

Friday, 29 November 2013

**ASX ANNOUNCEMENT
RESULTS OF ANNUAL GENERAL MEETING
HELD AT 11:00AM
28TH NOVEMBER 2013
AT 22 MARKET STREET, BRISBANE, QLD 4000**

Eureka Group Holdings Limited (EGH) held its Annual General Meeting today at the above address.

In accordance with listing rule 3.13.2, EGH announces that each of the resolutions put to the Annual General Meeting of the Company was passed by the requisite majority

Each resolution was decided on a show of hands.

The resolutions related to the following matters:

- a) Resolution 2 – Re-election of Nirmal Hansra as a Director of the Company;
- b) Resolution 3 – Re-election of Kerry Potter as a Director of the Company;
- c) Resolution 4 – Adoption of the Remuneration Report.

The information required by section 251AA of the Corporations Act 2001 to be notified by the Company to the ASX in respect of these resolutions is;

	For	Open	Against	Abstain	Total
Resolution 2 - Re-election of Nirmal Hansra as a Director	14,855,113	7,065,019	17,181	-	21,937,313
Resolution 3 - Re-election of Kerry Potter as a Director	15,255,113	7,065,019	17,181	-	22,337,313
Resolution 4 - Adopt remuneration report	14,713,463	7,065,019	157,759	1,072	21,937,313

On behalf of the Board



Troy Nunan
Company Secretary

EUREKA GROUP HOLDINGS LIMITED
ABN 15 097 241 159

NOTICE OF ANNUAL GENERAL MEETING
AND
EXPLANATORY MEMORANDUM

Date of Meeting: 28 November 2013
Time of Meeting: 11:00am
Place of Meeting: 22 Market Street, Brisbane, Queensland

This Notice of Annual General Meeting should be read in its entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional advisor prior to voting.

GLOSSARY

The following definitions are used in the Notice of Annual General Meeting and the Explanatory Memorandum:

ASIC means the Australian Securities & Investments Commission;

Associate has the meaning given to that term in Part 1.2, Division 2 of the Corporations Act;

ASX means ASX Limited ACN 008 624 691 or the securities exchange market operated by the ASX, as the context requires;

ASX Listing Rules means the official listing rules issued and enforced by the ASX, as amended from time to time;

Board or **Board of Directors** means the board of Directors of the Company;

Business Day means a day which is not a Saturday, Sunday or public holiday in Sydney;

Chairman means the chairman of the Company, who is currently Lachlan McIntosh;

Company means Eureka Group Holdings Limited 097 241 159;

Constitution means the constitution of the Company, as amended from time to time;

Corporations Act means Corporations Act 2001 (Cth);

Directors means the directors of the Company;

EGH means Eureka Group Holdings Limited 097 241 159;

Explanatory Memorandum means the explanatory memorandum set out in the body of this document;

Annual General Meeting means the general meeting of the Company to be held on 28 November 2013 pursuant to the Notice of Annual General Meeting;

Notice of Annual General Meeting or **Notice** means the notice of Annual General Meeting set out in the body of this document;

Official Quotation and **Officially Quoted** means officially quoted on the ASX;

Resolution means a resolution passed by the requisite majority of Shareholders of the Company on a show of hands or by the requisite majority of votes given on a poll;

Restricted Securities means securities of the Company that:

- are subject to escrow restrictions as determined in accordance with Appendix 9B of the ASX Listing Rules; or
- in the opinion of the ASX, should be treated as restricted securities;

Share means a fully paid ordinary share in the issued capital of the Company and **Shares** means any two or more of them;

Shareholder means a holder of a Share.

NOTICE OF ANNUAL GENERAL MEETING EUREKA GROUP HOLDINGS LIMITED ABN 15 097 241 159

Notice is given that the Annual General Meeting of shareholders of **Eureka Group Holdings Limited ABN 15 097 241 159 (Company)** will be held at 22 Market Street, Brisbane, Queensland on 28 November 2013 at 11:00am (Brisbane time).

