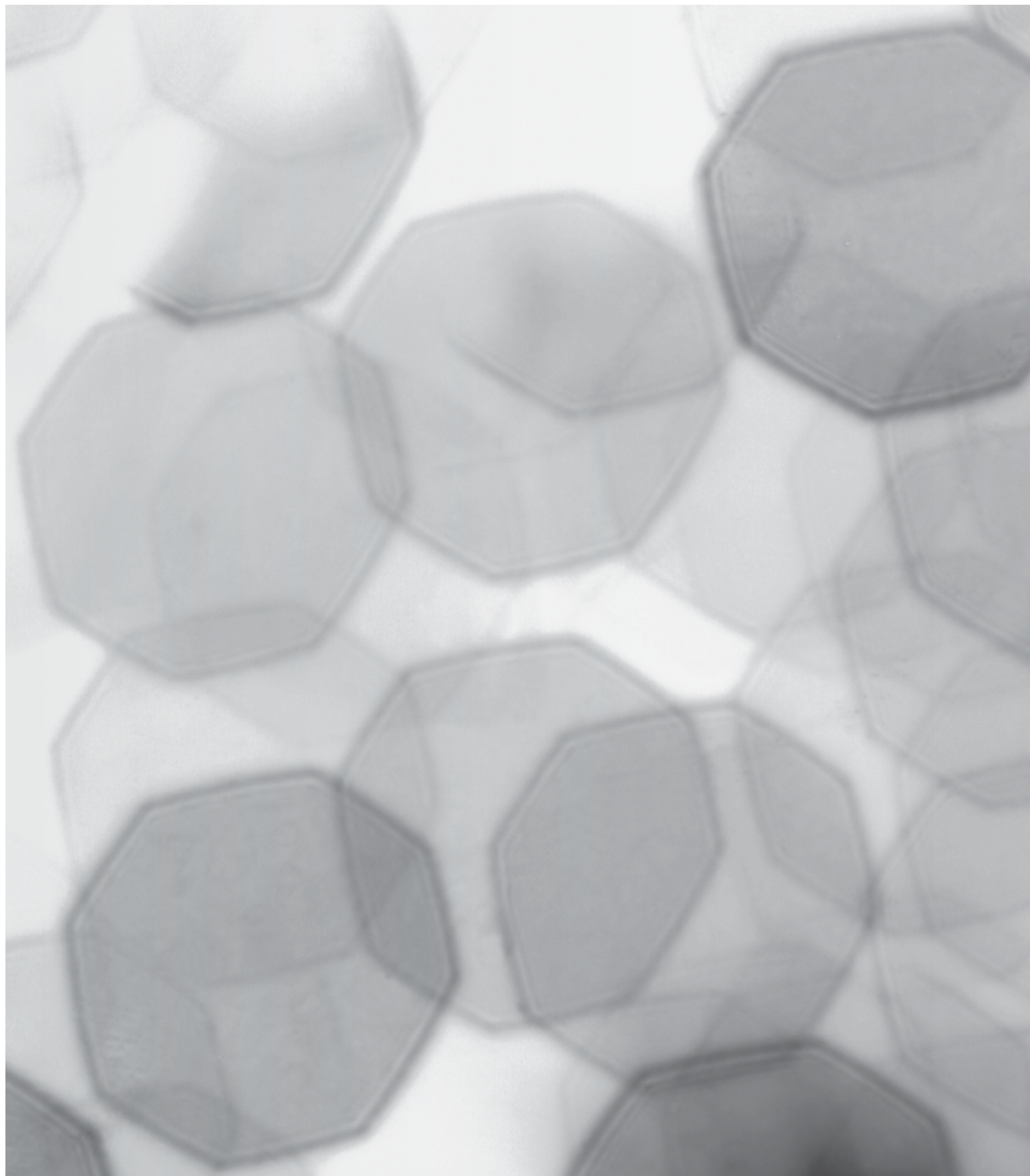
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H 000001 000 AVX

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030**Lodge your vote:****By Mail:**Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 AustraliaAlternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com**For all enquiries call:**(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Proxy Form

For your vote to be effective it must be received by 10.00am (Melbourne time) Wednesday 27 November 2013

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.**A proxy need not be a securityholder of the Company.**

Signing Instructions

Individual: Where the holding is in one name, the securityholder must sign.**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the information tab, "Downloadable Forms".**Comments & Questions:** If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.**Turn over to complete the form** ➔

View your securityholder information, 24 hours a day, 7 days a week:

www.investorcentre.com**Review your securityholding****Update your securityholding****Your secure access information is:****SRN/HIN: I9999999999****PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark ☒ to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Avexa Limited hereby appoint

☐

the Chairman
of the Meeting OR



PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Avexa Limited to be held at the offices of KPMG, 147 Collins Street, Melbourne on Thursday, 28 November 2013 at 10.00am and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Item 2 (except where I/we have indicated a different voting intention below) even though Item 2 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Item 2 by marking the appropriate box in step 2 below.

STEP 2 Items of Business



PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
Item 2 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3 Re-election of Mr Allan Tan as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote all available proxies in favour of each item of business.

SIGN

Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact
Name

Contact
Daytime
Telephone

Date / /

AVX

999999A

Computershare +