

## NOTICE OF ANNUAL GENERAL MEETING

### INVENTIS LIMITED (ABN 40 084 068 673)

NOTICE is hereby given that the Annual General Meeting of Inventis Limited ("**The Company**") will be held at the Board Room on Level 2, Suite 12, 1 Box Road, Caringbah NSW 2229 at 10:00 am (AEDT) on Wednesday, 27 November 2013.

#### **Ordinary Business:**

##### **Item 1 Financial Report:**

To receive the statement of profit or loss and other comprehensive income, statement of changes in equity, statement of financial position and statement of cash flows along with the Notes to the financial statements, directors' report and auditor's report for the year ended 30 June 2013.

##### **Item 2 Dividend:**

To receive the recommendation of the directors that no dividend be declared for the financial year ended 30 June 2013.

##### **Item 3 Election of a Director:**

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

*"That **Mr Peter Bobbin**, being a director of the Company who was appointed by the directors on 8 February 2013 under rule 89 to fill a casual vacancy, and who vacates office under rule 90 of the Company's Constitution, being eligible, is elected as a director of the Company."*

##### **Item 4 Election of a Director:**

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

*"That **Mr Anthony Mankarios**, being a director of the Company who was appointed by the directors on 9 July 2013 under rule 89 to fill a casual vacancy, and who vacates office under rule 90 of the Company's Constitution, being eligible, is elected as a director of the Company."*

##### **Item 5 Remuneration Report:**

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

*"That the Remuneration Report for the Company, which forms part of the Directors' Report for the financial year ended 30 June 2013 be adopted."*

Note: The vote on this resolution is advisory only and does not bind the directors or the Company.

#### **Voting Exclusion Statement for Item 5:**

Except to the extent otherwise permitted by law, the following persons may not vote, and the Company will disregard any votes cast by the following persons, on the resolution proposed in Item 5:

1. A member of the key management personnel for the Inventis consolidated group whose remuneration details are included in the Remuneration Report (or a closely related party of any such member), unless:
  - a. That person does so as a proxy appointed by writing that specifies how the proxy is to vote on Resolution 6; and
  - b. The vote is not cast on behalf of a member of the key management personnel for the Inventis consolidated group whose remuneration details are included in the Remuneration Report (or a closely related party of any such member);
2. A member of the key management personnel for the Inventis consolidated group whose remuneration details are not included in the Remuneration Report (or a closely related party of any such member) that is appointed as a proxy where the proxy appointment does not specify the way the proxy is to vote on Resolution 6.

For the purpose of this voting exclusions:

1. Key Management Personnel: The key management personnel of the Inventis Consolidated Group are those persons having authority and responsibility for planning, directing and controlling the activities of the group either directly or indirectly. To remove any doubt, the following are considered Key Management Personnel for the Inventis consolidated group, irrespective of the fact that their remuneration is or is not included in the Remuneration Report:
  - a. All Directors (whether executive or non-executive);
  - b. Chief Financial Officer;
  - c. Company Secretary;
  - d. Divisional Managing Directors and General Managers;
  - e. Middle Management of the two Divisions (whether employee or contractor); and
  - f. Any person who was during the relevant period any of the persons from (a) to (f). Relevant Period means the financial year ended 30 June 2013.
2. Closely related party: A closely related party of a member of the key management personnel for the Inventis consolidated group means:
  - a. A spouse or child of the member; or
  - b. A child of the member's spouse; or
  - c. A dependent of the member or the member's spouse;
  - d. Anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the entity; or
  - e. A company that either the member or a closely related party of a member controls.
3. Other Persons excluded: The Company will also apply these voting exclusions to persons appointed as attorney by a shareholder to attend and vote at the meeting under a power of attorney – on the basis that references to persons attending and voting as proxy are read as references to persons attending and voting as attorney and references to an instrument under which the proxy is appointed are read as references to the power of attorney under which the attorney is appointed.

The above Voting Exclusion does not apply to the Chairman of the Meeting when the proxy appointment expressly authorises the Chairman of the Meeting to exercise an undirected proxy.

