

Kresta

Kresta Holdings Limited

ABN 008 675 803

Notice of Annual General Meeting 2011

A PROXY FORM IS ENCLOSED

Please read the Notice and Explanatory Memorandum carefully.

If you are unable to attend the Annual General Meeting, please complete and return the enclosed Proxy Form in accordance with the specified directions.

Kresta Holdings Limited

ABN 26 008 675 803

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2011 Annual General Meeting of the members of Kresta Holdings Limited (“**Company**”) will be held at 380 Victoria Road, Malaga, Perth, WA 6090 at 11.30am Western Standard Time (“**WST**”) on Wednesday 23rd November 2011.

BUSINESS

RESOLUTIONS

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 2011.

1. Adoption of Remuneration Report

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

“That the remuneration report forming part of the Company’s 2011 Annual Report, which accompanied the notice convening this meeting, be adopted.”

Voting exclusion: A vote on this Resolution I must not be cast (in any capacity) by or on behalf of either a member of the Key Management Personnel*, details of whose remuneration are included in the Remuneration Report or their closely related parties (which includes their spouse, child, dependent, other family members and any controlled company).

In accordance with the Corporations Act 2001 (Cth) (“**Corporations Act**”) the vote on this resolution is advisory only and does not bind the directors or the Company.

Recent amendments to the Corporations Act set out that if at two consecutive annual general meetings, 25% or more of votes cast are voted against the adoption of the remuneration report then shareholders will be required to vote at the second of those annual general meetings on a resolution (“spill resolution”) that another meeting be held within 90 days at which all of the company’s directors (other than the Managing Director) must apply for re-election. For further information, please refer to the Explanatory Memorandum.

* defined in the Proxy Form

2. Appointment of Mr Kevin John Eley as a Director

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

“That for the purposes of Listing Rule 14.4 and clause 3.3 of the Company’s constitution (“**Constitution**”) and for all other purposes, Mr Kevin John Eley, having been appointed as a director to fill a casual vacancy and having retired in accordance with the Constitution, be elected a director of the Company.”

3. Appointment of Mr Jonathan Edward Huston as a Director
<p>To consider and, if thought fit, to pass the following as an ordinary resolution:</p> <p>“That for the purposes of Listing Rule 14.4 and clause 3.3 of the Constitution and for all other purposes, Mr Jonathan Edward Huston, having been appointed as a director to fill a casual vacancy and having retired in accordance with the Constitution, be elected a director of the Company.”</p>
4. Re-election of Mr Trent Josiah Bartlett as a Director
<p>To consider and, if thought fit, to pass the following as an ordinary resolution:</p> <p>“That for the purposes of Listing Rule 14.4 and clause 3.6 of the Constitution and for all other purposes, Mr Trent Josiah Bartlett, who retires by rotation in accordance with the Constitution and, being eligible, offers himself for election, be re-elected as a director of the Company.”</p>
5. Approval of Financial Assistance and the Taking of Security for the Purposes of Sections 260C(4) and 259B(2) of the Corporations Act with respect to the Scheme
<p>To consider and, if thought fit, to pass the following as an ordinary resolution:</p> <p>“That for the purposes of section 260C(4) and section 259B(2) of the Corporations Act and for all other purposes, approval be given to the operation of the “Kresta Holdings Limited Long-Term Incentive Scheme” (“Scheme”) to allow the granting of financial assistance by the Company by way of loan to enable employees of the Company, including salaried directors, to accept offers made to them under the Scheme to purchase fully paid ordinary shares in the Company (“Scheme Shares”) and to allow the Company to obtain security over the Scheme Shares as security for such loans on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Annual General Meeting.”</p> <p>A full copy of the Scheme will be sent to shareholders of the Company on request.</p>
6. Approval of Scheme Pursuant to Listing Rule 7.2, Exception 9
<p>To consider and if thought fit, pass the following as an ordinary resolution:</p> <p>“Subject to the passing of Resolution 5, that, pursuant to and in accordance with Listing Rule 7.2, Exception 9 and for all other purposes, the Company approves the issue of Scheme Shares under the Scheme as referred to in the Explanatory Memorandum”.</p> <div style="border: 1px solid black; padding: 10px; margin-top: 10px;"> <p><i>The Company will disregard any votes cast on Resolution 6 by a director of the Company (except one who is ineligible to participate in any employee incentive scheme) and any person associated with those persons. 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 proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.</i></p> </div>

