

EMBELTON LIMITED

ACN 004 401 496

Registered Office:
147-149 Bakers Road
COBURG Vic 3058

Telephone: + 61 3 9353 4811
Facsimile: + 61 3 9353 4855

NOTICE OF MEETING

NOTICE IS HEREBY GIVEN that the 2009 **ANNUAL GENERAL MEETING** of Shareholders of EMBELTON LIMITED will be held at the Registered Office of the Company, 147 - 149 Bakers Road, Coburg, Victoria at 11am on Wednesday 21 October 2009.

ORDINARY BUSINESS:

A. Financial Report

To receive and consider the financial report of the Company and the reports of Directors and Auditors for the year ended 30 June 2009.

B. Election of Director

Mr J J Embelton retires by rotation in accordance with the Company's Constitution and, being eligible, offers himself for re-election

C. Remuneration Report

To consider and, if thought fit, pass the following resolution as an ordinary resolution:
"That the Remuneration Report for the year ended 30 June 2009 (as set out in the Directors' Report) be adopted:

(The vote on this resolution is advisory only.)

D. Any other business which may be brought forward in conformity with the Company's Constitution.

PROXIES

A shareholder who is entitled to attend and vote can appoint a proxy (an individual or a body corporate) to attend and vote at the Meeting on their behalf. A proxy need not be a member.

A member entitled to attend and vote is entitled to appoint not more than two proxies. If you wish to appoint a second proxy, an additional proxy form may be obtained by telephoning the Company's registered office.

Completed proxy forms may be sent to the Company's registered office by either mail, or facsimile to 03 9353 4855, and must be received not later than 48 hours prior to the Meeting.

By Order of the Board.
17 September 2009

C H Palm, Secretary

EXPLANATORY NOTES

A. Financial Statements and Reports

The Corporations Act 2001 requires the Financial Report, Directors' Report and Auditor's Report of the Company for the financial year ended 30 June 2009 to be laid before the Meeting.

There is no requirement for a formal resolution on this item.

B. Election and re-election of Directors

The Company's Constitution requires that one-third of the non-executive Directors of the Company retire by rotation every year.

Mr J J Embelton retires by rotation as Director of the Company in accordance with Rule 69 of the Company's Constitution, and, being eligible, offers himself for re-election.

C. Remuneration Report

Section 300A of the Corporation Act 2001 requires a resolution be put to shareholders for the adoption of the Remuneration Report.

The vote on this resolution is advisory only and does not bind the Directors or the Company.

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Appointment of Proxy

for

Annual General Meeting

to be held on Wednesday 21 October 2009 at 11am.

I/We.....of.....
being Member/s of Embelton Limited, and entitled to attend and vote, hereby appoint

The Chairman of
the Meeting (mark
with an "X") ☐ OR
write here the name of the person or
body corporate (excluding the registered
security holder) you are appointing if this
person is **someone other than** the
Chairman of the Meeting

or failing the person named, or if no person is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit at the Annual General Meeting of Embelton Limited to be held at 147 Bakers Road, Coburg and at any adjournment of that meeting.

OR

I hereby appoint the abovenamed as my proxy to represent percent (insert %) of the voting rights attached to my shares in the Company

PLEASE SIGN HERE:

Individual or Securityholder 1

Securityholder 2

A member entitled to attend and vote is entitled to appoint not more than two proxies. A proxy need not be a member. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's registered office or you may copy this form.

Where more than one proxy is appointed, each proxy must be appointed to represent a specified portion of the member's voting rights.

Voting directions to your proxy - please mark ☒ to indicate your directions, otherwise your proxy may vote as he/she thinks fit, or abstain from voting.

ORDINARY BUSINESS

- | | For | Against |
|--|--------------------------|--------------------------|
| A. To receive and consider the financial report of the Company and the reports of the Directors and Auditors for the year ended 30 June 2009 | <input type="checkbox"/> | <input type="checkbox"/> |
| B. To elect Mr J J Embelton as a Director | <input type="checkbox"/> | <input type="checkbox"/> |
| C. To adopt the Remuneration Report | <input type="checkbox"/> | <input type="checkbox"/> |
| D. Any other business which may be brought forward in conformity with the Constitution. | <input type="checkbox"/> | <input type="checkbox"/> |

If you so desire, kindly fill in and sign this proxy form and return it to the Secretary at the Company's registered office either by mail to 147-149 Bakers Road, Coburg, 3058, or by facsimile to 9353 4855, not later than forty-eight hours prior to the time for which the meeting is convened.