Emeco

Emeco Holdings Limited

Notice of Annual General Meeting

The annual general meeting of Emeco Holdings Limited
will be held at the Sydney Hilton Hotel
488 George Street, Sydney, NSW
on Wednesday 18 November 2009
commencing at 12 noon

Emeco Holdings Limited (ACN 112 188 815)

NOTICE OF ANNUAL GENERAL MEETING 2009

The Annual General Meeting of the shareholders of Emeco Holdings Limited (**Company**) will be held at the Sydney Hilton Hotel, 488 George Street, Sydney on Wednesday 18 November 2009 commencing at 12 noon. Registrations will commence at 11.00am.

Business

1. CONSIDERATION OF REPORTS

To receive and consider the Financial Report, the Directors' Report and the Independent Audit Report of the Company for the financial year ended 30 June 2009.

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 Robert Bishop

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

"That Mr Robert Bishop, who will be retiring by rotation at the close of the meeting in accordance with the Company's constitution, is elected as a Non-Executive Director of the Company."

Resolution 2: Election of Mr Peter Johnston

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

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

Resolution 3: 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 2009 is adopted."

The Remuneration Report forms part of the Directors' Report (included in the Company's 2009 Annual Report to shareholders at pages 36 to 47).

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 Audit Report of the Company for the financial year ended 30 June 2009 is available online on the Company's website at **www.emecogroup.com/view/investors-centre/annual-reports/**

DETERMINATION OF ENTITLEMENT TO VOTE

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 7.00pm (Sydney time) on Monday, 16 November 2009. 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.

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 a vote at the Meeting may appoint not more than two other persons as that shareholder's proxy or 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 the original power of attorney (if any) under which the proxy form is signed (or a certified copy of that power of attorney or other authority) must be received by the Company at least 48 hours before the time for holding the Meeting.

Lodging your proxy form

You can lodge your completed proxy form by:

- mailing it to Link Market Services using the reply paid envelope; or
- posting it to Locked Bag A14, Sydney South, Sydney NSW 1235; or
- lodging it online at Link Market Services' 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; or
- faxing it to (02) 9287 0309 or to +61 2 9287 0309 (from outside Australia); or
- hand deliver it to Level 12, 680 George Street, Sydney NSW 2000.

Your completed proxy form (and any necessary supporting documentation) must be received by Link Market Services by no later than 12 noon (Sydney time) on Monday, 16 November 2009.

If the proxy form is signed by an attorney, the original power of attorney under which the proxy form was signed (or a certified copy) must also be received by Link Market Services by no later than 12 noon (Sydney time) on Monday, 16 November 2009 unless it has previously been provided to Link Market Services.

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

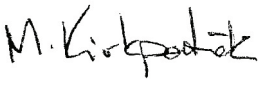
Body corporate representative

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 Meeting.

Explanatory notes

Please refer to the explanatory notes attached to this Notice of Meeting in relation to the items of business set out in this Notice.



Michael Kirkpatrick
Company Secretary
8 October 2009

Explanatory notes

1. CONSIDERATION OF REPORTS

The Financial Report, Directors' Report and the Independent Audit Report for the financial year ended 30 June 2009 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 Audit 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 Audit Report or the conduct of the audit. A list of written questions, if any, submitted by shareholders will be made available at the start of the Meeting and any written answer tabled by the Auditor at the Meeting will be made available as soon as practicable after the Meeting.

3. ITEMS FOR APPROVAL

Resolution 1: Election of Mr Robert Bishop

Robert ("Bob") Bishop (Age 64), Independent Non - Executive Director

Bob was appointed an independent, Non-Executive Director in June 2009.

He holds a Master of Science Degree in Production Engineering from the University of Birmingham, UK and is a Member of the Institute of Engineers Australia and a Fellow of the Australian Institute of Company Directors.

Bob is a former Managing Director of Joyce Corporation Ltd (1989 to 1994) and Dorsogna Ltd (1994 to 1997). Most recently Bob was the Chief Executive Officer of the global mining and tunneling division of DYWIDAG Systems International GmbH (DSI), a position he held from 2003 to 2008. Bob has extensive international business experience having worked in the UK, South Africa, and Europe.

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

Resolution 2: Election of Mr Peter Johnston

Peter Johnston (Age 58), Independent Non-Executive Director

Peter was appointed an independent, Non-Executive Director in September 2006.

Peter is currently Managing Director and CEO of Minara Resources Limited, a position he has occupied since December 2001. He previously held senior executive positions with WMC and Alcoa.

Peter is a graduate from the University of Western Australia. He is a Fellow of the Australian Institute of Mining and Metallurgy and a Fellow of the Australian Institute of Company Directors. He is currently the Chairman of the Nickel Institute and is Vice Chairman of the Minerals Council of Australia. Peter is on the Executive Council of The Chamber of Minerals and Energy WA and a Director of the Australian Mines and Metals Association. He is also on the Board of Directors of Silver Lake Resources Limited.

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

Resolution 3: Adoption of Remuneration Report

The Corporations Act 2001 requires that a resolution that the Remuneration Report be adopted be put to a vote of shareholders at the Meeting. The vote on the resolution is advisory only and does not bind the directors.

The Remuneration Report (**Report**) is contained in the Company's 2009 Annual Report to shareholders at pages 36 to 47.

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

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

Emeco Holdings Limited
ACN 112 188 815

LODGE YOUR VOTE

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

By fax: +61 2 9287 0309

ONLINE www.linkmarketservices.com.au

All enquiries to:
Telephone: 1800 689 300

X99999999999

SHAREHOLDER VOTING FORM

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

STEP 1 APPOINT A PROXY

the **Chairman of the Meeting (mark box)** ☐

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

or failing the person/body corporate named, or if no person/body corporate is named, the Chairman of the Meeting, as my/our proxy and to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at 12 noon on Wednesday, 18 November 2009, at the Sydney Hilton Hotel, 488 George Street, Sydney, NSW and at any adjournment or postponement of the meeting.

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the meeting.

Please read the voting instructions overleaf before marking any boxes with an X

STEP 2 VOTING DIRECTIONS

	For	Against	Abstain*
Resolution 1 Election of Mr Robert Bishop	☐	☐	☐
Resolution 2 Election of Mr Peter Johnston	☐	☐	☐
Resolution 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.

STEP 3 SIGNATURE OF SHAREHOLDERS - THIS MUST BE COMPLETED

Shareholder 1 (Individual)	Joint Shareholder 2 (Individual)	Joint Shareholder 3 (Individual)
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).

EHL PRX901

SAMPLE

HOW TO COMPLETE THIS PROXY FORM

Your Name and Address

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

Appointment of a Proxy

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

Votes on Items of Business – Proxy Appointment

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

(a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.

(b) return both forms together.

Signing Instructions

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

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

Corporate Representatives

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the company's share registry.

SAMPLE

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 noon on Monday, 16 November 2009, 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:

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

by fax:
+61 2 9287 0309

online: ONLINE www.linkmarketservices.com.au

lodging it online at Link's website (www.linkmarketservices.com.au) in accordance with the instructions given there (you will be taken to have signed your Proxy Form if you lodge it in accordance with the instructions given on the website);

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

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