



The Manager Announcements

Companies Office

ASX Limited

Sydney

By e-lodgement

14 October 2011

Dear Manager

ASTRON LIMITED (ASX: ATR) – NOTICE OF GENERAL MEETING

In accordance with listing rule 3.17, I attach a copy of the notice of general meeting and proxy form to be sent to shareholders today.

Yours faithfully,

A handwritten signature in black ink, appearing to read "M. Nielsen", with a long horizontal flourish extending to the right.

Mark Nielsen

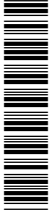
Company secretary



Astron Limited

ACN 000 285 272

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



14 October 2011

Dear Shareholder

I have pleasure in inviting you to attend our fifty-second Annual General Meeting of Astron Limited (the Company) and have enclosed the Notice of Meeting and Explanatory Memorandum setting out the items of business. The meeting will be held at Level 19, 2 Market Street, Sydney, NSW, 2000 on Thursday, 17 November 2011 commencing at 10:30am (AEDT).

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

If you are unable to attend the meeting, you are encouraged to complete the enclosed proxy form. The proxy form should be returned in the envelope provided or faxed to us on 1800 783 447 (within Australia) or +61 3 9473 2555 so that it is received by 10:30am (AEDT) on Tuesday, 15 November 2011.

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 the Company's share registry.

I look forward to your attendance at the meeting.

Yours sincerely

Gerard King
Chairman

Encl:



Astron Limited

ACN 000 285 272



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THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

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

Proxy Form

For your vote to be effective it must be received by 10:30am (AEDT) on Tuesday, 15 November 2011

How to Vote on Items of Business

All your shares 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 shares 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 shares 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 shares for each in Step 1 overleaf.

A proxy need not be a shareholder of the Company.

Signing Instructions

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

Joint Holding: Where the holding is in more than one name, all of the shareholders 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 shareholder 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 at www.astronlimited.com

Update your shareholding at www.investorcentre.com



Access the Annual Report



Review your shareholding



Update your shareholding

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. Shareholders 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 Astron 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 Astron Limited to be held at Level 19, 2 Market Street, Sydney NSW on Thursday, 17 November 2011 at 10:30am (AEDT) and at any adjournment of that meeting.

Important for Item 2 - If the Chairman of the Meeting is your proxy or is appointed as your proxy by default
By marking this box, you are directing the Chairman of the Meeting to vote in accordance with the Chairman's voting intention on Item 2 as set out below. If you do not mark this box, and you have not directed your proxy how to vote on Item 2, the Chairman of the Meeting will not cast your votes on Item 2 and your votes will not be counted in computing the required majority if a poll is called on this item. If you appoint the Chairman of the Meeting as your proxy you can direct the Chairman how to vote by either marking the boxes in Step 2 below (for example if you wish to vote against or abstain from voting) or by marking this box (in which case the Chairman of the Meeting will vote in favour of Item 2).

The Chairman of the Meeting intends to vote all available proxies in favour of Item 2 of business.

☐

 I/We direct the Chairman of the Meeting to vote in accordance with the Chairman's voting intention on Item 2 (except where I/we have indicated a different voting intention below) and acknowledge that the Chairman of the Meeting may exercise my proxy even though Item 2 is connected directly or indirectly with the remuneration of a member of key management personnel.

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(a)	Re-election of Ms Kang Rong as a Director	☐	☐	☐
Item 1(b)	Re-election of Mr Ronald McCullough as a Director	☐	☐	☐
Item 2	Adoption of the Remuneration Report	☐	☐	☐
SPECIAL BUSINESS				
Item 3	Amendments to the Constitution as set out in the Notice of Meeting	☐	☐	☐

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

SIGN

Signature of Shareholder(s)

This section must be completed.

Individual or Shareholder 1

Sole Director and Sole Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date / /



Astron Limited

ACN 000 285 272

Notice of Annual General Meeting

Astron Limited ABN 97 000 285 272

The Annual General Meeting of the shareholders of Astron Limited will be held at Level 19, 2 Market Street, Sydney, NSW, 2000 on Thursday, 17 November 2011 commencing at 10:30am (AEDT).

The Explanatory Memorandum accompanies and forms part of this Notice of the Annual General Meeting. The Explanatory Memorandum provides additional information on matters to be considered at the Annual General Meeting and should be read in its entirety.

ORDINARY BUSINESS

Directors' Report and Financial Report

To receive and consider the Directors Report and Financial Report for the year ended 30 June 2011 and the Independent Auditor's Report on the consolidated financial report.

No resolution required.

