

BROAD INVESTMENTS LIMITED

ACN 087 813 090

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

Notice is hereby given that the 2013 Annual General Meeting ("AGM or the Meeting") of members of Broad Investments Limited ("the Company") will be held at 15 Whiting Street, Artarmon, NSW 2064, at 10.00 AM on Friday, 29 November 2013.

ORDINARY BUSINESS

RECEIPT OF FINANCIAL REPORTS AND REPORTS OF DIRECTORS AND AUDITOR

To receive and consider the Financial Reports of the Company for the financial year ended 30 June 2013, together with the declaration of the Directors, the Remuneration Report and the Report of the Directors and the Auditor, which relate to the Financial Reports.

ADOPTION OF DIRECTORS' REMUNERATION REPORT

RESOLUTION 1: To consider, and if thought fit, pass with or without amendment the following resolution as an **ordinary resolution**:

"That, for the purpose of Section 250R(2) of the Corporations Act 2001 (Cth) and for all other purposes, approval is given for the adoption of the Company's Remuneration Report, as set out in the Directors' Report within the Annual Report for the Year Ended 30 June 2013 prepared in accordance with Section 300A of the Corporations Act 2001 (Cth)."

Please note that in accordance with Sec 250R(3) of the Corporations Act (Cmwltth) the votes cast on this resolution are advisory only and do not bind the Company or the Directors.

ELECTION OF DIRECTOR

RESOLUTION 2: To consider, and if thought fit, pass the following resolution as an **ordinary resolution**:

"That, for the purposes of the Constitution of the Company, ASX Listing Rule 14.4 and all other purposes, Johan Scholtz, a Director of the Company who retires in accordance with the Constitution of the Company and being eligible, offers himself for re-election, be re-elected a Director of the Company"

FUTURE PLACEMENT OF SECURITIES

RESOLUTION 3: To consider and, if thought fit, pass with or without amendment, the following resolution as an **ordinary resolution**:

"That authority is hereby given to Directors under ASX Listing Rule 7.1, for the issue of up to 750 million securities of the Company, which at the discretion of the Directors may be any type of securities permitted under the ASX Listing Rules, The Corporations Act and the Constitution of the Company, with such securities to be issued within 3 months of the date of this general meeting or such later date as the ASX permits at its discretion, at a price not less than 80% of the average closing price of the ordinary securities traded on the ASX during the 5 days on which sales in the securities were recorded prior to the issue provided that the issue will not contravene the Corporations Act 2001 or any other legislation and that such securities may be issued for working capital purposes and for any worthwhile purpose as determined by the Directors including in lieu of debt, fees or monies owing to any party, as consideration for any investments or acquisition.

In addition, the Directors are hereby authorised to issue such securities to sophisticated or professional investors or otherwise in accordance with section 708 of the Corporations Act 2001."

ISSUE OF SECURITIES TO DIRECTORS OR THEIR ASSOCIATES

RESOLUTION 4: To consider and, if thought fit, pass with or without amendment, the following resolution as an **ordinary resolution**:

“That authority is hereby given to the Company under and for the purpose of ASX Listing Rule 10.11 and chapter 2E of the Corporations Act 2001 and for all other purposes, for the issue of up to 250.0 million fully paid ordinary shares at a price not less than 80% of the average closing price of the ordinary securities traded on the ASX during the 5 days on which sales in the securities were recorded prior to the issue, to Vaz Hovanessian, a Director of the Company or his nominees and/or associates or as directed by him, provided that such issue does not contravene the Corporations Act 2001 or any other legislation or ASX Listing Rule and that such securities are to be issued as detailed below within one month of the date of this general meeting or such later date as the ASX permits at its discretion and that such securities are issued to raise funds for working capital purposes, for any investments considered worthwhile by the Directors or in lieu of outstanding Directors’ Fees and/or monies owing to the Director or his associates:

OTHER BUSINESS

To consider any other business that can lawfully be brought before the meeting.

ENTITLEMENT TO VOTE

Who may vote?

Pursuant to section 1109N of the *Corporations Act 2001*, the Company has determined that for the purpose of the meeting, all shares in the Company shall be taken to be held by the persons who held them as registered shareholders at 12 Noon (AEST) on Thursday, 28 November 2013 (**Entitlement Time**). All holders of ordinary shares in the Company as at the Entitlement Time are entitled to attend and vote at the meeting.

Proxies

Please note that:

- a member of the Company who is entitled to attend and cast a vote at the meeting has a right to appoint a proxy;
- the appointment may specify the proportion or number of votes that the proxy may exercise;
- a member who is entitled to cast 2 or more votes at the meeting may appoint 2 proxies and must specify the proportional number of votes each proxy is appointed to exercise;
- if the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes each proxy may exercise, each proxy may exercise half the votes;
- a proxy need not be a member of the Company; and
- if you wish to appoint 2 proxies, contact the Company for another proxy form.

Unless the member specifically directs the proxy how to vote, the proxy may vote as he or she thinks fit or abstain from voting.

