



19th October 2009

The Company Announcements Platform
Australian Securities Exchange

For Immediate Market Release

**Notice of Annual General Meeting
and Proxy Form**

Attached are the Notice of Annual General Meeting and Proxy Form mailed to shareholders today.

Yours sincerely,

A handwritten signature in blue ink, appearing to be 'SR' followed by a flourish.

S.S. Rouvray
Company Secretary
Austbrokers Holdings Limited

For further information, contact Steve Rouvray Tel: (02) 9935 2201
Mobile: 0412 259 158

This announcement may contain forward looking statements relating to future matters, which are subject to known and unknown risks, uncertainties and other important factors which could cause the actual results, performance or achievements of Austbrokers and the Austbrokers Group to be materially different from those expressed in this announcement. Except as required by law and only to the extent so required, neither Austbrokers nor any other person warrants that these forward looking statements relating to future matters will occur.

Notice of Annual General Meeting

Austbrokers Holdings Limited ABN 60 000 000 715

Notice is hereby given that the Annual General Meeting of shareholders of Austbrokers Holdings Limited will be held at the Four Seasons Hotel, 199 George Street, Sydney, New South Wales at 10.00am on Thursday 19 November 2009.

ORDINARY BUSINESS

1. **Annual Report**

To receive and consider the profit and loss statement and balance sheet of the Company and the entities it controlled for the financial year ended 30 June 2009 and the reports of the Directors and auditor thereon.

2. **Re-election of Richard Anthony Longes as a Director**

Mr Longes retires by rotation in accordance with Article 6.3 of the Company's Constitution and, being eligible, offers himself for re-election.

Details of the qualifications and experience of Mr Longes and the recommendation of the Board are set out in section 2 of the attached Explanatory Notes.

3. **Remuneration Report**

To adopt the Remuneration Report for the year ended 30 June 2009

Note: the vote on this resolution is only advisory and does not bind the Company.

SPECIAL BUSINESS

4. **Remuneration of Non-Executive Directors**

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

"That, for the purposes of Article 6.5(a) of the Company's constitution and ASX Listing Rule 10.17, the maximum remuneration provided by the Company to Non-Executive Directors for their services to the Company be increased by \$100,000 per annum to \$500,000 per annum with effect from 19 November 2009."

Voting Exclusion Statement: Subject to the ASX Listing Rules, the Company will disregard any votes cast on Resolution 4 by directors of the Company and their associates. However, the Company need not disregard a vote if:

- it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or

- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides. It is the intention of the Chairman of the Meeting acting as proxy to cast any such votes in favour of all of the resolutions.

By order of the Board

Stephen Rouvray

Company Secretary
Dated 9 October 2009

Notes:

- (a) Pursuant to Regulation 7.11.37 of the Corporations Regulations 2001, the Directors have determined that for the purpose of the meeting all shares in the Company shall be taken to be held by the persons who were registered as shareholders at 10.00am on Tuesday, 17 November 2009.
- (b) A member has a right to appoint a person or body corporate as a proxy. A member who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of the member's votes each proxy is entitled to exercise. Where a shareholder appoints more than one (1) proxy, neither proxy is entitled to vote on a show of hands.
- (c) If you appoint a body corporate as your proxy, the body corporate will need to ensure that it:
 - appoints an individual as its corporate representative to exercise its powers at meetings, in accordance with section 250D of the Corporations Act 2001 (Cth); and
 - provides satisfactory evidence of the appointment of its corporate representative prior to commencement of the meeting.
- (d) A proxy need not be a member of the Company.
- (e) Details for completion and lodgement of proxies are on the reverse side of the Appointment of Proxy form. A proxy must be received by the Company's share registry, Link Market Services Limited, by 10.00am on Tuesday, 17 November 2009. A proxy may be mailed to Link Market Services Limited at Locked Bag A14, Sydney South NSW 1235, hand delivered to Link Market Services Limited at Level 12, 680 George Street, Sydney NSW or sent by facsimile to Link Market Services Limited on (02) 9287 0309 or online at www.linkmarketservices.com.au

EXPLANATORY NOTES

This statement explains the items of business to be considered at the meeting and should be read in conjunction with the notice of meeting.

1. Annual Report (no vote)

The Company's Annual Report for the financial year ended 30 June 2009 has been made available to shareholders and is published on the Company's website www.austbrokers.com.au in the investor relations section.

During this item of business there will be an opportunity for shareholders to comment on and ask questions about the Company's management, operations, financial position, business strategies and prospects.

2. Re-election of Director (ordinary resolution)

Mr Richard Anthony Longes - Non-Executive Director - Aged 64.

