

NOTICE OF ANNUAL GENERAL MEETING

EMECO HOLDINGS LIMITED (ACN 112 188 815)

The annual general meeting of the shareholders of Emeco Holdings Limited (**Company** or **Emeco**) will be held at The Studio, Crown Perth, on Wednesday, 20 November 2013 commencing at 12.00 noon (Perth time). Registrations will commence at 11.00am.

BUSINESS

1. CONSIDERATION OF REPORTS

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

2. QUESTIONS AND COMMENTS

Shareholders 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 Peter Richards

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

"That Mr Peter Richards, who will be retiring by rotation at the close of the meeting in accordance with the Company's constitution and the ASX Listing Rules, is elected as a Non-Executive Director of the Company."

Resolution 2: Adoption of Remuneration Report

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

"That the Remuneration Report for the financial year ended 30 June 2013 be adopted."

The Remuneration Report forms part of the Directors' Report (included in the Company's 2013 Annual Report to shareholders at pages 47 to 59).

Voting Exclusions: In accordance with the Corporations Act 2001, a vote on this resolution will be disregarded by the Company, and 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) and (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:
 - (i) 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 Company's 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 2".

INFORMATION FOR SHAREHOLDERS

AVAILABILITY OF THE ANNUAL REPORT

For those shareholders who have not elected to receive a printed copy, the Annual Report comprising the Financial Report, the Directors' Report and the Independent Auditor's Report of the Company for the financial year ended 30 June 2013 is available online on the Company's website at:

<http://www.emeco.com.au/view/investors/annual-reports>

DETERMINATION OF ENTITLEMENT TO VOTE

In accordance with Reg. 7.11.37 of the Corporations Regulations 2001, you will be entitled to attend and vote at the meeting if you are registered as a holder of the Company's shares as at 4.00pm (Perth time) on Monday, 18 November 2013. If you are not registered as a holder of the Company's 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 annual general meeting (whether personally, by proxy or by attorney or by 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

If you are a shareholder entitled to attend and vote, you are entitled to appoint a proxy. Shareholders can appoint a body corporate as well as an individual as their proxy. A shareholder who is entitled to attend and cast two or more votes at the meeting may appoint two other persons as that shareholder's proxies and may specify the proportion or the number of votes each proxy is appointed to exercise. If the shareholder does not specify the proportion or number of votes to be exercised by each proxy, each proxy may exercise half of the shareholder's votes.

A proxy need not be a shareholder of the Company.

A proxy form and, where the proxy form is signed under power of attorney, the original or a certified copy of the power of attorney must be received by the Company by no later than 12.00 noon (Perth time) on Monday, 18 November 2013, that is, at least 48 hours before the commencement of the annual general meeting.

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 02 9287 0309 or to +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 (and any necessary supporting documentation) must be received by Link Market Services by no later than 12.00 noon (Perth time) on Monday, 18 November 2013.

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 by no later than 12.00 noon (Perth time) on Monday, 18 November 2013 unless it has previously been provided to Link Market Services.

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

How the Chairman of the meeting will vote undirected proxies

The Chairman will vote undirected proxies in favour of Resolution 1. In respect of Resolution 2, shareholders should refer to the important information below under the heading "Important information concerning proxy votes on Resolution 2".

Important information concerning proxy votes on Resolution 2

The Corporations Act 2001 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 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 2013. "Closely related party" is defined in the Corporations Act 2001 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, shareholders who intend to appoint the Company's Chairman as their proxy (including an appointment by default) are encouraged to direct the Chairman as to how to vote on all resolutions.

If the Chairman of the meeting is appointed, or taken to be appointed, as your proxy, you can direct the Chairman of the meeting to vote for, against or abstain from voting on Resolution 2 by marking the appropriate box opposite this Resolution on the proxy form. You should direct the Chairman how to vote on this Resolution.

However, if the Chairman of the meeting is your proxy and you do not direct the Chairman how to vote in respect of Resolution 2 on the proxy form, you will be deemed to have directed and expressly authorised the Chairman to vote your proxy in favour of Resolution 2. This express authorisation acknowledges that the Chairman may vote your proxy even if:

- (a) Resolution 2 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 2 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

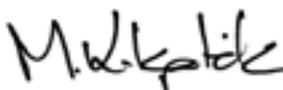
Any shareholder being a body corporate may authorise any person to act as its representative at the meeting. The representative so appointed is entitled to exercise the same powers as the body corporate could have exercised as a shareholder if it were a natural person. The appointment of a corporate representative must comply with the requirements of section 250D of the Corporations Act 2001. 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



MICHAEL KIRKPATRICK

COMPANY SECRETARY

16 OCTOBER 2013

EXPLANATORY NOTES

1. CONSIDERATION OF REPORTS

The Financial Report, Directors' Report and the Independent Auditor's Report for the financial year ended 30 June 2013 will be presented for consideration.