GENERAL BUSINESS

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

By Order of the Board

John Molloy
Chairman

Dated: 18 October 2011

PROXIES

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

- (a) each member has a right to appoint a proxy;
- (b) the proxy need not be a member of the Company; and
- (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.

How to exercise your right to vote

All holders of ordinary shares (“**Shares**”) appearing on the Company’s share register at 5pm (WST) on Monday 21 November 2011 are entitled to attend and vote at the meeting.

Jointly held Shares

If your Shares are jointly held, only one of the joint holders is entitled to vote. If more than one holder votes in respect of jointly held Shares, only the vote of the holder whose name appears first on the register will be counted. You need not exercise all of your votes in the same way, nor need you cast all of your votes.

Voting by proxy

If you cannot attend, you may appoint a proxy to attend and vote for you. A proxy does not have to be a shareholder of the Company.

To ensure that all shareholders can exercise their right to vote on each proposed resolution, a Company proxy form is enclosed with this notice of annual general meeting together with a reply paid envelope.

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

Registered Office:	380 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 before the time of the meeting, that is, 11.30am (WST) on Monday 21 November 2011. 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 Regulations 2001 (Cth), the Company determines that shares in the Company (“**Shares**”) held as at 5.00 pm (WST) on Monday 21 November 2011 will be taken, for the purposes of the annual general meeting, to be held by the persons who held them at that time.

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, all of the shareholders should sign.
Power of Attorney:	to sign under Power of Attorney, you must have already lodged this document with the Company's share 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) 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.

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 (“AGM”) of the Company to be held at 11.30am (WST) on Wednesday 23 November 2011 and has been prepared to assist shareholders of the Company (“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 2011 (including the financial statements, directors’ reports and auditors’ report) was included in the 2011 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 1 – Adoption of Remuneration Report

The Remuneration Report is contained in the Directors’ Report section of the 2011 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.

In accordance with Division 9 of Part 2G.2 of the Corporations Act, if at two consecutive AGMs, 25% or more of votes that are cast are voted against the adoption of the remuneration report, shareholders will then be required to vote at the second of those AGMs on a resolution (a “spill resolution”) that another meeting be held within 90 days at which all of the company’s directors (other than the Managing Director) must apply for re-election.

Division 9 of Part 2G.2 was recently inserted into the Corporations Act by the Corporations Amendment (Improving Accountability on Director and Executive Remuneration) Act 2011.

The Company encourages all Shareholders to cast their votes on Resolution 1.

Any undirected proxies held by the Chairman of the AGM, other directors or other key management personnel or any of their closely related parties will not be permitted to vote on Resolution 1. Accordingly, if you appoint the Chairman of the AGM as your proxy, you should direct him how to vote on Resolution 1 if you want your Shares to be voted on that item of business.

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

Resolution 2 – Appointment of Mr Kevin John Eley as a Director

Resolution 2 seeks Shareholder approval for the appointment of Mr Kevin John Eley as a director of the Company in accordance with clause 3.3 of the Constitution.

PROFILE

Mr Kevin John Eley, CA F Fin

Mr Eley is a resident of Sydney, Australia, and has extensive capital markets, finance and business experience. He is the recently retired Chief Executive Officer of HGL Limited (“HGL”) (ASX: HNG), a position he held for the past 25 years. He remains a director and substantial shareholder of that company. HGL is a supplier of branded products into niche markets, has 430 employees and a turnover of ~ A\$170M annually (Reported profit \$17.4m for the year to September 2010).

In addition to being a director of HGL and its subsidiary companies, Mr Eley has held board positions with a number of public companies, including MMC Contrarian Limited (now ClearView Wealth Limited) where he became Chairman, Laubman and Pank Limited and Sabre Group Limited.