If you wish to appoint a proxy, you should complete the attached 'Appointment of Proxy' form and comply with details set out in that form for lodgement of the form with the Company.

The proxy form must be signed by the member or his or her attorney duly authorised in writing or, if the member is a corporation, either under the seal of the corporation (in accordance with its Constitution) or under the hand of an attorney duly authorised in writing or otherwise signed in accordance with the *Corporations Act 2001*.

If any attorney or authorised officer signs this proxy form on behalf of a member, the relevant power of attorney or other authority under which it is signed or a certified copy of that power or authority must be deposited with the proxy form.

The proxy form must be received **not less than 48 hours** before the time for holding the General Meeting (i.e. 10.30 AM, Wednesday, 27 November 2013) by delivering the proxy form to one of the addresses as follows:

Registered Office:

15 Whiting Street, Artarmon, NSW, Australia, 2064

Mailing Address:

PO Box 126
Artarmon, NSW
Australia 1570

Facsimile transmission to:

Within Australia: 02 9425 0099
International: 61 2 9425 0099

A corporation may appoint a representative who may attend the meeting and vote on behalf of the corporation. Such a representative will have to produce a corporate representative appointment letter from the corporation signed either under the common seal of the corporation (in accordance with its Constitution), or by a duly authorised officer or otherwise signed in accordance with the *Corporations Act 2001* before he or she will be permitted to vote

Voting Exclusion Statement

In addition, in accordance with the Listing Rules, the Company will disregard any votes cast on the following resolutions by the following persons:

In respect to Resolution 3,

A person who may participate in the proposed issue or a person who might obtain a benefit (except a benefit solely in the capacity of a holder of securities in the Company) if the resolution is passed or an associate of those persons,

In respect to Resolutions 4,

Mr. Vaz Hovanessian and any of his associates

However, the Company will not disregard a vote if:

- it is cast by a person as 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.

EXPLANATORY NOTES**Resolution 1: Adoption of Directors' Remuneration Report**

The Annual Report for the Year Ended 30 June 2013 contains a Remuneration Report in the Directors' Report which sets out the remuneration policy for the Company and reports the remuneration arrangements in place for the Directors of the Company.

The Corporations Act ("The Act") requires the agenda for the Annual General Meeting to include a resolution for adoption of the Remuneration Report. The Act expressly provides that the vote on the resolution is advisory only and does not bind the Directors of the Company.

Shareholders attending the Annual General Meeting will be given a reasonable opportunity to ask questions and comment on the Remuneration Report.

The Directors recommend that shareholders vote in favour of Resolution 1.

Resolution 2: Election of Director

In accordance with the Constitution of the Company and ASX Listing Rule 14.4, Johan Scholtz has retired as a Director and being eligible, offers himself for re-election.

The Directors, other than Johan Scholtz who abstains from making a recommendation, recommend that shareholders vote in favour of Resolution 2

Resolution 3: Future Placement of Securities

At the time of issuing this Notice of AGM, other than additional working capital, there was no specific plan to issue any securities. However, your Board is mindful of adding value for shareholders and in this regard is constantly looking for opportunities and possible acquisitions and worthwhile investments

that would complement the Company's current business. Whilst no agreements or decisions have yet been reached in respect to any acquisitions or investments, should such an opportunity arise within 3 months of the AGM, the right to issue the shares in lieu of such acquisition or investment or raise funds for that purpose would allow the transaction to be considered quickly and the opportunity to be taken advantage of.

Please note that the issue of the shares is likely to occur in more than one single parcel and progressively over the 3 month window allowed under the ASX Listing Rules.

None of the subscribers pursuant to this issue will be related parties of the Company.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12 month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12 month period.

For the purposes of ASX Listing Rule 7.3, the following information is provided:

The maximum number of securities to be allotted is 750 Million;

The Company will issue the securities within 3 months of the date of this meeting, or such later date as the Australian Stock Exchange permits in its discretion;

The issue price of the securities, in the case of ordinary shares, will be no less than 80% of the VWAP of the ordinary securities traded on the ASX during the 5 days on which sales in the shares were recorded prior to the issue of the ordinary shares and in the case of options it will be issued at nil cost but at an exercise price which will be no less than 80% of the weighted average market price of the ordinary securities traded on the ASX during the 5 days on which sales in the shares were recorded prior to the issue of the options.

The Company intends to use the funds raised by the issue of the securities is for retiring any debt, acquisition of investments, working capital and expansion of operations and for any worthwhile purpose as determined by the Directors. Where appropriate the issue of securities may be in lieu of debt or any monies owing to third parties, investments, acquisitions or any worthwhile purpose as determined by the Directors.

Where securities are issued to raise working capital, the Company will issue the shares to either sophisticated or professional investors or otherwise in accordance with Section 708 of the Corporations Act 2001;

The terms of the securities issued, if ordinary shares, are as detailed above in respect to their issue price and in respect to their rights are the same as all other ordinary shares issued by the Company as specified in the constitution of the Company. The terms of the securities issued, if they are options, will be as detailed above in respect to their issue price and exercise price and any exercise of options may only happen no later than 5 years from date of issue. Further, if such options are exercised the shares so issued will have rights that are the same as all other ordinary shares issued by the Company as specified in the constitution of the Company.

