



NOTICE OF 2017 ANNUAL GENERAL MEETING EMECO HOLDINGS LIMITED (ACN 112 188 815)

The Annual General Meeting of Emeco Holdings Limited (**Company** or **Emeco**) will be held at the Bendat Community Centre, 36 Dodd St, Wembley, Western Australia on Thursday, 23 November 2017 commencing at 11.30am (Perth time). Registrations will commence at 11.00am (Perth time).

The Explanatory Notes to this Notice of Annual General Meeting provide additional information on matters to be considered at the meeting. The Explanatory Notes form part of this Notice of Annual General Meeting.

BUSINESS

1. Consideration of reports

To receive and consider the financial report, the directors' report and the auditor's report of the Company for the financial year ended 30 June 2017.

2. Questions and comments

Shareholders as a whole will be given a reasonable opportunity to ask questions about or comment on the management and audit of the Company.

3. Items for approval

Resolution 1: Election of Mr Keith Skinner

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

"That Mr Keith Skinner, who was appointed as a Director since the last annual general meeting of the Company and retires as a Director in accordance with the Constitution, and being eligible for election, is elected as a Director."

Resolution 2: Election of Mr Darren Yeates

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

"That Mr Darren Yeates, who was appointed as a Director since the last annual general meeting of the Company and retires as a Director in accordance with the Constitution, and being eligible for election, is elected as a Director."

Resolution 3: Adoption of Remuneration Report

To consider and, if thought fit, to pass the following as an advisory resolution of Shareholders:

"That the remuneration report for the financial year ended 30 June 2017 be adopted."

The Remuneration Report forms part of the directors' report (included in the Annual Report at pages 25 to 39).

Voting prohibitions: In accordance with the Corporations Act, a vote on this Resolution must not be cast (in any capacity) by or on behalf of the following persons:

- (a) a member of the Key Management
 Personnel for the Company, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person (**Voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described in sub-paragraphs (a) or (b) above and either:

- (c) the Voter is appointed as a proxy by writing that specifies the way the proxy is to vote on the Resolution; or
- (d) the Voter is the chair of the meeting and the appointment of the chair as proxy (expressly or by default):
 - does not specify the way the proxy is to vote on the Resolution; and





(ii) expressly authorises the chair to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company.

Shareholders who intend to appoint the Chairman as proxy (including an appointment by default) should have regard to the important information below under the heading "Important information concerning proxy votes on Resolution 3".







INFORMATION FOR SHAREHOLDERS

Availability of the Annual Report

As permitted by the Corporations Act, a printed copy of the Annual Report comprising the financial report, the directors' report and the auditor's report of the Company for the financial year ended 30 June 2017 has been sent only to those Shareholders who have elected to receive a printed copy. For those Shareholders who have not elected to receive a printed copy, the Annual Report is available online on the Company's website at:

http://www.emecogroup.com/category/reports/

Determination of entitlement to attend and vote

In accordance with section 1074E(2)(g)(i) of the Corporations Act and regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the Company has determined that you will be entitled to attend and vote at the Annual General Meeting if you are registered as a holder of Shares as at 11.30am (Perth time) on Tuesday, 21 November 2017. If you are not registered as a holder of Shares as at this time, you will not be entitled to attend or vote at the meeting as a Shareholder.

If more than one joint holder of Shares is present at the meeting (whether personally, or by proxy, attorney or representative) and tenders a vote, only the vote of the joint holder whose name appears first on the register will be counted.

Proxies

Appointing a proxy

A Shareholder who is entitled to attend and cast a vote at the meeting may appoint not more than two other persons as that Shareholder's proxies. Where two proxies are appointed, a Shareholder may specify the proportion or the number of votes each proxy may exercise, failing which each proxy may exercise half of the Shareholder's votes.

A proxy need not be a Shareholder.

The Constitution provides that on a show of hands, every Shareholder present and entitled to vote has one vote. If you appoint a proxy who is also a Shareholder or is also a proxy for another Shareholder, your directions may not be effective on a show of hands. Your directions will be effective if a poll is taken on the relevant Resolution.

If you sign and return a proxy form and do not nominate a person to act as your proxy, the Chairman will be appointed as your proxy by default.

Lodging your proxy form

You can lodge your completed proxy form by:

- mailing it to Link Market Services Limited using the reply paid envelope;
- posting it to Link Market Services Limited, Locked Bag A14, Sydney South NSW 1235;
- lodging it online at Link Market Services
 Limited's website,
 www.linkmarketservices.com.au. You will be
 taken to have signed your proxy form if you
 lodge it in accordance with the instructions on
 the website;
- by facsimile to Link Market Services Limited at 02 9287 0309 (from within Australia) or +61 2 9287 0309 (from outside Australia); or
- hand delivering it to Link Market Services Limited, 1A Homebush Bay Drive, Rhodes, New South Wales.