AGENDA

BUSINESS

- Item 1 is not required to be voted on as a Resolution.
- Item 2 will be proposed as an Ordinary Resolution.
- Item 3 will be proposed as an Ordinary Resolution.
- Item 4 will be proposed as a non-binding Ordinary Resolution.

ITEM 1 – ANNUAL REPORT

To receive and consider the Company's Annual Report comprising the Directors' Report and Auditors' Report, Directors' Declaration, Statement of Comprehensive Income, Statement of Financial Position, Statement of Cash Flows and notes to and forming part of the accounts for the Company and its controlled entities for the financial year ended 30 June 2013.

ITEM 2 – RE-ELECTION OF NIRMAL HANSRA AS A DIRECTOR

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

“That Mr. Nirmal Hansra who retires in accordance with Clause 16.1 of the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a Director”.

ITEM 3 – RE-ELECTION OF KERRY POTTER AS A DIRECTOR

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

“That Mr. Kerry Potter who retires in accordance with Clause 16.1 of the Company's Constitution and, being eligible, offers himself for re-election, be re-elected as a Director”.

ITEM 4 – ADOPT REMUNERATION REPORT

To consider and, if thought fit, pass the following as a non-binding Ordinary Resolution:

“That the Remuneration Report for the year ended 30 June 2013 (as set out in the Directors Report) be adopted”.

The vote on this Resolution 4 is advisory only and does not bind the Directors or the Company.
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GENERAL BUSINESS

To transact any business that may be properly brought before the meeting.

For further information, please refer to the Explanatory Memorandum which forms part of this Notice of Meeting.

BY ORDER OF THE BOARD

A handwritten signature in black ink, appearing to read "T Nunan". The signature is written in a cursive, slightly slanted style.

Troy Nunan
Company Secretary
21 October 2013

NOTES REGARDING PROXY VOTING

Appointing a proxy

A shareholder who is entitled to attend and vote at the meeting has the right to appoint a proxy to attend and vote at the Meeting on their behalf. There is a proxy form included with this notice. A proxy need not be a member of the Company. A proxy may be an individual or a body corporate.

A shareholder entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If proportions or number are not specified, each proxy can exercise half the available votes. If you require a second proxy form please contact the Share Registry on 1300 554 474 or from overseas +61 2 8280 7454.

For an appointment of a proxy to be effective, the proxy's appointment (and, if the appointment is signed by an attorney, the authority under which it was signed or a certified copy of the authority) must be received by the Company by 11:00am (Brisbane time) on 26 November 2013.

A reply envelope is enclosed for the return of your proxy form. Alternatively, you can send in your proxy form to the Company by doing any of the following:

- Faxing it to + 61 2 9287 0309; or
- Delivering it to the Company's share registry (Link Market Services Limited) at Level 12, 680 George Street, Sydney, NSW, 2000; or
- Posting it to the Company's share registry (Link Market Services Limited) at Locked Bag A14, Sydney South NSW 1235, Australia.

Voting Exclusion Statements

Resolution 2	The Company will disregard any votes on this Resolution cast by Nirmal Hansra.
Resolution 3	The Company will disregard any votes on this Resolution cast by Kerry Potter.
Resolution 4	The Corporations Act prohibits any votes being cast on Resolution 4 by or on behalf of a person who is disclosed in the Remuneration Report as a member of the key management personnel of the Company (including the Directors and the Chairman) or a closely related party of that key management personnel. However, such a person may cast a vote on Resolution 4 as a proxy for a person who is permitted to vote and the appointment of the proxy specifies the way the proxy is to vote on the resolution.

Corporate Shareholders

Corporate shareholders wishing to appoint a representative to attend the Meeting on their behalf must provide that person with a properly executed letter confirming that they are authorised to act as the company's representative. The authorisation may be effective either for this Meeting only or for all meetings of the Company.