ORDINARY RESOLUTIONS

The Directors' propose that the following resolutions, with or without modification, be passed:

Resolutions 1 (a) and (b) - Election of Directors

- a. "That Ms Kang Rong who retires by rotation in accordance with the provisions of the Constitution and being eligible, offers herself for re-election"
- b. "That Mr Ronald McCullough who retires by rotation in accordance with the provisions of the Constitution and being eligible, offers himself for re-election"

Resolution 2 - Remuneration Report

"That the remuneration report as per the Annual Financial Report for the year ended 30 June 2011 be adopted"

See note 3 regarding Non Binding Advisory Vote

Voting Exclusions

The Company will disregard any votes cast on resolution 2 by any member of the key management personnel or any closely related party of such a member, except where any vote is cast by a member of the key management personnel or a closely related party as proxy for a person who is entitled to vote, in accordance with directions on the Proxy Form.

SPECIAL RESOLUTIONS

The Directors' propose that the following resolutions, with or without modification, be passed as a special resolution:

Resolution 3 - Amendments to constitution (Memorandum and Articles of Association)

"That the constitution (Memorandum and Articles of Association) of Astron Limited be amended as follows:

- "A new interpretation clause be added as a new article 1.9, as follows:

"1.9 Amended Legislation etc

In these articles, unless the context otherwise requires, a reference to any law, legislation, legislative provision or other rule made by any regulatory body includes any modification, amendment, re-enactment or replacement of them, and any subordinate legislation or regulations issued under that legislation or legislative provision, in either case whether before, on or after the date of these articles".

- Article 7.9.1 is amended by deleting the definition "Adoption Date", Article 7.9.3 is amended by deleting the words "after the Adoption Date" and Article 7.9.14 is deleted in full.
- Article 10 is deleted in full.
- Article 13.10 is deleted in full.
- A new article 26 relating to compliance with the ASX Listing Rules be added, as follows:

"26 Compliance with Listing Rules

If the Company is admitted to the Official List of ASX, the following articles apply:

- 26.1 Notwithstanding anything contained in these articles, if the Listing Rules prohibit an act being done, the act shall not be done.
- 26.2 Nothing contained in these articles prevents an act being done that the Listing Rules require to be done.
- 26.3 If the Listing Rules require an act to be done or not to be done, authority is given for that act to be done or not to be done (as the case may be).
- 26.4 If the Listing Rules require these articles to contain a provision and it does not contain such a provision, these articles are deemed to contain that provision.
- 26.5 If the Listing Rules require these articles not to contain a provision and it contains such a provision, these articles are deemed not to contain that provision.
- 26.6 If any provision of these articles is or become inconsistent with the Listing Rules, these articles are deemed not to contain that provision to the extent of the inconsistency.

In this article:

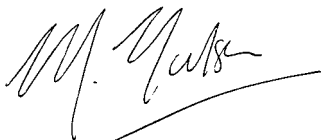
"ASX" means ASX Limited.

"Listing Rules" means the Listing Rules of ASX and any other rules of ASX which are applicable while the Company is admitted to the Official List of ASX, each as amended or replaced from time to time, except to the extent of any express written waiver by ASX."

See note 4 for an explanation of the proposed amendments to the constitution

Dated this 14th day of October 2011

By order of the Board



Mark Nielsen
Company Secretary



Astron Limited

ACN 000 285 272

EXPLANATORY MEMORANDUM AND NOTES ACCOMPANYING NOTICE OF ANNUAL GENERAL MEETING

This Explanatory Memorandum has been prepared for the information of shareholders of Astron Limited (**Company**) in connection with the business to be conducted at the Annual General Meeting of the shareholders of the Company to be held at 10:30am (AEDT) on Thursday, 17 November 2011 at Level 19, 2 Market Street, Sydney, NSW, 2000.

The information is important. You should read the information relating to the meeting carefully and, if necessary, seek your own independent advice.

1. Voting entitlements

The Board has determined, in accordance with the Company's Constitution and the Corporations Act 2001 that a shareholder's voting entitlement at the Annual General Meeting will be taken to be the entitlement of that person shown in the register of members as at 7:00pm (AEDT) on Tuesday, 15 November 2011.

2. Proxies

A shareholder has the right to appoint a proxy, who need not be a shareholder of the Company. If a shareholder is entitled to cast two or more votes they may appoint two proxies and may specify the percentage of votes each proxy is appointed to exercise. The Proxy Form must be deposited with Computershare Investor Services Pty Limited, Level 4, 60 Carrington Street, Sydney NSW 2000 or by facsimile on 1800 783 447 (within Australia) or +61 3 9473 2555 no later than 10:30am (AEDT) on Tuesday, 15 November 2011.

3. Adoption of the Remuneration Report

Shareholders are entitled to vote on the question of whether the Remuneration Report as contained in the Annual Report for the year ended 30 June 2011 is to be adopted.