Your completed proxy form must be received by Link Market Services Limited as set out above or by the Company at its registered office at Level 3, 71 Walters Drive, Osborne Park, Western Australia 6017 by no later than 11.30am (Perth time) on Tuesday, 21 November 2017, that is, at least 48 hours before the commencement of the Annual General Meeting.

If the proxy form is signed by an attorney, the original power of attorney (or a certified copy) under which the proxy form was signed must also be received by Link Market Services Limited as set out above or by the Company at its registered office at Level 3, 71 Walters Drive, Osborne Park, Western Australia 6017 by no later than 11.30am (Perth time) on Tuesday, 21 November 2017 unless it has previously been provided to Link Market Services Limited or the Company.

A proxy form accompanies this Notice of Annual General Meeting. Additional proxy forms will be supplied by Link Market Services Limited on request.

How the Chairman will vote undirected proxies

The Chairman will vote all undirected proxies in favour of Resolutions 1, 2 and 3. You should note that if you appoint the Chairman as your proxy, or the Chairman is appointed your proxy by default, you will be taken to authorise the Chairman to exercise the proxy even if the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel.





If you wish, you can appoint the Chairman as your proxy and direct the Chairman to cast your votes contrary to the above stated voting intention or to abstain from voting on a Resolution. Simply mark your voting directions on the proxy form before you return it.

In respect of Resolution 3, Shareholders should also refer to the important additional information below under the heading "Important information concerning proxy votes on Resolution 3".

Important information concerning proxy votes on Resolution 3

The Corporations Act places certain restrictions on the ability of Key Management Personnel and their Closely Related Parties to vote on the advisory resolution to adopt the Company's Remuneration Report (see under "Voting prohibitions" in the Notice of Meeting) and resolutions connected directly or indirectly with the remuneration of the Company's Key Management Personnel. Key Management Personnel of Emeco are the Directors of Emeco and all other persons having authority and responsibility for planning, directing and controlling the activities of Emeco, directly or indirectly. The Remuneration Report identifies Emeco's Key Management Personnel for the financial year ended 30 June 2017. "Closely Related Party" is defined in the Corporations Act (and repeated in the Glossary of Defined Terms to the Explanatory Notes) and includes certain family members, dependants and companies controlled by Key Management Personnel.

For these reasons, Shareholders who intend to vote by proxy should carefully consider the identity of their proxy and are encouraged to direct their proxy as to how to vote on all Resolutions. In particular, if you intend to appoint any Key Management Personnel of the Company or their Closely Related Parties as your proxy, you should direct your proxy to vote for or against or to abstain from voting on Resolution 3 (Adoption of Remuneration Report) by marking the appropriate box opposite this Resolution on the proxy form. If you do not direct such a proxy, other than the Chairman, how to vote on that Resolution they will not be able to vote an undirected proxy and your vote will not be counted. This does not apply to the Chairman, who is able to vote undirected proxies.

Shareholders who intend to appoint the Chairman as their proxy (including an appointment by default) are also encouraged to direct the Chairman as to how to vote on all Resolutions, including Resolution 3.

If the Chairman of the meeting is appointed, or taken to be appointed, as your proxy, you can direct the Chairman to vote for or against or to abstain from voting on Resolution 3 by marking the appropriate box opposite this Resolution on the proxy form.

However, if the Chairman is your proxy (expressly or by default) and you do not direct the Chairman how to vote in respect of Resolution 3 on the proxy form, you will be deemed to have expressly authorised the Chairman to vote your proxy in favour of Resolution 3. This express authorisation acknowledges that the Chairman may vote your proxy even if:

- (a) Resolution 3 is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company; and
- (b) the Chairman has an interest in the outcome of Resolution 3 and that votes cast by the Chairman for this Resolution, other than as authorised proxy holder, will be disregarded because of that interest.

Body corporate representative

In accordance with section 250D of the Corporations Act, any Shareholder being a body corporate may appoint an individual to act as its representative at the Annual General Meeting. The appointment may be a standing one. Unless the appointment states otherwise, the representative may exercise all of the powers that the appointing body could exercise at a general meeting or in voting on a Resolution.

Corporate Shareholders who wish to appoint a representative to attend the meeting on their behalf must provide that person with a properly executed letter or other document confirming that they are authorised to act as the company's representative. That formal notice of appointment must be brought to the Annual General Meeting.