Eligibility to vote at the Meeting

The Company has determined, for the purposes of voting at the Meeting, that the Company's shares are taken to be held by those shareholders registered at 11:00am (Brisbane time) on 26 November 2013.

Registration

If you are attending the Meeting, please bring your personalised proxy form with you. If you do not bring your form, you will still be able to attend the Meeting, but upon registration, representatives from the Company will need to verify your identity.

How undirected proxies held by the Chairman of the Meeting will be voted

The Chairman of the Company will chair the Meeting and will vote undirected proxies where a shareholder appoints the Chairman of the meeting as the shareholder's proxy in favour of all of the Resolutions. The Company encourages all shareholders who submit proxies to direct their proxy how to vote on each Resolution.

**EXPLANATORY MEMORANDUM
EUREKA GROUP HOLDINGS LIMITED ABN 15 097 241 159**

This Explanatory Memorandum is provided to shareholders of **Eureka Group Holdings Limited ABN 15 097 241 159** (the **Company**) to explain the Resolutions to be put to shareholders at the Annual General Meeting to be held at 22 Market Street, Brisbane, Queensland on 28 November 2013 at 11:00am (Brisbane time).

The Directors recommend shareholders read the accompanying Notice of Meeting and this Explanatory Memorandum in full before making any decision in relation to the Resolutions.

ITEM 1 – ANNUAL REPORT

The Company's Annual Report comprising the Directors' Report and the Auditors' Report, Directors' Declaration, Statement of Comprehensive Income, Statement of Financial Position, Statement of Cash Flows and notes to and forming part of the accounts for the Company and its controlled entities for the financial year ended 30 June 2013 were released to ASX on 30 September 2013.

The Company will take shareholders' questions and comments about the management of the Company. The auditor of the Company will be available to take shareholders' questions and comments about the conduct of the audit and the preparation and content of the auditor's report. The financial report and other items referred to in Item 1 will be laid before the meeting in accordance with the Corporations Act 2001 (Cth). No voting is required for this Item.

ITEM 2 – RE-ELECTION OF NIRMAL HANSRA AS A DIRECTOR

In accordance with Clause 16.1 of the Company's Constitution, Mr. Nirmal Hansra retires as a director of the Company and offers himself for re-election.

Mr. Hansra was appointed to the Company's Board on 24 April 2012 and is currently a non-executive director.

The Company selects board members for their individual qualities, relevant background in business and experience, both local and global, experience with relevant stakeholder groups and for the contribution they make to the Company's overall board composition. In considering the overall board composition, the Company seeks to balance a variety of skills, professional backgrounds, stakeholder experience and personal attributes. It is important for the Company to have committed and appropriately selected directors for the successful operation of its business and the creation of shareholder value.

Mr. Hansra holds a Master of Commerce degree from University of NSW and is a Fellow of the Australian Institute of Company Directors, Institute of Chartered Accountants in Australia and Australian Society of Certified Practising Accountants.

He has over 40 years of business management and corporate advisory experience. During this time Mr. Hansra had roles as CFO / Finance Director of companies such as Industree Limited, ISoft Group Limited, Australian Pharmaceutical Industries Limited and Ruralco Holdings Limited.

Mr. Hansra is a non-executive director and chairman of the finance, audit and risk committee of both Council of the Ageing (COTA) in New South Wales, Campbell Page Limited and NF Australia. He is also a non-executive director of Kuringai Financial Services Limited.

The Directors (with Mr. Hansra abstaining) recommend that you vote in favour of this Ordinary Resolution.

ITEM 3 – RE-ELECTION OF KERRY POTTER AS A DIRECTOR

In accordance with Clause 16.1 of the Company's Constitution, Mr. Kerry Potter retires as a director of the Company and offers himself for re-election.

Mr. Potter was appointed to the Company's Board on 24 April 2012 and is currently an executive director.

