



## NOTICE OF GENERAL MEETING

Notice is hereby given that a General Meeting of the members of Intermoco Limited ACN 006 908 701 (“Intermoco” or “Company”) will be held at **Crown Promenade Hotel, 8 Whiteman Street, Southbank, Victoria at 10.00 am on 29 July 2011.**

---

### BUSINESS

#### 1 CONSOLIDATION OF CAPITAL

To consider and, if thought fit, to pass the following as a special resolution:

*“That pursuant to Section 254H of the Corporations Act and clause 29 of the Constitution, and for all other purposes, the issued capital of the Company be consolidated on the basis that every twenty (20) ordinary fully paid shares (**Shares**) be consolidated into one (1) share, and where this consolidation results in a shareholder holding a fraction of a Share, the Directors be authorised to round that holding up to the nearest whole Share.”*

#### Short explanation

Under the Corporations Act the Company is able to consolidate its share capital subject to shareholder approval by way of a special resolution being a majority in favour of at least 75% of votes cast. The Company seeks shareholder approval to consolidate its capital on the terms set out in paragraph 1 of the Explanatory Memorandum.

#### 2 RATIFICATION OF ISSUE OF SECURITIES

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

*“That pursuant to ASX Listing Rule 7.4, the Company approves and ratifies the issue and allotment of the fully paid shares to the entities described in Table 2 of the Explanatory Memorandum.”*

#### Short Explanation

Intermoco has issued a number of Shares to the entities described in Table 2 of the Explanatory Memorandum, on the date set out in that table. Funds raised have been used for the purposes set out in the Explanatory Memorandum.

The Board of Intermoco is allowed to issue up to 15% of its issued capital without Shareholder approval each 12 months. The Shares described above were issued without Shareholder approval and were within this limit. Under the Listing Rules, Intermoco can seek Shareholder ratification of an issue made within the 15% limit, and, if given, the effect of the ratification is to deem that the Shares issues were issued with Shareholder approval, meaning that, from the date of the

For personal use only

approval, the Board is again able to issue up to a further 15% of the issued capital without Shareholder approval.

The purpose of this resolution is to seek this ratification.

Further details of both resolutions are set out in the attached Explanatory Memorandum.

**Voting Exclusion Statement**

The Company will disregard any votes cast on this resolution by the entities described in paragraph 2.1 of the Explanatory Memorandum or any associates of those entities.

However, the Company need 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 a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides (and the acknowledgment box on the proxy form in relation to this resolution is marked).

By order of the Board:



Company secretary  
28 June 2011

For personal use only

---

## NOTES

1. A member entitled to attend and vote at the General Meeting is entitled to appoint not more than two proxies to vote instead of the member. A proxy may be a person or a company.
2. 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. If the member appoints two proxies and the appointment does not specify the proportion or number of the member's votes each proxy may exercise, each proxy may exercise one half of the member's votes.
3. A proxy need not be a member of the Company.
4. The proxy form must be signed by the member or the member's attorney. Proxies given by corporations must be executed under seal or signed under the hand of a duly authorised officer or attorney.
5. To be valid, the enclosed proxy form and the power of attorney or other authority (if any) under which it is signed (or a certified copy of it) must be lodged at the registered office of the Company or with the share registry of the Company:
  - a) at the offices of Computershare Investor Services Pty Limited, by hand delivery to Yarra Falls, 452 Johnston Street, Abbotsford VIC 3067, by mail to GPO Box 242, Melbourne VIC 3067, or on fax number 1800 783 447 (within Australia), +61 3 9473 2555 (outside Australia);
  - b) Custodian voting - For Intermediary Online subscribers only (custodians) please visit [www.intermediaryonline.com](http://www.intermediaryonline.com) to submit your voting intentions; or
  - c) at the registered office of the Company, 19 Shierlaw Avenue Canterbury VIC 3126 or on fax number (03) 9914 7699.not later than 48 hours before the time for commencement of the meeting.
6. A person may attend the meeting under an appointment of corporate representative pursuant to section 250D of the Corporations Act (including as representative of a corporate proxy) or Power of Attorney only if a copy of that appointment or Power of Attorney is provided to the share registrars of the Company before the meeting. Documents can be provided by post or facsimile as follows:
  - a) at the offices of Computershare Investor Services Pty Limited, Yarra Falls, 452 Johnston Street, Abbotsford VIC 3067, or on fax number 1800 783 447 (within Australia), +61 3 9473 2555; or
  - b) at the registered office of the Company, 19 Shierlaw Avenue Canterbury VIC 3126 or on fax number (03) 9914 7699
7. The Directors have determined that, for the purpose of voting at the meeting, Shares will be taken to be held by the registered holders at 7.00pm on **27 July 2011**.

## EXPLANATORY MEMORANDUM

---

### INTRODUCTION

The following information provides a detailed explanation on resolutions 1 and 2 as set out in the Notice of Meeting.

#### 1.1 Summary of proposal

The Company currently has on issue 2,475,737,737 ordinary fully paid shares (**Shares**), and no options.

The directors consider that it is appropriate at this point in time to rationalise the number of shares the Company will have on issue by consolidating the share capital of the Company on a 1 for 20 basis. The number of issued shares at present is considered to be greatly excessive for a company of Intermoco's size.

If the consolidation of capital proceeds, the number of shares on issue will be 123,786,887, subject to rounding discussed below.

Current holding statements for shares in the Company will be replaced by new holding statements showing the number of Shares you hold post the consolidation.

The Corporations Act allows a consolidation of share capital provided shareholders agree by special resolution. A special resolution requires at least 75% of votes cast at the meeting to be in favour for the resolution to be carried.

