



# **Forest Place Group Limited**

(ABN 75 061 421 565)

<p><b>NOTICE OF ANNUAL GENERAL MEETING</b></p> <p><b>2011</b></p>
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**The Annual General Meeting of Forest Place Group Limited will be held at 11.00 am on Friday 28 October 2011 at Aveo Albany Creek, 61 Explorer Drive, Albany Creek QLD**

# NOTICE OF ANNUAL GENERAL MEETING 2011

## Forest Place Group Limited (“Company”)

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Notice is hereby given that the 18<sup>th</sup> Annual General Meeting of Forest Place Group Limited ABN 75 061 421 565 will be held on:

**Date:** Friday, 28 October 2011

**Time:** 11.00 am

**Place:** Aveo Albany Creek, 61 Explorer Drive, Albany Creek QLD

## Ordinary Business

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### Financial Statements

- 1. To receive and consider the Financial Report, the Directors’ Report and the Auditor’s Report for the Company for the year ended 30 June 2011.**

The Financial Report, Directors’ Report and Auditor’s Report for the year ended 30 June 2011 will be laid before the meeting. There is no requirement for shareholders to approve these reports. However, the Chair of the meeting will allow a reasonable opportunity for shareholders to ask questions about or make comments on the management of the Company. Shareholders will also be given a reasonable opportunity to ask the auditor questions about the conduct of the audit and the content of the Auditor’s Report.

### Election of Directors

To consider and, if thought fit, to pass the following ordinary resolutions:

- 2. That Mr Geoff Grady, who retires by rotation in accordance with Article 14.3 of the Company’s Constitution and being eligible, is re-elected as a director.**

Mr Grady was last elected as a director at the annual general meeting held on 1 November 2010. In accordance with the ASX Listing Rules and the Company’s Constitution, Mr Grady retires from office at the end of the meeting and being eligible, offers himself for re-election. Information in relation to the experience and qualifications of Mr Grady is set out on page 7 of the Forest Place Group Limited 2011 Annual Report.

**The Board recommends that shareholders vote in favour of the election of Mr Grady.**

### Remuneration Report

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

- 3. That the Remuneration Report for the year ended 30 June 2011 be adopted.**

The Remuneration Report is set out on page 12 of the Forest Place Group Limited 2011 Annual Report. It sets out the Board’s remuneration policies, and the remuneration of Directors and key management personnel for the financial year. The Chair of the meeting will allow reasonable opportunity for shareholders to ask questions about or make comments on the Remuneration Report.

In addition, shareholders will be asked to vote on the Remuneration Report. Please note that the vote on this resolution is advisory only and does not bind the Company or its directors. However, under recent changes to the Corporations Act 2001, if at least 25% of the votes cast on the resolution at the annual general meeting are against adoption of the report, then:

- if comments are made on the report at the annual general meeting, the Company’s remuneration report for the financial year ending 30 June 2012 will be required to include an explanation of the board’s proposed action in response or, if no action is proposed, the board’s reasons for this; and
- if, at the Company’s 2012 annual general meeting, at least 25% of the votes cast on the resolution for adoption of the remuneration report for the relevant financial year are against its adoption, the Company will be required to put to shareholders a resolution proposing that a general meeting (Spill Meeting) be called to consider the election of directors of the Company (Spill Resolution). For any Spill Resolution to be passed, more than 50% of the votes cast on

the resolution must be in favour of it. If a Spill Resolution is passed, all of the directors (other than any managing director) will cease to hold office immediately before the end of the Spill Meeting unless re-elected at that meeting.

The Company will disregard any votes cast on the proposed resolution for adoption of the remuneration report (Item of Business 3) by or on behalf of:

- a member of the key management personnel of the Company, details of whose remuneration are included in the remuneration report for the year ended 30 June 2011 (KMP); and
- a closely related party of a KMP,

whether the votes are cast as a shareholder, proxy or in any other capacity.

However, the Company will not disregard a vote cast by a KMP or closely related party of a KMP if:

- it is cast as a proxy;
- the proxy is appointed by writing that specifies how the proxy is to vote on the resolution proposed in Item of Business 3; and
- it is not cast on behalf of a KMP or a closely related party of a KMP.

**You may be liable for breach of the voting restrictions in the Corporations Act if you cast a vote that the Company disregards.**

**The Remuneration Report forms part of the Directors' Report, made in accordance with a unanimous resolution of the directors. Each of the directors recommends the report to shareholders for adoption.**

## **Other Business**

- 4. To transact any other business which may legally be brought before the meeting in conformity with the Company's Constitution.**

By Order of the Board



M B Shannon  
Company Secretary  
26 September 2011

## **How to Vote**

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Individual Members may attend and vote in person at the meeting. For the purposes of ascertaining voting entitlements at the meeting, persons who are registered holders of shares in the Company as at 7.00 pm on Wednesday 26 October 2011 will be voting Members. If you are not the registered holder of shares in the Company at that time you will not be entitled to attend and vote in respect of those shares at the meeting.