Shareholders should note that resolution 2 is advisory only and does not bind the Directors or the Company.

Following consideration of the Remuneration Report, the Chair will provide shareholders a reasonable opportunity to ask questions about, or make comments on the Remuneration Report.

4. Amendment of Constitution

The proposed amendments to the constitution (Memorandum and Articles of Association) of Astron Limited are as follows:

- "A new interpretation clause be added as a new article 1.9, as follows:

"1.9 Amended Legislation etc

In these articles, unless the context otherwise requires, a reference to any law, legislation, legislative provision or other rule made by any regulatory body includes any modification, amendment, re-enactment or replacement of them, and any subordinate legislation or regulations issued under that legislation or legislative provision, in either case whether before, on or after the date of these articles"

- Article 7.9.1 is amended by deleting the definition "Adoption Date", Article 7.9.3 is amended by deleting the words "after the Adoption Date" and Article 7.9.14 (dealing with right of Company to sell unmarketable parcels ceasing 12 months from last time it was renewed) is deleted in full.
- Article 10 (Conversion of shares into stock) is deleted in full.
- Article 13.10 (Age limit for directors) is deleted in full.
- A new article 26 relating to compliance with the ASX Listing Rules be added, as follows:

"26 Compliance with Listing Rules

If the Company is admitted to the Official List of ASX, the following articles apply:

- 26.1 Notwithstanding anything contained in these articles, if the Listing Rules prohibit an act being done, the act shall not be done.
- 26.2 Nothing contained in these articles prevents an act being done that the Listing Rules require to be done.

- 26.3 If the Listing Rules require an act to be done or not to be done, authority is given for that act to be done or not to be done (as the case may be).
- 26.3 If the Listing Rules require these articles to contain a provision and it does not contain such a provision, these articles are deemed to contain that provision.
- 26.5 If the Listing Rules require these articles not to contain a provision and it contains such a provision, these articles are deemed not to contain that provision.
- 26.6 If any provision of these articles is or become inconsistent with the Listing Rules, these articles are deemed not to contain that provision to the extent of the inconsistency.

In this article:

“ASX” means ASX Limited.

“Listing Rules” means the Listing Rules of ASX and any other rules of ASX which are applicable while the Company is admitted to the Official List of ASX, each as amended or replaced from time to time, except to the extent of any express written waiver by ASX.”

Background to proposed amendments

The Company’s constitution has not been updated since it was adopted on 12 December 1994. Since that time, there have been numerous changes to the *Corporations Act 2001* (including the *Corporations Act 2001* replacing the Corporations Law which was in force when the constitution was adopted) and other legislation governing the operation of the Company.

Even though the Company’s constitution is named its ‘Memorandum and Articles of Association’, in this document it is referred to as the constitution as this is the term used under the *Corporations Act 2001*.

The majority of the proposed amendments are to bring the constitution in line with current legislative requirements, or give it meaning in accordance with those legislative requirements.

The first proposed amendment is to add a new interpretation clause. The effect of this clause is to give references to superseded legislation, regulations, rules and so forth the meaning those references have under the relevant current legislation, regulations, rules and so forth that replaced them. In this manner, references to the Corporations Law (for example) are taken to be references to the *Corporations Act 2001*. This means that these references continue to have effect, without needing to update every out of date reference in the constitution.

The second proposed amendment is to remove the relevant articles (article 7.9.14 together with the definition “Adoption Date” and the reference to the Adoption Date) requiring that the Company renew on an annual basis the ability to sell unmarketable parcels of shares. There is no requirement to have annual renewals, so this article can be amended by removing reference to the Adoption Date and deleting the article requiring annual renewal of the authorisation.

The third proposed amendment is to remove the article (article 10) allowing the Company to convert shares into stock. The *Corporations Act* now prohibits converting shares into stock, so this article is now inconsistent with the *Corporations Act* and should be deleted.

The fourth proposed amendment is to remove the article (article 13.10) which imposes an age limit of 72 on directors without annual shareholder approval. In line with discrimination legislation, the *Corporations Act* no longer has an upper age limit on a person being a director. Accordingly to make the constitution consistent with the *Corporations Act* and other legislation this article should be deleted. Further, a number of the Company’s directors will reach this age limit within the next 2 years. Rather than adding shareholder approval for directors over 72 to each Annual General Meeting, the proposed approach is to amend the Company’s constitution to remove the age limit on being a director of the Company.

The fifth proposed amendment is to add an article (article 26) which ensures that the constitution complies with the ASX Listing Rules. This article is a standard provision in listed companies’ constitutions and adding this article ensures ongoing compliance with the ASX Listing Rules. Without this article, the constitution is potentially inconsistent with the ASX Listing Rules.