Mr Longes has been a Director of the Company since 2005 and is presently Chairman of the Board, Chairman of the Nomination and Remuneration and Succession Planning Committees and a member of the Audit Committee.

Mr Longes was a lawyer with Freehill Hollingdale Page and a Partner from 1974 – 1988. In 1988 he was a Founding Partner of Wentworth Associates, a boutique advisory firm.

Mr Longes is a Non-Executive Director of Investec Bank Australia Limited and is currently a Director of Boral Limited and Metcash Limited. He has been a Director of a number of public companies including MLC Limited and the responsible entity of the General Property Trust.

Mr Longes has a Bachelor of Laws and a Bachelor of Arts from the University of Sydney and a Masters of Business Administration from the University of NSW.

Board Recommendation:

Each Director, other than Mr Longes, recommends that shareholders vote 'for' the resolution to re-elect Mr Longes as a Director.

3. Remuneration Report (ordinary resolution)

The Corporations Act 2001 (Cth) (**Act**) requires a non-binding resolution to be put to the shareholders for the adoption of the Remuneration Report and to give a reasonable opportunity to shareholders to comment on and ask questions about the Remuneration Report.

The Remuneration Report is set out in pages 39 – 44 of the Annual Report and includes:

- (a) a discussion of Board policy for determining the nature and amount of remuneration of Directors, secretaries and senior managers of the Company;
- (b) an explanation of the relationship between the remuneration of Directors and senior management and the Company's performance; and
- (c) details of the remuneration of each Director and senior management performance conditions.

Board Recommendation:

The Board recommends that shareholders vote 'for' the resolution to approve the Remuneration Report.

4. **Remuneration of Non-Executive Directors (ordinary resolution)**

Article 6.5(a) of the Company's constitution states that the Company may pay to the Non-Executive Directors a maximum total amount of remuneration determined by the shareholders in general meeting. Under ASX Listing Rule 10.17, shareholder approval is required for any increase in the total directors' fees provided to Non-Executive Directors.

Currently, the maximum aggregate amount that may be provided as remuneration to all Non-Executive Directors of the Company for their services to the Company is \$400,000 per annum. This amount does not include statutory superannuation or travelling, accommodation and other expenses a Non-Executive Director may reasonably incur whilst engaged in the business of the Company.

For the financial year ended 30 June 2009, annual remuneration for Non-Executive Directors was \$327,890 and details of this, and the remuneration paid to each Non-Executive Director, are set out in page 41 of the Annual Report.

The proposed increase of \$100,000 in the maximum aggregate amount to \$500,000 per annum is not intended to be fully utilised in the immediate future. However, in order to provide for effective Board succession, the Company may in the future appoint additional directors to the Board prior to the retirement of existing Non-Executive Directors to allow time for an orderly transition. The proposed increase will allow the Company to pay fees to additional Non-Executive Directors.

Board Recommendation:

Each Director has an interest, either immediately or contingently, in Resolution 4 and refrains from making any recommendation as to how shareholders should vote on the resolution.



Austbrokers Holdings Limited
ABN 60 000 000 715

LODGE YOUR VOTE

By mail:
Austbrokers 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 194 270
Overseas: +61 2 8280 7209



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SECURITYHOLDER VOTING FORM

I/We being a member(s) of Austbrokers 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 securityholder) 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 10:00am on Thursday, 19 November 2009, at Four Seasons Hotel, 199 George Street, Sydney, New South Wales 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

STEP 2 **VOTING DIRECTIONS**

	For	Against	Abstain*
Resolution 2 Re-election of Director - Mr Richard Anthony Longes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Remuneration of Non-Executive Directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

* 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 **IMPORTANT - VOTING EXCLUSIONS**

If the Chairman of the Meeting is appointed as your proxy, or may be appointed by default and you do not wish to direct your proxy how to vote as your proxy in respect of Item 4 above, please place a mark in this box. By marking this box, you acknowledge that the Chairman of the Meeting may exercise your proxy even though he/she has an interest in the outcome of that Item and that votes cast by him/her for that Item, other than as proxyholder, would be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chairman of the Meeting will not cast your votes on Item 4 and your votes will not be counted in calculating the required majority if a poll is called on this Item.
The Chairman of the Meeting intends to vote undirected proxies in favour of Item 4.

STEP 4 **SIGNATURE OF SECURITYHOLDERS - THIS MUST BE COMPLETED**

Securityholder 1 (Individual) <input type="text"/> Sole Director and Sole Company Secretary	Joint Securityholder 2 (Individual) <input type="text"/> Director/Company Secretary (Delete one)	Joint Securityholder 3 (Individual) <input type="text"/> Director
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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).

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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 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 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 securityholder 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 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.

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 10:00am on Tuesday, 17 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:**
Austbrokers 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.