

# Notice of Annual General Meeting

## **Indigo Pacific Capital Limited ACN 108 019 263**

to be held at 10.00am on 26 November 2008 in the Bowman Room, Level 1, 320 Adelaide Street, Brisbane Qld 4000.

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# Notice of annual general meeting

## Indigo Pacific Capital Limited ACN 108 019 263

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Notice is given that the annual general meeting of Indigo Pacific Capital Limited (**Company**) will be held at:

<b>Location</b>	Bowman Room, Level 1, 320 Adelaide Street, Brisbane Qld 4000
<b>Date</b>	26 November 2008
<b>Time</b>	10.00am Brisbane time

### Ordinary Business

#### Financial statements and reports

To receive and consider the Company's financial statements and the reports of the directors and the auditor for the financial year ended 30 June 2008.

#### Directors' remuneration report

To consider and, if in favour, to pass the following resolution under section 250R(2) *Corporations Act 2001* (Cth) (**Corporations Act**):

- 1 'That the section of the report of the directors for the financial year ended 30 June 2008 dealing with the remuneration of the directors, secretary and senior executives, be adopted.'

This resolution will be decided as if it were an ordinary resolution, but under section 250R(3) *Corporations Act* the vote on this resolution is advisory only and does not bind the directors or the Company.

#### Re-election of directors

To consider and if in favour pass the following resolutions as ordinary resolutions:

- 2 'That Lawrence Truce who retires by rotation under rule 16.1 of the Company's constitution, and being eligible, be re-elected as a director of the Company.'
- 3 'That Ian Gillespie who retires by rotation under rule 16.1 of the Company's constitution, and being eligible, be re-elected as a director of the Company.'

Dated 17 October 2008

By order of the board

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Stephen Mackay  
Company secretary

## Notes

- (a) A member who is entitled to attend and cast a vote at the meeting is entitled to appoint a proxy.
- (b) The proxy need not be a member of the Company. A member who is 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.
- (c) If you wish to appoint a proxy and are entitled to do so, then complete and return the attached proxy form.
- (d) A corporation may elect to appoint a representative in accordance with the *Corporations Act 2001* (Cth) in which case the Company will require written proof of the representative's appointment which must be lodged with or presented to the Company before the meeting.
- (e) If you have any queries on how to cast your votes call Stephen Mackay on 07 3018 4888 during business hours.

## Voting exclusions

The Company will disregard any votes cast on resolution 1 by:

- (a) a director; and
- (b) an associate of a director,

however the Company need not disregard a vote if:

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

## Indigo Pacific Capital Limited ACN 108 019 263

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### Introduction

This is an important document that needs your immediate attention.

Please read the following Explanatory Memorandum and accompanying information carefully.

It is important that you either attend the meeting personally or complete and lodge the Proxy Form attached to the Notice of Meeting.

If you do not understand this Explanatory Memorandum or are in any doubt about the action to be taken, you should consult your solicitor, accountant, investment advisor or other professional advisor immediately.

This Explanatory Memorandum has been prepared to assist Shareholders with their consideration of the resolutions to be put to the Annual General Meeting to be held on 26 November 2008 as set out in the accompanying Notice, and should be read with, and forms part of, the accompanying Notice.

This Explanatory Memorandum is required pursuant to various regulatory and ASX requirements.

### Important Dates:

Last date for receipt of Proxy Forms:	10.00am 24 November 2008
Date for establishing voting entitlements	25 November 2008
Meeting of Shareholders	10.00am 26 November 2008

Apart from the date of the AGM, the above dates are indicative only and may need to vary by changed circumstances not foreseen at this time. The Board reserves the right to vary the dates either by shortening or extending the dates, subject to the Act and the Listing Rules.

Any changes to the timetable will be notified to Shareholders.

# Ordinary Business

## Financial statements and reports

- 1 The *Corporations Act 2001* (Cth) (**Corporations Act**) requires that the report of the directors, the auditor's report and the financial report be laid before the annual general meeting. In addition the Company's constitution provides for these reports to be received and considered at the meeting.
- 2 Apart from the matters involving remuneration which are required to be voted upon, neither the Corporations Act nor the Company's constitution requires a vote of shareholders at the annual general meeting on the financial statements and reports. However shareholders will be given reasonable opportunity at the meeting to raise questions with respect to these reports.
- 3 Shareholders may also submit written questions to the Company's auditor KPMG if the question is relevant to the content of the audit report, or the conduct of its audit of Indigo Pacific Capital Limited's annual report for the year ended 30 June 2008. Relevant written questions for the auditor must be delivered to the Company by 5pm, 19 November 2008.