Mr Eley has also held senior executive positions within the financial sector in Australia, including:

- Citicorp Capital Markets, Vice President Corporate Advisory (1985-1986)
- Partnership Pacific, Manager Corporate Advisory (1982-1984)
- Ernst & Young, Manager Corporate Advisory

He graduated from the University of Natal, Durban, South Africa, is a Member of the Institute of Chartered Accountants in Australia (CA) and is also Fellow of the Securities Institute of Australia, now called FINSIA.

Resolution 3 – Appointment of Mr Jonathan Edward Huston as a Director

Resolution 3 seeks Shareholder approval for the appointment of Mr Jonathan Edward Huston as a director of the Company in accordance with clause 3.3 of the Constitution.

PROFILE

Mr Jonathan Edward Huston, BA(Mil) MBus

Mr Huston entered the Royal Military College, Duntroon, where he completed a BA in History and Politics. During his military career Jonathan was employed in the Australian Intelligence Corps, including overseas postings to Canada and the UK. In July 1995 Jonathan resigned from the army to take up the position of Executive Director of Development at Aquinas, a prestigious all male school in Western Australia.

In 1998 Jonathan was appointed Managing Director of WorldMark Pty Ltd (“WorldMark”), which trades as Tintacar® and Defensepak®. In 1999-2001 he successfully completed a A\$38m management buy-out of WorldMark and then Ming Australia, which is the southern hemisphere’s largest distributor and installer of window film and associated car care products.

In 2004 he acquired the Croissant Express chain, which operates 16 stores in WA and QLD. He remains a major shareholder of this business. Mr Huston also owned, and then subsequently sold, Parkside Towbars. Mr Huston is also a Board member of Community First International, a Not for Profit enterprise with extensive ‘Job Search Australia’ and Community Care contracts in the Perth South Metro and South West of WA.

Resolution 4 – Re-election of Mr Trent Josiah Bartlett as a Director

Resolution 4 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 clause 3.3 of the Constitution.

PROFILE

Mr Bartlett joined the Company as a non-executive director in 2003. He has had considerable retail experience in senior management roles with Coles Myer, Aherns and David Jones. Formerly he was the Chief Executive Officer of Capricorn Society Ltd for 10 years. He also serves as Chairman of the audit and risk committee of the Group.

Resolution 5 – Approval of Financial Assistance and the Taking of Security for the Purposes of Sections 260C(4) and 259B(2) of the Corporations Act with respect to the Scheme

Corporations Act Requirements

Resolutions 5 and 6 deal with the Scheme that the Company wishes to introduce in order to benefit its employees and hence the Shareholders.

Pursuant to section 260A of the Corporations Act, a company may financially assist persons to acquire shares in itself only if:

- a. giving the assistance does not materially prejudice:
 - i. the interests of the company or its shareholders; or
 - ii. the company's ability to pay its creditors; or
- b. the assistance is approved by shareholders under section 260B (that section also requires advance notice to ASIC); or
- c. the assistance is exempted under section 260C.

Under section 260C(4), the granting of assistance will not require shareholder approval if the assistance is made under an employee share scheme that has been previously approved by shareholders.

The Company wishes to approve the Scheme and permit the granting of financial assistance to employees by way of a loan to accept offers under the Scheme to purchase Shares. The Company also wishes to have the right to obtain security over any Shares that are acquired by employees using loans granted under the Scheme (“**Scheme Shares**”). Section 259B of the Corporations Act prevents a company from taking security over its shares unless this security is obtained pursuant to an employee share scheme that has been approved by shareholders.

The Company understands that the provision of interest-free loans to, or for the benefit of, employees pursuant to financial assistance to acquire Scheme Shares could attract fringe benefits tax. To avoid incurring this tax, the Scheme enables the Company to charge interest on the loans.