**The Chairman of the Meeting intends to vote undirected proxies (where he has been appropriately authorised) in FAVOUR of Item 5.**

**If you do not wish to appoint the Chairman of the Meeting to vote on Item 6 in the manner indicated above, the Company encourages you to complete the voting directions in respect of Item 5 in Step 2 of the proxy form.**

By order of the Board.



Renuka Sharma  
**Secretary**

Date: 24 October 2013

## EXPLANATORY NOTES FOR RESOLUTIONS

This Explanatory Statement contains information relating to the resolutions proposed in the Notice of Annual General Meeting which it accompanies and should be read carefully prior to the Annual General Meeting.

### **Item 1 Notice Requirements for Resolution 1:**

As required by section 317 of the Corporations Act, the Financial Report, Directors' Report and Auditor's Report of the Consolidated Entity for the financial year ended 30 June 2013 will be laid before the meeting.

The Annual Report 2013 can be accessed electronically on the Company's website <http://www.inventis.com.au/investor-relations/annual-reports.shtml>

There is no requirement for a formal resolution on this item. Accordingly, there will be no formal resolution put to the meeting.

### **Item 2 Notice Requirements for Resolution 2:**

ASX Listing Rule 3.1 provides that once an entity is or becomes aware of any information concerning it that a reasonable person would expect to have a material effect on the price or value of the entity's securities, the entity must immediately tell ASX that information. ASX further provides that a recommendation or declaration that a dividend or distribution will not be declared is also material information under ASX Listing Rule 3.1.

There is no requirement for a formal resolution on this item. Accordingly, there will be no formal resolution put to the meeting.

### **Item 3 Notice Requirements for Resolution 3:**

As per the Constitution of the Company, Peter Bobbin is vacating a casual vacancy and being eligible offers himself for election.

Summary biographical data of Mr Peter Bobbin is as follows:

#### ***Peter Bobbin, Non-Executive Director – Appointed as Director on 8 February 2013***

Peter has practised as a solicitor for the last 25 years and is also a former accountant who specialises in taxation strategy planning and commercial law. Clients that have employed his services range from personal businesses to multi-national operations. Peter is a frequent guest speaker for a range of professional bodies and universities.

Peter has for the past 18 years been the managing principal of his legal practice which today employs almost 50 staff and is a subsidiary of an ASX listed public company. Peter is a director of the subsidiary company and holds a range of other directorships, including a role for a public charity.

Directorships held in other listed entities in the last 3 years – NIL.

### **Item 4 Notice Requirements for Resolution 4:**

As per the Constitution of the Company, Anthony Mankarios is vacating a casual vacancy and being eligible offers himself for election.

Summary biographical data of Mr Anthony Mankarios is as follows:

***Anthony Mankarios, Non-Executive Director – Appointed as Director on 9 July 2013***

An executive director of Joyce Corporation Limited, Anthony is an experienced director and manager who has played a key role in Joyce's underlying business growth performance since 2010. He is also a non-executive director of KWB Group Pty Ltd, which is a fast growing kitchen connection and wallspan business; and Chairman of Man Investments and Consultants as well as being involved in a number of other private companies.

Anthony was the CEO of Oldfields Holdings Ltd, who led them on their path to growth success from 2003 (until 2010), that enabled them to become a market leader in both Aluminium scaffold and paint applications. He also played a key role in the restructuring of this group and completed numerous finance and capital raising exercises.

His experience over the last 26 years spans a number of different sectors ranging from retail, wholesale and distribution, manufacturing as well as furniture retail/Importing and Franchise businesses in Australia and in Asia.

Directorships held in other listed entities in the last 3 years – Joyce Corporation Limited.

**Item 5 Notice Requirements for Resolution 5:**

The Remuneration Report forms part of the Directors' Report, and is included in the Company's Annual Report for the year ended 30 June 2013. The Remuneration Report is also available on the Company's website <http://www.inventis.com.au/investor-relations/annual-reports.shtml>.

The Remuneration Report contains the remuneration details of the Directors and the other key management personnel of the Company and explains the incentive arrangements in place of the Company's employees.

The Directors unanimously recommend that you vote in favour of this advisory resolution.