Corporate Members may appoint an individual to act as their representative to vote at the meeting in accordance with section 250D of the *Corporations Act 2001 (Cth)*.

## **Proxies**

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A Member who does not wish to attend the meeting may appoint a proxy to attend and vote on their behalf. A proxy need not be a Member. A Member who is entitled to cast 2 or more votes may appoint 2

proxies and may specify the proportion or numbers of votes each proxy is appointed to exercise. A Member wishing to appoint a second proxy may copy the enclosed proxy form.

An instrument of proxy which is valid and effective except that it does not specify an appointee in respect of any of the shares in the Company of the relevant Member is to be treated as validly appointing the Chairman of the general meeting to which it relates in respect of all of the shares of that Member.

Where a Member in a valid instrument of proxy directs the appointee to vote in a specified way in respect of a particular item of interest at the relevant general meeting:

- (a) the appointee must cast or abstain from casting (as the case may be) a vote on that item of business; and
- (b) the appointee must, on a poll, cast the votes to which he/she has direction by the reason of the instrument of proxy in accordance with that direction,

but, if in respect of any vote in respect of that item of business, the Member does not on the instrument of proxy indicate how the appointee is to cast that vote, the appointee may cast, or abstain from casting, that vote as the appointee determines.

To be effective, a Proxy Form (duly completed) must be received by the Company no later than 11.00 am on Wednesday 26 October 2011, being 48 hours before the commencement of the meeting. Facsimile forms are acceptable.

Proxy forms may be lodged by posting, delivery or facsimile to Forest Place Group Limited as follows:

Postal Address: **Forest Place Group Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia**

Delivery Address **Link Market Services Limited, Level 12, 680 George Street, Sydney  
NSW 2000**

Facsimile: **(02) 9287 0309**

## **Corporate Representatives**

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Where a body corporate authorises a person to act as its representative at the meeting, an instrument of appointment as the corporation's representative for voting purposes under Section 250D of the *Corporations Act 2001 (Cth)* must be received by the Company in writing under the Common Seal or under the hand of a duly authorised officer of the corporation.

The instrument of appointment as the corporation's representative (duly completed) must be received by the Company no later than 11.00 am on Wednesday 26 October 2011, being 48 hours before the commencement of the meeting.

Corporate Representative Appointment Forms may be lodged by posting, delivery or facsimile to Forest Place Group Limited as follows:

Postal Address: **Forest Place Group Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia**

Delivery Address **Link Market Services Limited, Level 12, 680 George Street, Sydney  
NSW 2000**

Facsimile: **(02) 9287 0309**

# Forest Place Group Limited

ABN 75 061 421 565

## LODGE YOUR VOTE



By mail:

Forest Place Group Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia



By fax: (02) 9287 0309



All enquiries to: Telephone: (02) 8280 7454



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## SHAREHOLDER VOTING FORM

I/We being a member(s) of Forest Place Group Limited and entitled to attend and vote hereby appoint:

### STEP 1

### APPOINT A PROXY

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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 **11:00am on Friday, 28 October 2011, at Aveo Albany Creek, 61 Explorer Drive, Albany Creek, QLD** and at any adjournment or postponement of the meeting.

The Chairman of the Meeting intends to vote all available proxies in favour of all resolutions.

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

#### Item 2

That Mr Geoff Grady be re-elected as a Director

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#### Item 3

That the Remuneration Report for the year ended 30 June 2011 be adopted

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### Important Note for Item 3 - If the Chairman of the Meeting is your proxy or is appointed as your proxy by default

A mark should be shown in the appropriate box if the Member wishes to direct the proxy vote in a specified way in relation to the above resolutions. If the Chairman of the meeting is authorised to vote on your behalf as proxyholder in respect of Item of Business 3, not marking any of the above boxes means that you have directed the Chairman to vote in favour of resolution 3. If you do not wish to give the Chairman such a directed proxy, you should ensure that a box other than the 'For' box is clearly marked in respect of Item of Business 3.

In all other cases, if no direction is given, the proxy may vote or not vote as the proxy sees fit.



\* 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)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

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).

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## 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.

## 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 **11:00am on Wednesday, 26 October 2011**, 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:**

Forest Place Group Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia



**by fax:**

(02) 9287 0309



**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.