Sections 260C(4) and 259B(2) of the Corporations Act only apply with respect to shares that are issued under an “employee share scheme”. This is defined in section 9 of the Corporations Act to mean “a scheme under which shares (or units in shares) in the company or a holding company may be acquired:

- (a) by, or for the benefit of:
 - (i) employees of the company, or of a related body corporate; or
 - (ii) directors of the company, or of a related body corporate, who hold a salaried employment or office in the company or in the related body corporate”.

The Company therefore wishes to approve the Scheme under Resolution 5 to allow the giving of financial assistance, the taking of security over Scheme Shares and the charging of interest on loans (in accordance with the Scheme as summarised below).

SUMMARY OF TERMS OF THE SCHEME

The Scheme will operate on an ongoing basis subject to the requirements of the Corporations Act, the Listing Rules of ASX and ASIC Class Order 03/184. The following summarises the key elements of the Scheme that is expected to be approved by the board of directors prior to the AGM.

Offer

The Company will issue a written invitation to an eligible employee to participate in the Scheme. Each such invitation will contain:

- the number of Shares being offered to the employee;
- the issue price of each Share being offered;
- any conditions applicable to the Shares being offered;
- the time period within which the invitation may be accepted by the employee;
- an offer by the Company (or by a subsidiary) to make a Scheme loan (together with applicable terms and conditions) to the employee of such amount as will enable the employee to acquire the Scheme Shares; and
- contain such other matters as the directors may from time to time determine.

Eligibility

Eligible employees include full-time or part-time employees of the Company or a subsidiary of the Company and include a director who is a salaried employee, excluding a non-executive director. However, approval is not currently being sought for the Scheme to apply to directors of the Company. If at a later stage the Company wishes for the Scheme to apply to directors it will need to seek separate approval from Shareholders to comply with the Corporations Act and the Listing Rules of ASX.

Issue Price

The directors will determine the issue price of the Scheme Shares. It must be at market value or a value above market value. The issue price must not be less than the weighted average price of the Shares traded on ASX during the previous 5 business days.

Scheme Shares

If the offer is accepted then the Company will issue Scheme Shares to participants as fully paid Shares. The participants will have the same rights that apply to other Shares, including rights to dividends, participation in rights issues and bonus issues, and voting.

However, if there are conditions in the original offer to participate in the Scheme that have not been met (“**Original Offer**”), the following restrictions apply:

- elect to reinvest dividends on those Scheme Shares under the Company Dividend Reinvestment Plan;
- make voluntary repayments under any loan issued under the Scheme;
- request the release of any of the Scheme Shares from the lien granted to the Company; or
- accept a takeover offer other than in accordance with the terms of the Scheme.

All bonus shares issued in respect of the Scheme Shares and all Shares issued under the Company’s Dividend Reinvestment Plan will become Scheme Shares.

Loan and Security

An offer under the Scheme may include an offer to make a limited-recourse loan to the employee for the amount required to purchase the Scheme Shares. The Scheme Shares purchased through a loan, will be subject to the terms and conditions of the Scheme until the loan is repaid.

The Company shall have a lien over the Scheme Shares until the loan has been repaid. The Company may hold any share certificates of any Scheme Shares as security for repayment of the loan and may also apply a holding lock to prevent the transfer of any Scheme Shares until the loan is repaid. The directors may in their absolute discretion release any number of Scheme Shares from the lien held by the Company if all conditions of the Original Offer have been met. If this occurs then those Shares will cease to be Scheme Shares.

The employees' effective liability to repay the loan will be limited to the value of the Scheme Shares upon their sale.

Interest will be charged on the loan amount at a rate equal to the Company dividend rate. The participant in the Scheme will not be liable to pay interest in an amount that exceeds the then Company cash dividend in respect of the Scheme Shares. Aside from the interest, there will be no annual repayment obligations.

A participant, who has complied with all conditions in the Original Offer, may choose to reinvest any or all of the dividends payable in respect of its Scheme Shares, in this case the interest payable will capitalise and be added to the principal loan amount.

A participant may make voluntary repayments to any loan in multiples of \$10,000 unless there are any conditions in the Original Offer that have not been satisfied.

