

Kresta

Kresta Holdings Limited

ABN 26 008 675 803

Notice of Annual General Meeting 2012

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 2012 Annual General Meeting of the members of Kresta Holdings Limited (“**Company**”) will be held at 380 Victoria Road, Malaga, Perth, WA 6945 at 10.30am Western Standard Time (“**WST**”) on Friday 23rd November 2012.

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 2012.

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 2012 Annual Report, (**Remuneration Report**) which accompanied the notice convening this meeting, be adopted.”

Voting exclusion: *The Company will disregard any votes cast on this Resolution 1 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) unless the vote cast is cast as a proxy for a person who is entitled to vote on Resolution 1 in accordance with their instructions on the proxy form or by the Chairman of the Meeting pursuant to an express authorisation on the proxy form.*

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.

The Directors will consider the outcome of the vote and comments made by Shareholders in the Remuneration Report at this Annual General Meeting. when reviewing the Company’s remuneration policies. 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.

* “Key Management Personnel” of the Company are the Directors and those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. The Remuneration Report identifies the Company’s Key Management Personnel for the financial year to 30 June 2012.

2. Appointment of Mr Robert Farrar 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 Company’s constitution (“Constitution”) and for all other purposes, Mr Robert Farrar, 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>
<p>3. Appointment of Mr Peter Graham Abery as a Director</p>
<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 Peter Graham Abery, 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>
<p>4. Re-election of Mr John William Francis Molloy as a Director</p>
<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 John William Francis Molloy, 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>
<p>5. General Business</p>
<p>To transact any other business which may be lawfully brought forward.</p>

By Order of the Board

John Molloy
Chairman

Dated: 16 October 2012

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 Wednesday 21 November 2012 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:

Postal Address: Computershare Investor Services Pty Limited
GPO Box 242 Melbourne, Victoria 3001 Australia

Facsimile No.: (within Australia) 1800 783 447
 (outside Australia) +61 3 9473 2555

For intermediary Online subscribers only - (custodians) www.intermediaryonline.com

Registered office 380 Victoria Road, Malaga, WA 6090

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, 10.30am (WST) on Wednesday 21 November 2012. 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 held as at 5.00 pm (WST) on Wednesday 21 November 2012 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 10.30am (WST) on Friday 23 November 2012 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 2012 (including the financial statements, directors’ reports and auditors’ report) was included in the 2012 Annual Report, which was distributed to Shareholders along with the Notice of AGM.

Time will be allowed during the AGM for consideration by Shareholders of the financial report and the associated directors’ and auditors’ reports.

RESOLUTIONS

Resolution 1 – Adoption of Remuneration Report

The Remuneration Report is contained in the Directors’ Report section of the 2012 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 in accordance with section 250R(3) of the Corporations Act, 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.

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

It is noted that at the Company’s 2011 AGM the votes cast against the remuneration report were less than 25% and accordingly, a spill resolution will not under any circumstances be required for this AGM.

Directors, Key Management Personnel and closely related parties will not be permitted to vote on Resolution 1. However Directors, Key Management Personnel and closely related parties will be permitted to vote on Resolution 1 if the vote is not cast on behalf of a Director, Key Management Personnel or a closely related party if the person holds a directed proxy. The Chairman will also be permitted to vote if he is holding an undirected proxy and the proxy expressly authorises the Chairman to exercise the proxy even though the resolution is connected with the remuneration of members of the Key Management Personnel of the Company.

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. The Chairman will use any such proxies to vote in favour of Resolution 1.

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

Resolution 2 – Appointment of Mr Robert Farrar as a Director

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

PROFILE

Mr Robert Farrar

Mr Farrar has had business experience in running his own manufacturing and retail sales blinds and awnings business. Prior to running his own business he served as a Director and General Manager Operations of an Australian company which is part of an international business where he managed Australian engineering, manufacturing and local and overseas purchasing operations. During his career as General Manager he was responsible for the set-up of Chinese purchasing and establishment of Chinese manufacturing operations. His strengths are in manufacturing operations, global procurement, logistics and customer service.

Directors' recommendation: The Directors' (other than Mr Farrar) recommend that Shareholders vote in favour of the appointment of Mr Farrar.