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 Independent 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.

The Chairman will also give the Auditor a reasonable opportunity to answer written questions submitted by shareholders that are relevant to the content of the Independent Auditor's Report or to the conduct of the audit. 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 Peter Richards

PETER RICHARDS (BCOM), AGE 54.

Appointment

Appointed as an Independent Non-Executive Director in June 2010.

Board committee membership

Member of the Audit and Risk Committee.

Skills and experience

Peter has over 30 years of international business experience with global companies including British Petroleum (including its mining arm Seltrust Holdings), Wesfarmers Limited and Dyno Nobel Limited. During his time at Dyno Nobel, he held a number of senior positions with the North American and Asia Pacific business, before being appointed as Chief Executive Officer in Australia (2005 to 2008). Peter was previously Chairman of Kangaroo Resources Limited (2010 to 2013),

Chairman of Minbos Resources Limited (2010 to August 2013) and former Non-Executive Director (2010 to 2013) and Managing Director (February 2013 to July 2013) of Norfolk Group Limited.

Current Appointments

- Non-Executive Director of Sedgman Limited (since 2010).
- Non-Executive Director of Bradken Limited (since 2009).
- Non-Executive Director of NSL Consolidated Limited (since 2009).

The Directors (with Peter Richards abstaining) unanimously recommend that shareholders vote in favour of his election.

Resolution 2: Adoption of Remuneration Report

The Corporations Act 2001 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 the resolution is advisory only and does not bind the Directors. However, under the Corporations Act 2001, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive annual general meetings, 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 re-election (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 Company's Directors (other than the Managing Director/Chief Executive Officer) who were in office at the date of approval of the applicable directors' report must go up for re-election. For completeness, it is noted that more than 75% of the votes cast on the resolution to adopt the 2012 Remuneration Report at last year's annual general meeting were in favour of that resolution.

The Remuneration Report is contained in the Company's 2013 Annual Report to shareholders at pages 47 to 59.

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

The Directors unanimously recommend that shareholders vote in favour of this advisory resolution.



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



By fax: +61 2 9287 0309



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



For all enquiries call:

1800 689 300 (within Australia)
 +61 2 8280 7696 (outside Australia)


X99999999999

SECURITYHOLDER VOTING FORM

I/We being a member(s) of Emeco Holdings Limited (Company) 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 securityholder) you are appointing as your proxy. I/We appoint the Chairman of the Meeting as an alternate proxy to the person named.

If no person/body corporate is named, the Chairman of the Meeting, is appointed as my/our proxy and to vote for me/us on my/our behalf at the Annual General Meeting of the Company (Meeting) to be held at **12.00 noon (Perth time) on Wednesday, 20 November 2013, at The Studio, Crown Perth** and at any adjournment or postponement of the Meeting. I/We expressly authorise the Chairman of the Meeting to exercise my/our proxy even though Resolution 2 is connected directly or indirectly with the remuneration of a member of the key management personnel.

The Chairman of the Meeting intends to vote undirected proxies in favour of all items of business.

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

Election of Mr Peter Richards

For	Against	Abstain*
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Resolution 2

Adoption of Remuneration Report

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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i * 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 SECURITYHOLDERS - THIS MUST BE COMPLETED

Securityholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Securityholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Securityholder 3 (Individual)

Director

This form should be signed by the securityholder. If a joint holding, either securityholder may sign. If signed by the securityholder'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).

EHL PRX301R


HOW TO COMPLETE THIS PROXY FORM

Your Name and Address

This is your name and address as it appears on the Company's security register. If this information is incorrect, please make the correction on the form. Securityholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your securities 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 appoint someone other than the Chairman of the Meeting as your proxy, you will also be appointing the Chairman of the Meeting as your alternate proxy to act as your proxy in the event the named proxy does not attend the Meeting.

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 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 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 security registry or you may copy this form and return them both together. The appointment of the Chairman of the Meeting as your alternate proxy also applies to the appointment of the second proxy.

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 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.
- (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 securityholder 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 security 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 **12.00 noon (Perth time) on Monday, 18 November 2013**, 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, securityholders 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.

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