The loan shall be repayable in full on the first to occur of the following events:

- 6 months after the participant ceases to be an employee of the Company;
- 12 months after the event of death or permanent disability in respect of the participant; or
- the seventh anniversary of the loan.

Forfeiture and Buy-back

If the participant fails to repay the loan in full when required to do so the Company may, at its discretion, either buy back or sell the Scheme Shares on or off the market. The participant must comply with the Company's request.

The proceeds from the sale or buy back will be used towards satisfaction of any amounts outstanding under or in connection with the loan. Any remaining amount of the loan shall be forgiven by the Company.

If the conditions attaching to the Scheme were not satisfied then any excess amount will be kept by the Company except for refunding the participant any amounts paid towards the loan.

The Company will determine the price of the buy-back as being either the issue price or an amount not less than the average of the last sale prices quoted for the Company on ASX for the 20 consecutive business days proceeding the date of the buyback notice.

Any share buy-back will be subject to any Shareholder approval required under the Corporations Act and must be performed in accordance with Division 2, Part 2 J.1 of the Corporations Act.

Maximum number of Scheme Shares that can be issued

For the Company to have the benefit of the disclosure exemption under ASIC Class Order 03/184, the total number of Scheme Shares that may be issued and exercised within 5 years must not exceed 5% of the total number of issued Shares at the time any offer under the Scheme is made in reliance on the Class Order. The Company has reserved the right to make an offer of additional Scheme Shares within an additional 5% limit if the offer does not need disclosure because of section 708 of the Corporations Act.

EFFECT OF THE GRANTING OF FINANCIAL ASSISTANCE ON THE COMPANY

Approval of Resolution 5 will permit loans to be granted with respect to offers to purchase Scheme Shares. A loan under the Scheme will only be granted under the Scheme if Resolution 6 is passed.

As the loan funds are used for payment of the issue price of the Scheme Shares, the funds will be immediately returned to the Company in the form of subscription money. The granting of the loans will therefore have no effect on the Company's cashflow (other than in respect of any costs associated with the granting of the loans which are not expected to be material).

Upon issue of the Scheme Shares, the Company's books of account will reflect an increase in contributed equity and, until such time as the loan is repaid, a current asset in the form of the loan outstanding from the relevant employee, together with interest. Upon the repayment of the loan and interest the funds received will be available to the Company as working capital.

The main negative effect the financial assistance may have is where the Scheme Shares subject to the loans are sold at a value less than the amount outstanding on the loan, together with interest, resulting in the Company not receiving full repayment of the loan and interest. The directors, however, do not consider that such an effect is material due to relatively small amounts of the loan and interest and the unlikelihood that employees will be willing to sell the Scheme Shares at a loss. It is not therefore expected that the giving of the financial assistance will have any significant effect on the financial position of the Company, although any loss of the Company will need to be included in its accounts.

The directors do not consider that the provision of the loans will materially affect the Company's ability to pay its creditors as it does not involve any actual payment of cash nor does it involve the Company disposing of any assets.

For these reasons, the directors do not consider that the giving of financial assistance will be likely to materially prejudice the interests of the Company or its Shareholders or the Company's ability to pay its creditors.

REASONS FOR PROVIDING THE FINANCIAL ASSISTANCE

The financial assistance will assist employees to participate in the Scheme by accepting offers made under the Scheme to acquire Scheme Shares.

The success of the Company and its Shareholders depends greatly on the people employed by the Company. To maintain and improve performance, the Company has an ongoing need to motivate, incentivise and retain an excellent and dedicated senior management team and to recognise the significant past contributions of key employees.

The provision of the financial assistance when used as part of the Scheme provides additional means to achieve this goal and will continue to:

- provide an incentive to employees to work to improve the performance of the Company;
- attract and retain valued employees essential for the continued growth and development of the Company;
- establish a sense of ownership in the Company for the employees;
- promote and foster loyalty and support amongst employees for the benefit of both the employees and the Company;
- enhance the relationship between the Company and its employees for the long term mutual benefit of all parties; and
- enable the Company to attract high calibre individuals, who can bring expertise to the Company.

