

**Kresta**

**Kresta Holdings Limited**

A.B.N. 26 008 675 803

389 Victoria Road  
MALAGA WA 6090

PO Box 3036  
MALAGA DC WA 6945

Telephone: (08) 9249 0781  
Facsimile: (08) 9249 7923

29<sup>th</sup> September 2009

The Manager  
Company Announcements Office  
Australian Securities Exchange

Dear Sir,

**NOTICE OF ANNUAL GENERAL MEETING**

Notice of Meeting together with the Proxy form in relation to the 2009 Annual General Meeting of Kresta Holdings Limited to be held on Monday, 2<sup>nd</sup> November 2009 is enclosed.

Yours faithfully



THYE TAN  
COMPANY SECRETARY

enc

# Kresta

Kresta Holdings Limited A.C.N 008 675 803  
Notice of Annual General Meeting  
Monday 2 November 2009

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**Kresta Holdings Limited**  
**A.C.N 008 675 803**

**NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the Annual General Meeting of the members of Kresta Holdings Limited ("Company") will be held at 380 Victoria Road, Malaga, Perth, WA 6945 at 2.00pm on Monday 2 November 2009.

**BUSINESS**

**Directors' and Financial Reports**

To receive and consider the annual financial report of the Company and the reports of the directors and auditors for the financial year ended 30 June 2009.

**1. Adoption of Remuneration Report**

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

*"That the remuneration report forming part of the Company's 2009 Annual Report, which accompanied the notice convening this meeting, be adopted."*

**2. Appointment of Director**

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

*"That Mr Peter Hatfull, having been appointed as a director to fill a casual vacancy and having retired in accordance with the Company's Constitution, be re-elected a director of the Company."*

**3. Re-election of Director**

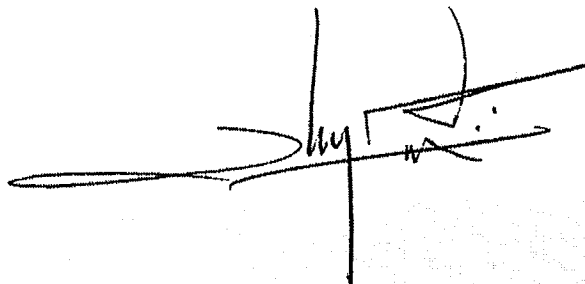
To consider and, if thought fit, to pass the following as an ordinary resolution:

*"To re-elect as a Director Mr Trent Josiah Bartlett who retires by rotation in accordance with the Company's Constitution and, being eligible, offers himself for re-election"*

**General Business**

To transact any other business which may be lawfully brought forward.

By Order of the Board



Thye Tan  
Company Secretary  
Dated 25 September 2009

## PROXIES

In accordance with Section 249L of the Corporations Act 2001, members are advised:

- (a) each member has a right to appoint a proxy;
- (b) the proxy need not be a member of the Company;
- (c) 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 appointed is allowed to exercise.

In accordance with Section 250BA of the Corporations Act 2001, the Company specifies the following for the purposes of receipt of any proxy appointments:

Registered Office: 389 Victoria Road  
Malaga, Western Australia

Facsimile No.: (+61 8) 9249 7923

Postal Address: P.O. Box 3036  
Malaga DC  
Western Australia 6945

Each shareholder entitled to vote at the Annual General Meeting has the right to appoint a proxy to vote on each particular resolution. The shareholder may specify the way in which the appointed proxy is to vote at its discretion. The instrument appointing the proxy must be received by the Company as provided in its Constitution no later than 48 hours prior to the time of the commencement of the meeting. This proxy form may be sent by facsimile transmission to the number shown on the proxy form.

In accordance with regulation 7.11.38 of the Corporations Act Regulations, the Company determines that Shares held as at 5.00 pm on 30 October 2009 will be taken, for the purposes of the Annual General Meeting, to be held by the persons who held them at that time.

# EXPLANATORY MEMORANDUM TO SHAREHOLDERS TO ACCOMPANY NOTICE OF ANNUAL GENERAL MEETING

## INTRODUCTION

This Explanatory Memorandum forms part of a Notice convening the Annual General Meeting of the Company to be held on 2 November 2009 and has been prepared to assist shareholders in understanding the background to the business to be transacted at the AGM.

## ANNUAL FINANCIAL REPORT

The financial report of the Company for the year ended 30 June 2009 (including the financial statements, directors' reports and auditors' report) was included in the 2009 Annual Report, which was distributed to Shareholders along with the Notice of Meeting.

Time will be allowed during the AGM for consideration by Shareholders of the financial report and the associated director's and auditors' reports.

## RESOLUTIONS

### Resolution One

The Remuneration Report is contained in the Directors' Report section of the 2009 Annual Financial Report.

The Remuneration Report describes the underlying policies and structure of the remuneration arrangements of the Company and sets out the remuneration arrangements in place for Directors and senior executives.

The Corporations Act requires that a resolution to adopt the Remuneration Report be put to a vote of shareholders. However, shareholders should note that the vote on the resolution is advisory only and does not bind the Company or the directors.

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

### Resolution Two

Seeks shareholder approval for the re-election of Mr Peter Hatfull as a director of the Company in accordance with the Constitution of the Company.

## PROFILE

### Mr Peter Hatfull ACA, MAICD

Mr Peter Hatfull joined the board as a non-executive director on 14 July 2009. He is a Chartered Accountant with over 30 years' experience in a range of senior executive positions with Australian and international companies. He has an extensive skill-set with listed companies in the areas of corporate governance, business optimization, capital raising and company restructuring. Mr Peter Hatfull is currently a director of mining services company Barmenco Pty Ltd and is a corporate advisor of and director of a range of private companies.

### Resolution Three

Seeks shareholder approval for the re-election of Mr Trent Josiah Bartlett as a director of the company in accordance with the Listing Rules and the Constitution of the Company.

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## FORM OF PROXY

The Company Secretary  
Kresta Holdings Limited  
PO Box 3036  
Malaga DC  
Western Australia 6945

I/We \_\_\_\_\_  
of \_\_\_\_\_  
being a member(s) of KRESTA HOLDINGS LIMITED hereby appoint \_\_\_\_\_  
of \_\_\_\_\_  
or, in his/her absence \_\_\_\_\_  
of \_\_\_\_\_

as my/our proxy to vote for me/us on my/our behalf at the Meeting to be held on the Monday 2 November 2009 and at any adjournment of that meeting or, if no person is named, the Chairman of the Meeting or the Chairman's nominee, to vote in accordance with the following directions or, if no directions have been given, as the proxy sees fit at the Meeting and at any adjournment thereof. If no directions are given, the Chairman will vote in favour of each resolution.

If you do not wish to direct your proxy how to vote, please place a mark in the box

☐

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

I/We desire to vote on the resolutions as indicated below:

Please indicate with an X how you wish your vote to be cast. Unless otherwise instructed, the proxy may vote as he/she thinks fit.

The resolutions are numbered  
as in the notice of meeting

Resolution No.	1	2	3
FOR			
AGAINST			

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2009

Signature(s) of member(s)


(Proxies must be received by the company not less than forty-eight hours before the time appointed for the holding of the meeting.)(Proxies can be received by the company at either PO Box 3036, Malaga DC, WA 6945 or by facsimile at (08) 9249 7923) or email to nnorman@khl.com.au.