The Company selects board members for their individual qualities, relevant background in business and experience, both local and global, experience with relevant stakeholder groups and for the contribution they make to the Company's overall board composition. In considering the overall board composition, the Company seeks to balance a variety of skills, professional backgrounds, stakeholder experience and personal attributes. It is important for the Company to have committed and appropriately selected directors for the successful operation of its business and the creation of shareholder value.

Mr. Potter is the company's Chief Operating Officer. Mr. Potter is also a director of Navigator Property Group, a consultancy specialising in the areas of property development and project marketing.

Mr. Potter holds a Bachelor of Commerce degree and worked with the Commonwealth public service in 1987 where he had been a director of the Government's real estate arm. Mr. Potter then became the Director of Project Marketing for PRD Gold Coast, a successful national and international organisation. After leaving PRD, Mr. Potter became CEO of Raine and Horne Queensland and Chesterton International. Mr. Potter then became the principal and hands-on director of numerous development residential and commercial projects for various consortia in the period 2000 to 2007.

The Directors (with Mr. Potter abstaining) recommend that you vote in favour of this Ordinary Resolution.

ITEM 4 – ADOPT REMUNERATION REPORT

The Board has submitted its Remuneration Report to shareholders for consideration and adoption by way of a non-binding Ordinary Resolution.

The Remuneration Report is set out in the Directors' section of the Annual Report. The Report:

- Explains the Board's policy for determining the nature and amount of remuneration of directors and senior executives of the Company;
- Explains the relationship between the Board's remuneration policy and the Company's performance;
- Sets out remuneration details for each Director and the most highly remunerated senior executives of the Company; and
- Details and explains any performance conditions applicable to the remuneration of the executive directors and senior executives of the Company.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Meeting.

The Board unanimously recommends that shareholders vote in favour of adopting the Remuneration Report. A vote on this Resolution is advisory only and does not bind the Directors or the Company.

However, if at least 25% of the votes cast are against the adoption of the Remuneration Report, the Company's next Remuneration Report must explain the Board's proposed action in response or explain why no action has been taken.

In the following year, if at least 25% of the votes cast on the resolution that the Remuneration Report be adopted are against adoption, Shareholders will then vote to determine whether the Directors will need to stand for re-election. If more than 50% of the votes cast on the resolution are in favour, a separate re-election meeting must be held within 90 days.

The Board recommends that Shareholders vote in favour of adopting the Remuneration Report.

Any inquiries in relation to the Resolutions or the Explanatory Memorandum should be directed to Troy Nunan (Company Secretary) on (07) 5568 0205



ABN 15 097 241 159

LODGE YOUR VOTE



ONLINE >

www.linkmarketservices.com.au



By mail: Eureka Group Holdings Limited C/- Link Market Services Limited Locked Bag A14 Sydney South NSW 1235 Australia



By fax: +61 2 9287 0309



All enquiries to: Telephone: 1300 554 474

SHAREHOLDER PROXY FORM

I/We being a member(s) of Eureka Group 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 shareholder) you are appointing as your proxy. I/we appoint the Chairman of the Meeting as an alternate proxy to the person named.

If no person/body corporate is named, the Chairman of the Meeting, is appointed 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 Thursday, 28 November 2013, at 22 Market Street, Brisbane, Queensland and at any adjournment or postponement of the meeting. I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel.

The Chairman of the Meeting intends to vote undirected proxies in favour of all items of business.

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

Resolution 2

Re-election of Nirmal Hansra as a Director

For	Against	Abstain*
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Resolution 3

Re-election of Kerry Potter as a Director

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Resolution 4

Adopt Remuneration Report

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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* 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).

EGH PRX301R



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 appoint someone other than the Chairman of the Meeting as your proxy, you will also be appointing the Chairman of the Meeting as your alternate proxy to act as your proxy in the event the named proxy does not attend the meeting.

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. The appointment of the Chairman of the Meeting as your alternate proxy also applies to the appointment of the second proxy.

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; and
- (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 Tuesday, 26 November 2013**, 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:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the proxy form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the proxy form).



by mail:

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



by fax:

+61 2 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.**