Resolution 3 – Appointment of Mr Peter Graham Abery as a Director

Resolution 3 seeks Shareholder approval for the appointment of Mr Peter Graham Abery as a director of the Company in accordance with clause 3.3 of the Constitution.

PROFILE

Mr Peter Graham Abery

Peter Abery is a professional director, business coach and consultant, and has worked with a number of companies both locally and internationally. He also is a facilitator for the Australian Institute of Company Directors on their various Company Directors' Courses.

He has had extensive experience as a director. He is currently a non executive director and Chairman of Nomad Building Solutions Ltd and of Vesco Foods Ltd. He also serves as a director on the board of the not-for-profit Ear Science Institute of Australia and the West Australian Institute of Sport. Former non executive directorships include Norfolk Group Limited, PieNetworks Limited, Salter Australia Holdings Pty Ltd and Basslink Pty Ltd.

He has held various Managing Director and Chief Executive positions including with HPM Pty Ltd in Sydney, Crown Castle International, Inc, Crown Castle Australia Limited, Vodafone Network Pty Ltd in Australia, and senior management roles in strategy, investment and the domestic wholesale business in Telstra. He has worked in Australia, the UK and South Africa.

He holds Bachelors and Masters degrees in Electrical Engineering, an MBA and attended the International Senior Management Program at the Harvard Graduate School of Business Management. He is also a Fellow of the Australian Institute of Company Directors (FAICD) and a Member of the Institute of Engineering and Technology (London) (MIET).

Mr Abery also serves as Chairman of the remuneration committee of Kresta and its controlled entities (Group). .

Directors' recommendation: The Directors' (other than Mr Abery) recommend that Shareholders vote in favour of the appointment of Mr Abery.

Resolution 4 – Re-election of Mr John William Francis as a Director

Resolution 4 seeks Shareholder approval for the re-election of Mr John William Francis Molloy as a director of the company in accordance with the Listing Rules and clause 3.6 of the Constitution.

PROFILE

Mr Molloy is a successful former advertising director and entrepreneur who for many years worked on the Kresta Holdings Limited account and played a key role in the establishment of the Kresta brands. In 2007-2008 Mr Molloy was a director of Mitchell Communication Group Ltd ., a subsidiary of the listed Mitchells Media Group. He resigned as director of that company when it was bought out completely by the parent company in 2008. .

Directors' recommendation: The Directors' (other than Mr Molloy) recommend that Shareholders vote in favour of the re-election of Mr Molloy.

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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 10:30am (WST) Wednesday 21 November 2012

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.

If 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. If the Chairman of the AGM is your proxy, that person will vote your shares in favour of on Resolution 1 (Remuneration Report) if you have not directed them how to vote on that item.

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, 24 hours a day, 7 days a week:

www.kresta.com.au

Review and update your securityholding:

www.investorcentre.com

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 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, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Kresta Holdings Limited to be held at 380 Victoria Road, Malaga, Perth, WA on Friday, 23 November 2012 at 10:30am (WST) and at any adjournment or postponement of that Meeting.

If the Chairman of the Annual General Meeting is your nominated proxy, or may be appointed by default, and you have not directed your proxy how to vote on Resolution 1, please place a mark in this box. By marking this box you acknowledge that the Chairman of the Annual General Meeting may exercise your proxy in respect of Resolution 1 and you expressly authorise the Chairman of the Annual General Meeting to exercise your proxy even if though Resolution 1 is connected directly or indirectly with the remuneration of a member of Key Management Personnel. If you do not mark this box, and you have not directed your proxy how to vote, the Chairman of the Annual General Meeting will not cast your votes and your votes will not be counted in computing the required majority if a poll is called.

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I/We acknowledge that the Chairman of the Meeting may exercise my/our proxy even if the Chairman has an interest in the outcome of Resolution 1 and that votes cast by the Chairman, other than as proxy holder, would be disregarded because of that interest.

STEP 2

Items of Business

PLEASE NOTE: If you mark the **Abstain** box for a resolution, 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
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Appointment of Mr Robert Farrar as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Appointment of Mr Peter Graham Abery as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Re-election of Mr John William Francis Molloy as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote all available proxies in favour of each resolution

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 / /