Explanatory Notes

Please refer to the Explanatory Notes attached to this Notice of Annual General Meeting in relation to the items of business set out in this Notice.

By order of the Board



Penny Young Company Secretary 20 October 2017







EXPLANATORY NOTES

1. Consideration of reports

The financial report, directors' report and auditor's report for the financial year ended 30 June 2017 will be presented for consideration. There is no formal resolution to be voted on in relation to this item of business.

2. Questions and comments

Following consideration of the reports, the Chairman will give Shareholders a reasonable opportunity to ask questions about, or comment on, the management of the Company.

The Chairman will also give Shareholders a reasonable opportunity to ask the auditor questions relevant to:

- (a) the conduct of the audit;
- (b) the preparation and content of the auditor's report;
- (c) the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- (d) the independence of the auditor in relation to the conduct of the audit.

Alternatively you can submit written questions to the auditor that are relevant to the content of the auditor's report or to the conduct of the audit. Written questions must be received no later than 11.30am Perth time on Thursday, 16 November 2017, by Link Market Services Limited (at the postal address or fax number for lodgment of proxies) or by the Company at Level 3, 71 Walters Drive, Osborne Park, Western Australia 6017.

The Chairman will also give the auditor a reasonable opportunity to answer any such written questions submitted by Shareholders. Any written questions submitted by Shareholders will be made available at the start of the Annual General Meeting. Any written answer tabled by the auditor at the Annual General Meeting will be made available as soon as practicable after the meeting.

3. Items for approval

Resolution 1: Election of Mr Keith Skinner

The Board announced the appointment of Mr Skinner as a Director on 1 April 2017 following completion of the Company's recapitalisation and mergers with Andy's Earthmovers (Asia Pacific) Pty Ltd and Orionstone Holdings Pty Ltd and its subsidiaries (**Transaction**). Mr Skinner has been an independent non-executive Director since that time and brings to the board substantial financial professional experience.

Under the Constitution, the Directors may appoint any person to be a Director. Any Director, except the managing Director, appointed in this way holds office only until the end of the next following annual general meeting and is then eligible for election at that meeting.

Appointment: Mr Skinner was appointed as a Director on 1 April 2017.

Board committee membership: Chair of the audit and risk management committee and member of the remuneration and nomination committee.

Skills and experience: Keith was one of the leading Restructuring and Insolvency practitioners in Australia, leading many corporate turnarounds. Keith was the Chief Operating Officer of Deloitte Australia for 13 years until his retirement from the firm in May 2015. Keith was also a director of Deloitte Australia (1995 to 1997) and a director of the Deloitte Global Firm (2013 to 2015), and a member of the Governance (2013 to 2015) and Risk Committees (2013 to 2015) of both. Keith has also been the Chairman of Emue Technologies Limited (2013 to 2015).

Current appointments:

- Chair of the Audit and Risk Committee of the Australian Digital Health Agency (since 2016)
- Director of the North Sydney Local Health District (since 2017)
- Director of the Lysicrates Foundation Limited (since 2015)
- Advisory Board of SRX Global Pty Limited (since 2016)





The Board considers Mr Skinner to be an independent Director.

The Directors (with Mr Skinner abstaining) unanimously recommend that Shareholders vote in favour of his election.

Resolution 2: Election of Mr Darren Yeates

The Board announced the appointment of Mr Yeates as a Director on 1 April 2017 following completion of the Transaction. Mr Yeates has been an independent non-executive Director since that time and brings to the board substantial mining related experience.

As noted in the Explanatory Notes to Resolution 1, under the Constitution, the Directors may appoint any person to be a Director. Any Director, except the managing Director, appointed in this way holds office only until the end of the next following annual general meeting and is then eligible for election at that meeting.

Appointment: Mr Yeates was appointed as a Director on 1 April 2017.

Board committee membership: Member of the audit and risk management committee and the remuneration and nomination committee.

Skills and experience: Darren has over 30 years' mining industry experience, most recently as CEO of Hancock Coal. He has over 22 years' experience with Rio Tinto including as Acting Managing Director and Chief Operating Officer for Coal Australia, General Manager Ports and Infrastructure for Pilbara Iron and General Manager Tarong Coal. Prior to joining Rio Tinto he worked for 6 years for BHP in coal operations and metalifferous exploration.

The Board considers Mr Yeates to be an independent Director.

The Directors (with Mr Yeates abstaining) unanimously recommend that Shareholders vote in favour of his election.

Resolution 3:

Adoption of Remuneration Report

The Corporations Act requires the Shareholders at the Company's Annual General Meeting to vote on an advisory resolution that the Remuneration Report be adopted.

