

**RIMCAPITAL LIMITED  
ACN 064 874 620  
(COMPANY)**

**NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the Annual General Meeting of members of the Company will be held at Sir James Fairfax Room, Mezzanine Level, The Radisson Plaza Hotel, 27 O'Connell Street, Sydney NSW 2000 at 10.00am on Tuesday, 24 November 2009.

**ORDINARY BUSINESS**

**1 Financial Report and Directors' and Auditor's Report**

To receive and consider the Financial Report, including the Directors' Declaration, for the year ended 30 June 2009 and the related Directors' Report and Auditor's Report.

**2 Remuneration Report**

To adopt the Remuneration Report for the year ended 30 June 2009 as detailed in the Directors' Report.

**3 Election of Director**

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

"That Mr Malcolm Hancock who retires in accordance with clause 10.3 of the Company's Constitution and being eligible, offers himself for re-election, be re-elected as a Director of the Company".

**INFORMATION FOR MEMBERS - PROXIES**

A member entitled to attend and vote is entitled to appoint not more than two proxies to attend and vote on behalf of the member. A proxy need not be a member of the Company. Where two proxies are appointed, each may be appointed to represent a specific proportion or number of the member's voting rights. If the instrument of appointment does not specify the number or portion of the member's votes, each proxy may exercise one-half of the votes.

The form of proxy must be signed by the member or the member's attorney. Proxies given by corporations must be signed in accordance with their constituent documents or as authorised by the Corporations Act.

If the form of proxy is executed under power of attorney it must accompany the form of proxy unless it has already been noted by the Company.

In the case of joint members, the names of the joint members should be shown on the form of proxy.

A form of proxy is attached. To be effective, proxies must be received by the Company at its registered office at Level 6, Suite 603, Currency House, 23 Hunter Street, Sydney NSW 2000 at least 48 hours before the time appointed for the meeting. A proxy may be sent by fax to 02 9232 0233 to be received by the time specified above.

By order of the Board



Carolyn Patman  
Company Secretary

16 October 2009

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## Explanatory Memorandum

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This explanatory memorandum has been prepared to assist members to understand the business to be put to members at the Annual General Meeting and forms part of the Notice of Meeting.

### **1 Financial Report and Directors' and Auditor's Report**

The Financial Report, Directors' Report and Auditor's Report for the Company for the year ended 30 June 2009 will be laid before the meeting. There is no requirement for members to approve those reports. However, the Chairman will allow a reasonable opportunity for members to ask questions or make comments about those reports. Members will also be given a reasonable opportunity to ask the auditor questions about the conduct of the audit and the preparation and content of the Auditor's Report.

### **2 Remuneration Report**

The vote on the remuneration report is advisory only and does not bind the directors or the Company. The remuneration report is set out on pages 10 to 16 of the Company's Annual Report for the year ended 30 June 2009. The report provides details of the remuneration paid to directors and some members of Company's senior management team.

A reasonable opportunity will be provided for discussion of the remuneration report at the meeting.

### **3 Election of Mr Malcolm Hancock as a Director**

Clause 10.3 of the Company's constitution requires one third of directors (excluding the managing director) and any other director who has held office for three or more years to retire from office at the AGM. Retiring directors may seek re-election. Mr Malcolm Hancock is a current director of the Company who is retiring and seeking re-election in accordance with clause 10.3 of the Company's constitution.

The Board (other than Mr Malcolm Hancock) unanimously recommends that members vote in favour of resolution 3 to re-elect Mr Malcolm Hancock as a director of the Company

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**PROXY FORM  
RIMCAPITAL LIMITED  
ACN 064 874 620**

Registered address: Level 6, Suite 603, Currency House, 23 Hunter Street, Sydney NSW 2000

In respect of the **Annual General Meeting to be held at Sir James Fairfax Room, Mezzanine Level, The Radisson Plaza Hotel, 27 O'Connell Street, Sydney NSW 2000 at 10:00 am on Tuesday, 24 November 2009** or any adjournment thereof, or poll

I/We..... (full name)

of .....

being a member/members, holding ..... fully paid ordinary shares in RIMCapital Limited, hereby appoint:-

.....

of .....

and (in the case of a second proxy)

.....

of .....

or in default, or if no person is named, the Chairman of the Meeting, as my/our proxy to attend and vote for me/us and on my/our behalf at the said Annual General Meeting or at any adjournment thereof or poll in respect of:

\*all of my/our shares                      \*or (this number) ..... shares-(proxy one)

..... shares-(proxy two)

total shares                      .....

(Should you desire to direct your proxy how to vote, please complete the following section of this form by inserting "X" or a tick in the appropriate boxes. If you do not direct your proxy on any item, your proxy may vote on it as the proxy thinks fit or may abstain from voting.)

I/We instruct my/our proxy to vote as indicated below in respect of the item of business referred to:

Item of Business	For	Against	Abstain
1. 2009 Financial Report and Directors' and Auditor's Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Election of Director - Mr Malcolm Hancock	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**NOTE:**

If a member appoints a Chairman of the meeting as a member's proxy and does not specify how the Chairman is to vote on an item of business, subject to requirements of the Corporations Act, it is the intention of the Chairman to vote on a poll as proxy for the member in favour of each resolution.

If you do not wish to direct your proxy how to vote, please mark the box

By marking this box you acknowledge that the Chairman may exercise your proxy even if he has an interest in the outcome of the resolution and votes cast by him other than as proxy holder will be disregarded because of that interest.

Dated this ..... day of .....2009

Signature of Member(s) .....

\* Please delete one; if no deletion is made and the proportion or number of shares is not inserted and only one proxy is appointed, it will be assumed that the proxy is for all shares registered in the name of the member(s); if no deletion is made and two proxies are appointed, each proxy may exercise half of the member's voting rights. Neither proxy is entitled to vote on a show of hands.

**PLEASE REFER TO THE REVERSE SIDE FOR INSTRUCTIONS ABOUT THE APPOINTMENT OF PROXIES**

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**RIMCAPITAL LIMITED**

**ACN 064 874 620**

**(COMPANY)**

**INSTRUCTIONS - APPOINTMENT OF PROXIES**

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- A proxy need not be a member of the Company.
- Where two proxies are appointed, each may be appointed to represent a specific portion or number of the member's voting rights. If such apportionment is not made, each proxy may exercise one-half of the member's voting rights.
- The form of proxy must be signed personally by the member or his/her attorney, duly authorised in writing. If a proxy is given by a corporation, it must be signed in accordance with the corporation's constituent documents or as authorised by the Corporations Act. In the case of joint members, this proxy must be signed by at least one of the joint members personally or by an authorised attorney.
- If a proxy is executed by an attorney of a member, the original of the relevant power of attorney or a certified copy of the power of attorney, if it has not already been noted by the Company, must accompany the form of proxy.
- To be effective, proxies must be received by the Company at its registered office at Level 6, Suite 603, Currency House, 23 Hunter Street, Sydney NSW 2000 at least 48 hours before the time appointed for the meeting.
- A proxy may be sent by fax to 02 9232 0233 to be received by the time specified in the Notice of Meeting.

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