

**ON Q GROUP LIMITED (the Company)**  
**ACN 009 104 330**

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

---

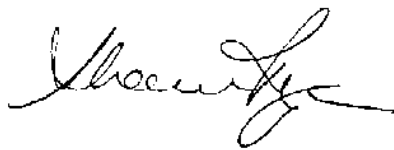
Notice is hereby given that, in response to a members' request to convene a general meeting of the Company pursuant to section 249D(1)(a) of the Corporations Act, an extraordinary general meeting of the Company will be held at 677 The Boulevard, Eaglemont, Victoria on 19 December 2007 at 11.00am.

**Business**

To consider, and if thought fit to pass, the following resolutions as ordinary resolutions of the Company:

1. *"That Craig Wyllie be appointed as a director of On Q Group Limited effective as at the close of the meeting."*
2. *"That Paul Jindra be appointed as a director of On Q group Limited effective as at the close of the meeting."*

By order of the Board



Shannon Ryan  
Secretary  
Melbourne: 16 November 2007

---

**Memorandum to shareholders**

On 19 October 2007, the Company received a notice in accordance with section 249D(1)(a) of the Corporations Act whereby certain members of the Company requisitioned the Directors to convene a general meeting of the Company (**Requisition**). The resolutions set out in the notice of meeting have been proposed by the requisitioning members. A copy of the Requisition is attached at annexure 'A' to this notice.

Section 249D(1)(a) allows members with at least 5% of the votes that may be cast at a general meeting (**5% Threshold**) to request the Directors to convene a general meeting with 21 days of the date of the Requisition. The Company confirms that those members named in the Requisition satisfy the 5% Threshold.

Although the Corporations Act (Section 249N) provides a mechanism whereby shareholder(s) who meet the 5% Threshold can require the Company to include resolutions at an annual general meeting,

the Requisitionists elected not to use such a mechanism opting instead to require the Company to convene an extraordinary general meeting.

In accordance with the Corporations Act, the costs of holding the extraordinary general meeting are to be borne by the Company.

This notice has been requisitioned by Jindra Energy Conversions Pty Ltd, Shiraz Nominees Pty Ltd, Garrido Investments Pty Ltd and Jeremy Martin Cutts aff The Salisbury Cove Superannuation Fund (Requisitionists).

Shareholders may recall that Jindra Energy Conversions Pty Ltd, Shiraz Nominees Pty Ltd, Garrido Investments Pty Ltd and Wyllie Corporation Pty Ltd also requisitioned the earlier Extraordinary General Meeting set down for 15 June this year. That meeting was subsequently cancelled at the request of those requisitionists.

Shareholders should note that the only background information provided by Mr Wyllie and Mr Jindra is set out in the attached notice and members should be advised that this information has not been verified by the Directors.

---

#### **Information for shareholders**

1. A member entitled to attend and vote is entitled to appoint a proxy.
2. If a member may cast 2 or more votes at a meeting, the member may vote by two proxies.
3. Where more than one proxy is appoint, a member may specify the proportion or number of votes each proxy is appointed to exercise. If the proportion is not specified, each proxy may exercise half of the member's voting rights.
4. Where more than one proxy is appointed, neither proxy is entitled to vote on a show of hands.
5. If it is desired to appoint two proxies, then an additional proxy form can be obtained by telephoning the Company.
6. A proxy need not be a member of the Company.
7. Proxy forms must be signed by the member or the member's attorney or, if a corporation, executed in accordance with the Corporations Act or signed by an authorised officer or attorney.
8. If the proxy form is signed by a person who is not the registered holder, then the relevant authority must either have been exhibited previously to the Company or be enclosed with the proxy form.
9. For a proxy form to be valid, it must be received by the Company, together with the power of attorney or other authority (if applicable) under which it is signed, or a certified copy of that power or authority not less than 48 hours before the time for holding the meeting, by sending to the Company.
10. For a corporate representative to vote, they will require a Certificate of Appointment of Corporate representative as required under the Corporations Act.

*The Board has determined that a shareholder's voting entitlement at a meeting will be taken to be the entitlement of that person shown in the register of members at 7pm on 17 December 2007.*



**ANNEXURE A**  
**REQUISITION NOTICE**

**NOTICE UNDER S249D OF THE CORPORATIONS ACT 2001**

**19 October 2007**

**BY HAND**

The Directors  
On Q Group Limited ACN 009 104 330  
677 The Boulevard  
Eaglemont VIC 3084

**Notice under s249D of the Corporations Act 2001 (Cth)**

The shareholders of On Q Group Limited ACN 009 104 330 (**Company**) named below, being shareholders with at least 5% of the votes that may be cast at the general meeting of the Company, request in accordance with section 249D of the *Corporations Act 2001* (Cth) (**Corporations Act**) that the directors of the Company call and arrange to hold a general meeting of the Company (**Meeting**) to consider the proposed resolutions set out below:

- Jindra Energy Conversions Pty Ltd;
- Shiraz Nominees Pty Ltd;
- Garrido Investments Pty Ltd;
- Jeremy Martin Cutts atf The Salisbury Cove Superannuation Fund; and

This request was delivered by hand to the Company's registered office on the date of this letter. Accordingly, you must call the Meeting within 21 days after the date of this letter and the Meeting must be held no later than 2 months after the date of this letter.