#### 1.2 Fractional entitlements

The Directors have decided that where a shareholder's holding of Shares is not divisible by 20, and a fractional holding is left following the consolidation, that holding will be rounded up to the nearest whole number.

#### 1.3 Effect of consolidation

The effect of consolidation will be to reduce the number of Shares on issue to 123,786,887 subject to rounding. The consolidation is not a reduction in capital and therefore there should be no impact on the value of individual shareholdings as a result of the consolidation, because each shareholder will still hold the same percentage interest in the Company as they held previously.

As Intermoco is listed on ASX, the market price of Shares is of course impacted by a number of factors, meaning that, over time, the Share price may increase or decrease, and Directors can give no guarantees concerning the Share price.

#### 1.4 Timetable for consolidation

An indicative timetable for the consolidation process is as follows:

**Table 1**

<b>Event</b>	<b>Date</b>
General meeting to approve consolidation	29 July 2011
Notification to ASX of results of meeting	29 July 2011
Last day for trading in pre-reorganised securities	2 August 2011
Deferred trading of Shares commences	3 August 2011
Last day to register transfers on a deferred settlement basis	9 August 2011
First day for Company to send notice to shareholders of change of holdings as a result of reorganisation	10 August 2011
First day for Company to register Shares on a post reorganisation basis	
Issue of holding statements and despatch date	16 August 2011
Deferred trading of shares ends	
Last day for Shares to be entered into shareholders holdings and for despatch of notice to each shareholder	

## 2 RESOLUTION 2 – RATIFICATION OF ISSUE OF SECURITIES

### 2.1 Summary of proposal

As announced to the market, the Company has issued the following Shares to the following entities on 10 January 2011 (“**Placement**”).

**Table 2**

<b>Placee</b>	<b>Amount (\$)</b>	<b>No of Shares</b>
Eyeon Investments Pty Ltd	100,000	20,000,000
Citywest Corp Pty Ltd	300,000	60,000,000
Supermax Pty Ltd	200,000	40,000,000
Rock Assets Pty Ltd	25,000	5,000,000
NLG Dental Pty Ltd	100,000	20,000,000
Delta Automotive Machining Services Pty Ltd	50,000	10,000,000
Maugra Nominees Pty Ltd	50,000	10,000,000
KPC No 1 Pty Ltd	100,000	20,000,000
Clients of Bell Potter Securities Limited	250,000	20,000,000
Clients of Alpha Securities Limited	175,000	35,000,000
Macquarie Micro Caps Fund	100,000	50,000,000
<b>Total</b>	<b>1,450,000</b>	<b>290,000,000</b>

## **2.2 Purposes of Placement**

Funds raised from the Shares issued under Table 2 were used to repay a convertible note. Shareholders should refer to the announcements made to ASX on 10 January 2011 concerning the Placement for further information.

## **2.3 Listing Rule requirements for resolution 3**

### **(a) ASX Listing Rule 7.4**

Listing Rule 7.4 enables the Company to ratify an issue of Shares made without prior Shareholder approval under Listing Rule 7.1 if:

- (i) the issue of Shares did not breach Listing Rule 7.1; and
- (ii) Shareholders subsequently approve the issue of those Shares by the Company.

In general terms, Listing Rule 7.1 allows the Company to issue up to 15% of its issued capital without the need for approval from Shareholders, with some exceptions. The issue of the Shares set out in Table 2 were not in breach of Listing Rule 7.1.

The Directors seek approval and ratification from Shareholders pursuant to Listing Rule 7.4 for the issue of the Shares set out in Table 2.

**(b) ASX Listing Rule 7.5**

ASX Listing Rule 7.5 lists information which must be contained in the Notice of General Meeting and Explanatory Memorandum where Shareholders will consider a resolution pursuant to ASX Listing Rule 7.4. This information is set out below:

- (i) The number of securities allotted:* See Table 2.
- (ii) The issue price of the securities:* See Table 2.
- (iii) The names of the allottees:* See Table 2.
- (iv) The terms of the securities:* The Shares are fully paid ordinary shares in the Company and rank pari passu with other fully paid ordinary shares on issue.
- (v) The use or intended use of the funds raised:* see paragraph 2.2.
- (vi) A voting exclusion statement:* This information is set out in the Notice of Meeting.

## Lodge your vote:



### By Mail:

Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia

Alternatively you can fax your form to  
(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only  
(custodians) [www.intermediaryonline.com](http://www.intermediaryonline.com)

### For all enquiries call:

(within Australia) 1300 850 505  
(outside Australia) +61 3 9415 4000

000001 000 INT  
MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

## Proxy Form

For your vote to be effective it must be received by 10:00 am Wednesday 27th July 2011

### How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

#### Appointment of Proxy

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

### Signing Instructions

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

### Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the information tab, "Downloadable Forms".

**Comments & Questions:** If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**Turn over to complete the form** →



View your securityholder information, 24 hours a day, 7 days a week:

**[www.investorcentre.com](http://www.investorcentre.com)**

- Review your securityholding
- Update your securityholding

**Your secure access information is:**

**SRN/HIN: I999999999**



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

## Proxy Form

Please mark  to indicate your directions

### STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Intermoco Limited hereby appoint

the Chairman of the meeting OR

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate 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 General Meeting of Intermoco Limited to be held at Crown Promenade Hotel, 8 Whiteman Street, Southbank, Victoria on 29th July 2011 at 10:00 am and at any adjournment of that meeting.

### STEP 2 Items of Business

**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
Item 1 Consolidation of Capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2 Ratification of Issue of Securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

### SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name \_\_\_\_\_

Contact Daytime Telephone \_\_\_\_\_

Date / /

INT

999999A