**NOTES**

**VOTING REQUIREMENTS**

**Entitlement to Vote**

Inventis Limited (as convener of the meeting) has determined that a person's entitlement to vote at the Annual General Meeting will be the entitlement of that person set out in the Register of Members as at 7.00 pm AEDT on 25 November 2013.

**Proxies**

1. A member entitled to attend and vote at the meeting is entitled to appoint not more than two proxies. If you wish to appoint two proxies, please obtain a second proxy form by calling the Company Secretary on +61 2 8916 6840. Proxy forms should be lodged together.
2. If a member appoints two proxies, and the appointment does not specify the proportion or number of the member's votes exercisable by each proxy, then each proxy may exercise half of the votes.

3. On a show of hands, a member present in person or by proxy shall have one vote and upon a poll one vote for every share held, provided that if a member appoints two proxies neither proxy shall be entitled to vote on a show of hands.
4. The proxy form must be signed by the member or the attorney of the member duly authorised in writing or if the member is a corporation, either under the seal of the corporation (in accordance with its Constitution) or pursuant to s.127 (1) of the *Corporations Act 2001(Cth)*, or under the hand of an officer or attorney duly authorised in writing by the corporation.
5. In the case of joint holders, all holders must sign.
6. A proxy need not be a member of the Company.
7. Proxy appointments should be forwarded to the Company Secretary, Inventis Limited as follows:

In person: Building 1A Greystanes Park East, 1 Butu Wargun Drive, Pemulwuy NSW 2145 Australia

By mail: PO Box 6765, Blacktown BC NSW 2148, Australia or in the attached "Reply Paid Envelope".

By facsimile: (02) 9631 2488

By email: [Rightsissue@inventis.com.au](mailto:Rightsissue@inventis.com.au)

8. To be effective, the completed proxy must be received by the Company Secretary at the registered office in accordance with the above instructions by 10 am AEDT 26 November 2013.

**By Order of the Board**



Renuka Sharma  
**Company Secretary**

Date: 24 October 2013



MR JOHN SMITH  
FLAT 123  
123 SAMPLE STREET  
SAMPLEVILLE VIC 3030

**All correspondence to –**  
Inventis Limited  
PO Box 6765  
Blacktown BC NSW 2148  
Enquiries (within Australia) (02) 8916 6840  
(outside Australia)+ 61 2 8916 6840  
Facsimile 02 9631 2488  
Email: [reception@inventis.com.au](mailto:reception@inventis.com.au)

Dear Shareholder,

I have pleasure in inviting you to attend our Annual General Meeting of Inventis Limited (“**The Company**”) and have enclosed the Notice of Meeting which sets out the items of business. The meeting will be held in the Board room on Level 2, Suite 12, 1 Box Road Caringbah NSW 2229 on Wednesday, 27 November 2013 at 10.00 am.

If you are attending this meeting, please bring this letter with you to facilitate registration into the meeting.

If you are unable to attend the meeting, you are encouraged to complete the enclosed proxy form providing directions especially for the Resolution 5. The Directors have recommended that you vote FOR Resolution 5. There is a Voting Exclusion for Resolution 5. Please read the Notice for further information.

The proxy form should be returned in the envelope provided or faxed to + 61 2 9631 2488 that it is received by 10.00 am on Tuesday 26 November 2013.

Corporate shareholders will be required to complete a “**Certificate of Appointment of Representative**” to enable a person to attend on their behalf. A form of this certificate may be obtained from phoning me on +61 2 8916 6840.

I look forward to your attendance at the meeting.

Yours sincerely,

A handwritten signature in black ink that reads 'Renuka Sharma'.

**Renuka Sharma**  
**Company Secretary**

\encl: Proxy form



**Inventis Limited**  
ABN 40 084 068 673

MR JOHN SMITH  
FLAT 123  
123 SAMPLE STREET  
SAMPLEVILLE VIC 3030

**Lodge your vote:**

**In person:**  
Inventis Limited, Building 1A Greystanes Park East,  
1 Butu Wargun Drive, Pemulwuy NSW 2145, Australia

**By Mail:**  
Inventis Limited, PO Box 6765  
Blacktown BC NSW 2148, Australia

Alternatively you can fax your form to +61 2 9631 2488

## How to complete this Proxy Form

### Please read these notes prior to completion of the Proxy Form

For your vote to be effective it must be received by 10:00 am (AEDT) Tuesday 26 November 2013. Your Annual Report is available online, simply visit <http://www.inventis.com.au/investor-relations/annual-reports.shtml>

**How to Vote on Items of Business:** All your securities will be voted in accordance with your directions

#### Appointing of Proxy

**Voting 100% of your holding:** you may 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 on that item will be invalid.