## Resolution 1: Directors' remuneration report

- 4 Section 250R(2) of the Corporations Act requires that the section of the directors' report dealing with the remuneration of directors, the secretary and up to five senior executives (**remuneration report**) be put to shareholders for adoption.
- 5 The resolution of shareholders is **not binding** on the Company.
- 6 The remuneration report is set out on pages 9 and 10 of the Indigo Pacific Capital annual report. It is also available on the Indigo Pacific Capital internet site <http://www.indipac.com.au/announcements>. The report:
  - (a) explains the board's policies in relation to the nature and level of remuneration paid to directors, secretaries and senior executives within the Indigo Pacific Capital group;
  - (b) discusses the link between the board's policies and Indigo Pacific Capital's performance;
  - (c) sets out the remuneration details for each director and for each member of Indigo Pacific Capital's senior executive management team; and
  - (d) makes clear that the basis for remunerating non-executive directors is distinct from the basis for remunerating executives, including executive directors.
- 7 A reasonable opportunity will be provided for discussion of the remuneration report at the meeting.

## Resolutions 2 and 3: Re-election of directors

- 8 Pursuant to rule 16.1 of the Company's Constitution, at every AGM, one third of the Directors must retire from office (other than the managing director). A retiring Director under this rule is eligible for re-election. A Director must retire from office at the conclusion of the third AGM after which the Director was elected or re-elected.

**Lawrence Truce, Director, B Eng, G Dip.Arch, FAICD, MIE Aust, ARAIA**

- 9 Lawrence Truce, a Director of the Company is subject to this rule and offers himself for re-election.
- 10 Mr Truce is Executive Chairman of the Indigo Private Group and holds the rare combination of qualifications and professional registration in both architecture and civil/structural engineering. Lawrence has also completed formal studies in business and company directorship and is a fellow of the Australian Institute of Company Directors. Under his direction his previous consultancy practice was recipient of the 'Australian Small Business Award' for total quality management and the prestigious Australian Quality Award.
- 11 His diverse management and business skills coupled with his entrepreneurial focus on converting opportunity to reality provide Indigo Pacific Capital Limited with its drive, flexibility and vision for the future.

**The directors recommend you vote for this resolution.**

**Ian Gillespie, Director, B.A. DipLaws(BAB) MAICD FCEOI**

- 12 Ian Gillespie, a Director of the Company is subject to this rule and offers himself for re-election.
- 13 Mr Gillespie has 20 years experience in business leadership roles as chief executive or general manager in a broad range of industries in Australia and internationally.
- 14 He has served on a number of boards in Australia and overseas, including public, private and start up companies. He has a successful track record in business turnarounds and profitable mergers, acquisitions and divestments, and brings 10 years experience in industrial relations and corporate law. Mr Gillespie's wide experience in business analysis and strategy is enormously valuable in the further expansion of Indigo Pacific and its growth outlook.

**The directors recommend you vote for this resolution.**

# Glossary of terms

In the attached Notice of Meeting and Explanatory Memorandum the following words and expressions have the following meanings:

<b>Term</b>	<b>Definition</b>
<b>Act and Corporations Act</b>	means the <i>Corporations Act 2001</i> (Cth).
<b>AGM</b>	means the Annual General Meeting of the Company to be held on 26 November 2008.
<b>ASIC</b>	means the Australian Securities and Investments Commission.
<b>ASX</b>	means ASX Limited.
<b>Auditor</b>	means the auditor of the Company, being KPMG.
<b>Auditor's Report</b>	means the report prepared by the Auditor to be considered at the AGM.
<b>Board</b>	means the board of directors of the Company.
<b>Chairman</b>	means the Chairman of the Company as approved from time to time and includes an acting Chairman.
<b>Company and Indigo Pacific Capital</b>	means Indigo Pacific Capital Limited ACN 108 019 263.
<b>Directors</b>	means the directors of the Company from time to time.
<b>Explanatory Memorandum</b>	means this Explanatory Memorandum.
<b>Listing Rules</b>	means the official listing rules of the ASX.
<b>Notice and AGM Notice</b>	means the Notice of AGM which accompanies this Explanatory Memorandum.
<b>Share</b>	means a share in the capital of the Company, the terms of which are contained in the constitution of the Company.
<b>Shareholders</b>	means the holders of the Shares in the Company from time to time.

# Proxy form

## Section 1: Name and address of member

**#Alternative 1:** If the forms are to be issued with individual member details pre-printed by the Company or share registry leave this space for that purpose.

Mark this box with 'X' if you have made any changes to your address details (see overleaf).

**#Alternative 2:** If the forms are not pre-printed, use the following.

**Full name** \_\_\_\_\_

**Address** \_\_\_\_\_

## Section 2: Appointment of proxy

I, being a member of the Company and entitled to attend and vote appoint

the Chairman of the meeting (mark with an 'X') **OR**  Write here the full name of the person or body corporate you are appointing if this person is **someone other than** the Chairman of the meeting.