The vote on this Resolution is advisory only and does not bind the Directors. However, under the Corporations Act, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive annual general meetings (known as the 'Two Strikes Rule'), Shareholders will be required to vote at the second of those annual general meetings on a resolution on whether the Board should be put up for reelection (Spill Resolution). If the Spill Resolution is passed, then the Company is required to hold another meeting within 90 days of the Spill Resolution at which all of the Directors (other than the managing Director) must stand for re-election.

Less than 25% of votes that were cast on the resolution to adopt the 2016 remuneration report at last year's annual general meeting were against that resolution. Accordingly, while the vote on the Remuneration Report at this Annual General Meeting may potentially be counted towards the Two Strikes Rule in the future, there will be no possibility that a Spill Resolution will be required to be put to Shareholders at the 2017 Annual General Meeting and no Board spill can occur this year.

The Remuneration Report is contained in the directors' report included in the Annual Report at pages 25 to 39.

The Chairman will give Shareholders a reasonable opportunity to ask questions about or make comments on the Remuneration Report.

The Directors encourage all Shareholders to cast their votes on this advisory Resolution.





GLOSSARY OF DEFINED TERMS

The following terms and abbreviations used in these Explanatory Notes and Notice of Meeting have the following meanings:

Annual General Meeting means the annual general meeting of the Company to be held on Thursday, 23 November 2017 at 11.30am (Perth time).

Annual Report means the Company's annual report comprising the financial report, the directors' report and the auditor's report for the financial year ended 30 June 2017.

Board means the current board of Directors.

Chairman means the Chairman of the Annual General Meeting.

Closely Related Party of a member of the Key Management Personnel means:

- a spouse or child of the member;
- a child of the member's spouse;
- a dependent of the member or the member's spouse;
- anyone else who is one of the member's family and may be expected to influence the member or be influenced by the member in the member's dealings with the Company;
- a company the member controls; or
- a person prescribed by the Corporations Regulations 2001 (Cth).

Company or **Emeco** means Emeco Holdings Limited ABN 89 112 188 815.

Constitution means the Company's constitution.

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

Director means a director of the Company.

Explanatory Notes means the explanatory notes accompanying the Notice.

Key Management Personnel has the same meaning as in the 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.

Notice or Notice of Meeting or Notice of Annual General Meeting means this notice of Annual General Meeting including the Explanatory Notes and the proxy form.

Remuneration Report means the remuneration report contained in the directors' report included in the Annual Report at pages 25 to 39.

Resolutions means the resolutions set out in the Notice of Annual General Meeting, and **Resolution** means any one of them.

Share means an ordinary fully paid share in the Company.

Shareholder means the holder of one or more Shares.

Spill Resolution has the meaning given in the Explanatory Notes to Resolution 3.





emecogroup.com

Head Office

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LODGE YOUR VOTE

ONLINE

www.linkmarketservices.com.au

 \boxtimes

BY MAIL

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



BY FAX

+61 2 9287 0309



BY HAND

Link Market Services Limited 1A Homebush Bay Drive, Rhodes NSW 2138



ALL ENQUIRIES TO

Telephone: +61 1800 689 300 (free call within Australia)



X9999999999

PROXY FORM

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

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 you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at 11:30am (WST) on Thursday, 23 November 2017 at Bendat Community Centre, 36 Dodd St, Wembley, Western Australia (the Meeting) and at any postponement or adjournment of the Meeting.

Important for Resolution 3: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 3, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (KMP). The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

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 \boxtimes

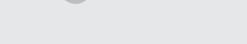
Resolutions

For Against Abstain*

1 Election of Mr Keith Skinner

2 Election of Mr Darren Yeates

3 Adoption of Remuneration Report





* 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.

SIGNATURE OF SHAREHOLDERS - THIS MUST BE COMPLETED

Shareholder 1 (Individual) Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

S

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

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).

HOW TO COMPLETE THIS SHAREHOLDER 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 PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

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; and
- (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 or online at www.linkmarketservices.com.au.

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 11:30am (WST) on Tuesday, 21 November 2017, 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.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

Emeco Holdings 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*
1A Homebush Bay Drive
Rhodes NSW 2138

* During business hours (Monday to Friday, 9:00am-5:00pm)







COMMUNICATION PREFERENCE

We encourage you to receive all your shareholder communication via email. This communication method allows us to keep you informed without delay, is environmentally friendly and reduces print and mail costs.



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Communications' and click the first button to receive all communications electronically and enter your email address. To use the online facility, securityholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).