**Please provide your directed vote for Resolution 5, as it might be invalid if you have provided an undirected vote to any person who is under Voting Exclusion for Resolution 5.**

**Voting a portion of your holding:** You may 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 entitlements or 100%

**Appointing a second proxy:** you are entitled to appoint up to two proxies to attend the meeting and vote on a poll. Please obtain a second proxy form by telephoning Inventis Limited on 02 8916 6840. If you appoint two proxies you must lodge them together and specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes

**A proxy need not be a security holder of the Company.**

#### Signing instructions

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

**Joint Holding:** Where the holding is in more than one name, all of the security holders must 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 (Cth)) 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.

#### Attending the Meeting

Bring a copy of this form to assist registration. If a representative of a Corporate security holder 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 Inventis Limited

**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

**Please turn over to complete this form →**

 <p>View your security holding information, 24 hours a day, 7 days a week: <a href="http://www.investorcentre.com">www.investorcentre.com</a></p>	
<p><input checked="" type="checkbox"/> Review your securityholding</p> <p><input checked="" type="checkbox"/> Update your securityholding</p>	<p><b>Your access information is:</b></p> <p><b>I0000000</b></p> <p> <b>PLEASE NOTE:</b> For security reasons it is important that you keep your SRN/HIN confidential</p>



MR JOHN SMITH  
 FLAT 123  
 123 SAMPLE STREET  
 SAMPLEVILLE VIC 3030

**Change of address.** If incorrect. Mark this box and make the correction in the space to the Left.  
 Security holders sponsored by broker (reference number commences with "X" should advise their broker of any changes  
 100000000

**All correspondence to**  
 Inventis Limited  
 PO Box 6765  
 Blacktown BC NSW 2148  
 Australia  
 Enquiries +61 2 8916 6840  
 Facsimile +61 2 9631 2488

## PROXY FORM

please mark  to indicate your directions

STEP 1

### Appoint a Proxy to Vote on Your Behalf

I/We being members of Inventis Limited hereby appoint

The Chairman  
of the meeting

**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 person named, or if no person is named, the Chairman of the Meeting, as my/our proxy 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 Inventis Limited to be held in Board Room on Level 2, Suite 12, 1 Box Road, Caringbah NSW 2229 on Wednesday 27 November 2013 at 10.00 am (AEDT) and at any adjournment of that meeting.

If the Chair of the meeting is appointed as your proxy, or may be appointed by default and you do not wish to direct your proxy how to vote as your proxy in respect of a resolution, please place a mark in the box. By marking this box, you acknowledge that the Chair of the meeting may exercise your proxy even if he has an interest in the outcome of the resolution/s and that votes cast by the Chair for those resolutions other than as proxy holder will be disregarded because of that interest.

If you do not mark this box, and you have not directed your proxy how to vote, the Chair will not cast your votes on the resolution and your votes will not be counted in calculating the required majority if a poll is called on the resolution.

The Chairman of the Meeting intends to vote undirected proxies **IN FAVOUR OF** items 3, 4 and 5.

STEP 2

### Items of Business to be voted on

	For	Against	Abstain
Item 3 To elect Peter Bobbin as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4 To elect Anthony Mankarios as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5 The Remuneration Report for the Company for the financial year ended 30 June 2013 be adopted	<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 that item.*

### Appointing a second proxy

I/We wish to appoint a second proxy –

Mark with an "X" if you wish to appoint a second proxy.

AND

OR

State the percentage of your voting right or the number of shares for this Proxy Form.

SIGN

Authorised signature/s

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

Individual or Securityholder 1

Individual/Sole Director and  
Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact  
Name.....

Contact  
Day time  
Telephone.....

Date ...../...../.....