The directors consider that the limited recourse nature of the loan will provide a strong incentive to employees to accept offers to participate in the Scheme and enable the Company to achieve the goals stated above as it removes the risk of the employee suffering any loss if Scheme Shares are subsequently sold for a value less than their issue price and any interest on the loan. The directors consider that the benefits that will be achieved by offering a limited recourse loan exceeds the potential detriment to the Company of the loan and any interest on the loan not being fully repaid in the event of a loss on the sale of the Scheme Shares.

Approval sought

Approval is therefore sought under Resolution 5 to the Scheme. If approval to this Resolution is obtained, the Company will be able to grant loans to eligible employees and to obtain security over Scheme Shares without the need for further Shareholder approval to be obtained each time the loans are granted.

Directors

In the event that loans are granted to a director, additional Shareholder approval under section 208 of the Corporations Act (related party approval) and Listing Rule 10.14 with respect to the Shares to be offered will need to be obtained.

Resolution 6 – Approval of Scheme Pursuant to Listing Rule 7.2, Exception 9

Listing Rule 7.1 requires listed entities to obtain shareholder approval for any issue of equity securities in any 12 month period that amounts to more than 15% of the number of full paid ordinary securities in the company then on issue. Listing Rule 7.2 lists a number of exemptions to this rule.

Listing Rule 7.2 Exemption 9(b) exempts securities issued under an employee incentive scheme from Listing Rule 7.1 where the scheme was approved by shareholders at a general meeting within 3 years prior to the issue provided that the terms of the scheme do not change in those 3 years.

Approval is hereby sought for the issue of Scheme Shares under the terms of the Scheme for the purposes of Listing Rule 7.2, Exception 9(b).

Rationale behind the Scheme

The rationale for the Scheme is the same as that set out above with respect to Resolution 5, the reasons for providing financial assistance.

Past issues under the Scheme

The Company has not previously issued any Scheme Shares.

Approval sought

The purpose of obtaining approval under this Resolution is so that the issue of Scheme Shares over the next 3 years will not be deemed to be part of the 15% allowance specified in Listing Rule 7.1, leaving the 15% allowance to be utilised by the Company for other issues of securities outside of the Scheme.

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Kresta Holdings Limited

ABN 26 008 675 803

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

For all enquiries call:

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

000001 000 KRS
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 11:30am (WST) Monday 21 November 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. If the Chairman of the meeting or another of the Key Management Personnel* of the Company or their closely related parties is your proxy, that person will not vote your shares on Resolution 1 (Remuneration Report) if you have not directed them how to vote on that item.

* defined in Resolution 1 Adoption of Remuneration Report.

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 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 the Annual Report:

www.kresta.com.au

Update your securityholding, 24 hours a day, 7 days a week:

www.investorcentre.com

Your secure access information is:

SRN/HIN: I9999999999



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

IND

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 Kresta Holdings 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 Annual General Meeting of Kresta Holdings Limited to be held at 380 Victoria Road, Malaga, Perth, WA 6945 on Wednesday, 23 November 2011 at 11:30am 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.

ORDINARY BUSINESS

	For	Against	Abstain
Item 1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2 Appointment of Mr Kevin John Eley as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3 Appointment of Mr Jonathan Edward Huston as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4 Re-election of Mr Trent Josiah Bartlett as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5 Approval of Financial Assistance and the Taking of Security for the Purpose of Sections 260C(4) and 259B(2) of the Corporations Act with respect to the Scheme	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 6 Approval of Scheme Pursuant to Listing Rule 7.2, Exception 9	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

IMPORTANT: If you appoint a proxy, we encourage you to direct your proxy how to vote on each item of business. The Chairman of the Meeting, directors and other Key Management Personnel of the Company and their closely related parties (see the Notice of Meeting overleaf) will not cast any votes that arise from any undirected proxy that they hold in respect of Resolution 1 (Remuneration Report).

The Chairman of the Meeting intends to vote all undirected proxies in favour of the Resolutions (other than Resolution 1).

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 / /