The other terms of the securities issued, if they are options to subscribe for shares, are as follows:

1. The option holder cannot participate in new issues without first exercising the options so that the option holder is issued shares prior to the record date for determining entitlements for the new issue;
2. The exercise price of options issued or number of underlying securities over which it can be exercised may be changed in accordance with Listing Rule 6.22 or any amendment of that Rule from time to time, in respect to any pro-rata rights issue or bonus issue; and
3. The rights of the option holder on a reorganisation of capital are to be adjusted in accordance with Listing Rule 7.22 or as the Listing Rules provide and as they apply to the reorganisation of capital at the time of the reorganisation.
4. The period during which the options may be exercised will depend on negotiations with allottees at the time of issue and what Directors may consider appropriate under the circumstances, but will not exceed 5 years from the date of issue.

The intended use of the funds raised from the exercise of the options is for retiring any debt, acquisition of investments, working capital and expansion of operations and for any worthwhile purpose as determined by the Directors. Where appropriate the issue of options may be in lieu of debt or any monies owing to third parties, investments, acquisitions or any worthwhile purpose as determined by the Directors

The Directors recommend that shareholders vote in favour of Resolution 3.

Resolutions 4: Issue of Securities to Director or his associate

At the time of issuing this Notice of AGM, there was no specific plan to issue any securities to any Director, including Mr. Hovanessian. However, as in the case of the explanation offered for Resolution 3, your Board is mindful of adding value for shareholders and in this regard is constantly looking for opportunities and possible acquisitions and worthwhile investments that would complement the Company's current business. Whilst no agreements or decisions have yet been reached in respect to any acquisitions or investments, should such an opportunity arise within one month of the AGM or such later date as the ASX may permit at its discretion, the right to issue the shares to Mr. Hovanessian to raise funds in a timely manner for such acquisition or investment would allow the transaction to be considered quickly and the opportunity to be taken advantage of. Mr. Hovanessian has on many occasions in the past loaned monies to the Company for working capital purposes and has the capacity to assist the Company with a placement of shares to him should the need arise.

It should be noted that where approval is granted under Listing Rule 10.11 no approval is necessary under Listing Rule 7.1

The Directors, other than Vaz Hovanessian who abstains from making a recommendation because of his interest in the Resolution, recommend that shareholders vote in favour of Resolution 4

Annual Report

A copy of the 2013 Annual Report is available on the Company's website at www.broadinvestments.com.au

Vaz Hovanessian
Company Secretary

BROAD INVESTMENTS LIMITED

PROXY FORM

I/We

(NAME OF SHAREHOLDER)

Of

(ADDRESS IN FULL)

being a member/members of Broad Investments Limited hereby appoint

(NAME OF PROXY 1)

of

(ADDRESS OF PROXY IN FULL)

and/or failing him/her

(NAME OF PROXY 2)

of

(ADDRESS OF PROXY IN FULL)

or failing him/her the Chairman of the meeting as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at 10.00 AM, on 29 November, 2013 and at any adjournment thereof in the manner indicated or in the absence of indications, as he/she thinks fit.

Proxy 1 represents ____% and Proxy 2 represents ____% of my total voting rights.

Important:

If the Chair 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 a resolution, please place a mark in the box.

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If appointed as your proxy and you do not direct how your proxy should vote, the Chairman of the Meeting intends to vote undirected proxies in favour of each resolution. By marking this box, you acknowledge that the Chair of the meeting may exercise your proxy even if he has an interest in the outcome of the resolution/s and that votes cast by the Chair of the meeting for those resolutions other than as proxy holder will be disregarded because of that interest.

If you do not mark this box, and you have not directed your proxy how to vote, the Chair will not cast your votes on the resolution and your votes will not be counted in calculating the required majority if a poll is called on the resolution

RESOLUTIONS

	For	Against	Abstain
1. Adoption of Directors' Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Re-election of Johan Scholtz as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Future Placement of Securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Issue of Securities to Director – Vaz Hovanessian	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

*Signature of Shareholder or
Director or Sole Director

*Delete whichever is not applicable

*Signature of Shareholder or
Director/Company Secretary

Please Insert: daytime telephone number:

E-mail address:

NOTES

1. A member entitled to attend and vote is entitled to appoint not more than two proxies.
2. Where more than one proxy is appointed, each must be appointed to represent a specified proportion of the member's voting rights.
3. Appointment of a proxy by a member who is a corporation must be under hand of its attorney or the hand of a person duly authorised by the corporation.
4. A proxy need not be a member of the Company.
5. An appointment of proxy form must be lodged at the registered office of the Company not less than 48 hours before the time for holding the Annual General Meeting.

The registered office of the Company is at
15 Whiting Street, Artarmon, NSW, 2064
Postal: PO BOX 126, Artarmon, NSW, 1570
Telephone 61 2 9425 0000
Facsimile 61 2 9425 0099