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the meeting, as my proxy to attend, to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit), and to act generally on my behalf, at the annual general meeting of the Company to be held at:

<b>Location</b>	Bowman Room, Level 1, 320 Adelaide Street, Brisbane Qld 4000
<b>Date</b>	26 November 2008
<b>Time</b>	10.00 am Brisbane time

and at any adjournment of that meeting.

## Section 3: Voting instructions

Voting directions to proxy – please mark  to indicate your directions.

- Resolution 1. Director's remuneration report
- Resolution 2. Re-election of Lawrence Truce
- Resolution 3. Re-election of Ian Gillespie

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

**If you do not wish to direct the Chairman as your proxy to vote, please place a mark in this box.**

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

The Chairman intends to vote all undirected proxies in favour of the resolutions being passed.

## Section 4: Signing by member

This section **must** be signed in accordance with the instructions overleaf to enable your directions to be implemented.

<b>Individual or Member 1</b>	<b>Member 2 (if joint holding)</b>	<b>Member 3 (if joint holding)</b>
<input type="text"/>	<input type="text"/>	<input type="text"/>
<b>Sole Director and Sole Secretary</b>	<b>Director/Company Secretary</b> (delete one)	<b>Director</b>

Please provide the information below in case we need to contact you.

**Contact name** \_\_\_\_\_ **Contact day time telephone** \_\_\_\_\_ **Date** \_\_\_\_/\_\_\_\_/\_\_\_\_

# Instructions for completion of proxy form

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## Section 1: Name and address of member

**#Alternative 1:** If forms are to be pre-printed by the Company or share registry, and this space is left blank for that purpose, insert the following.

- 1 This is your address as it appears in the register of members of the Company. If this information is incorrect, please mark the box and make the correction on the form. Members sponsored by a broker (in which case your reference number will commence with an 'x') should advise their broker of any changes. **Please note you cannot change the ownership of your shares using this form.**

**#Alternative 2:** If the member is to complete their own name and address, insert the following.

- 2 Insert your name and address. If it is a joint holding, insert details of all holders.

## Section 2: Appointment of proxy

- 3 If you wish to appoint the Chairman of the meeting as your proxy, mark the box. If the person or body corporate you wish to appoint as your proxy is someone other than the Chairman of the meeting, write the full name of that person or body corporate in the space provided. A proxy may be an individual or a body corporate. 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 member of the Company.
- 4 If you are entitled to cast two or more votes at the general meeting, you are entitled to appoint 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. Alternatively you may copy this form.
- 5 To appoint a second proxy:
- (a) on each of the first proxy form and 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 one half of your votes, and fractions of votes will be disregarded); and
  - (b) return both forms in the same envelope.

## Section 3: Voting instructions

- 6 You may direct your proxy how to vote on an item of business by placing a mark in one of the three boxes opposite that item of business. All of your shares will be voted in accordance with your direction unless you indicate a proportion of voting rights 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 a given item, your proxy may decide whether or how to vote on that item. If you mark more than one box on an item, your vote on that item will be invalid.

## Section 4: Signing by member

- 7 You must sign this form as follows in the spaces provided:

<b>Individual</b>	Where the holding is in one name, the member must sign.
<b>Joint holding</b>	Where the holding is in more than one name, all of the members must sign.
<b>Power of Attorney</b>	To sign under power of attorney, either the power of attorney must have already been lodged with the Company's share registry for notation or the original (or a certified copy) of the power of attorney must accompany this document.

<b>Companies</b>	<p>In the following cases, subject to the Company's constitution, the following person must sign:</p> <p>(a) <b>Australian proprietary company</b> with a <b>sole director</b> who is <b>also the sole company secretary</b> - that person must sign;</p> <p>(b) <b>Australian proprietary company</b> with a <b>sole director and no company secretary</b> - that person must sign;</p> <p>(c) <b>other Australian companies</b> - two directors, or one director and one company secretary must sign; and</p> <p>(d) <b>foreign company</b> - in accordance with the laws of the jurisdiction of incorporation and constituent documents.</p>
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### Section 5: Lodging of proxy

8 This proxy form (and the original or a certified copy of any power of attorney under which it is signed) must be received by the Company not later than close of business on the date set out below, by mail, hand delivery, or facsimile.

<b>Last time and date for lodgement</b>	10.00am Brisbane time 24 November 2008*
<b>By mail**</b>	GPO Box 2456, Brisbane QLD 4001
<b>By delivery</b>	Level 12, 300 Queen Street, Brisbane QLD 4000
<b>By facsimile</b>	07 3229 5796

\* Any proxy form received after that time will not be valid.

\*\* Using the enclosed reply paid envelope.