**Resolutions to be proposed at the Meeting**

**Resolution 1**

*That Craig Wyllie be appointed a director of On Q Group Limited effective as at the close of the meeting.*

**Resolution 2**

*That Paul Jindra be appointed a director of On Q Group Limited effective as at the close of the meeting.*

**Consents to act, notices of particulars and declarations of interest**

Attached are consents to act, notices of particulars and declarations of interests by each of the directors proposed to be appointed.



**Requests under s249P of the Corporations Act**

In accordance with section 249P of the Corporations Act, please distribute to all shareholders of the Company the attached statement about the resolutions that are proposed to be moved at the Meeting. We request that the statement be given to the shareholders of the Company at the same time, and in the same way, as it gives the notice of the Meeting.

.....

Paul Jindra      Heike Jindra

Director          Director

Jindra Energy Conversions Pty Ltd

.....

Paul Jindra      Heike Jindra

Director          Director

Shiraz Nominees Pty Ltd

.....

Craig Wyllie

Peter Maxwell

Director

Secretary

Garrido Investments Pty Ltd

Mr Jeremy Martin Cutts

as Trustee for

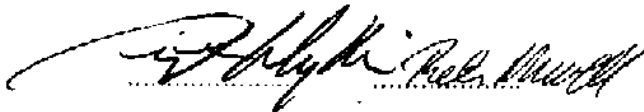
The Salisbury Cove Superannuation Fund

**Requests under s249P of the Corporations Act**

In accordance with section 249P of the Corporations Act, please distribute to all shareholders of the Company the attached statement about the resolutions that are proposed to be moved at the Meeting. We request that the statement be given to the shareholders of the Company at the same time, and in the same way, as it gives the notice of the Meeting.

.....  
Paul Jindra      Heike Jindra  
Director          Director  
Jindra Energy Conversions Pty Ltd

.....  
Paul Jindra      Heike Jindra  
Director          Director  
Shiraz Nominees Pty Ltd



.....  
Craig Wylie          Peter Maxwell  
Director              Secretary  
Garrido Investments Pty Ltd

.....  
Mr Jeremy Martin Cutts  
as Trustee for  
The Salisbury Cove Superannuation Fund



**Requests under s249P of the Corporations Act**

In accordance with section 249P of the Corporations Act, please distribute to all shareholders of the Company the attached statement about the resolutions that are proposed to be moved at the Meeting. We request that the statement be given to the shareholders of the Company at the same time, and in the same way, as it gives the notice of the Meeting.

Paul Jindra      Heike Jindra

Director      Director

Jindra Energy Conversions Pty Ltd

Paul Jindra      Heike Jindra

Director      Director

Shiraz Nominees Pty Ltd

.....

Craig Wyllie      Peter Maxwell

Director      Secretary

Garrido Investments Pty Ltd

.....

Mr Jeremy Martin Cutts

as Trustee for

The Salisbury Cove Superannuation Fund

**CONSENT TO ACT, NOTICE OF PARTICULARS AND DECLARATION OF INTEREST**

To: On Q Group Limited ACN 009 104 330 (Company)

In compliance with ss201D, 205B and 205C of the *Corporations Act 2001* (Cth) (**Corporations Act**), I confirm my consent to act as a director of the Company and I give notice of the following matters and particulars:

My present given or other names and family name: **Craig Lewis Wyllie**

All former given or other names and family names: .....

My usual residential address: .....

**223 Mount Morton Road, Belgrave Heights Victoria  
3160** .....

My date and place of birth: .....  
.....27/10/61 Malaysia.....

For the purpose of sections 191 and 192 of the Corporations Act and to enable the information to be recorded in the minutes of the next meeting of directors, I confirm that I have the following interest(s) in a matter which may or does relate to the affairs of the Company:

.....  
Garrido Investments Pty Ltd 1,518,667 ordinary fully shares in the Company .....

Date **17.10.2007**.....

Signed 

**CONSENT TO ACT, NOTICE OF PARTICULARS AND DECLARATION OF INTEREST**

To: On Q Group Limited ACN 009 104 330 (Company)

In compliance with ss201D, 205B and 205C of the *Corporations Act 2001* (Cth) (**Corporations Act**), I confirm my consent to act as a director of the Company and I give notice of the following matters and particulars:

My present given or other names and family name: **Paul Jindra**

All former given or other names and family names: .....

My usual residential address: .....**5 Ngumby Court Vermont South Vic 3133.**

My date and place of birth: .....**5/5/47 Varnsdorf Czechoslovakia**.....

For the purpose of sections 191 and 192 of the Corporations Act and to enable the information to be recorded in the minutes of the next meeting of directors, I confirm that I have the following interest(s) in a matter which may or does relate to the affairs of the Company:

.....**Shiraz Nominees Pty Ltd 583,808 ordinary fully paid shares in the Company**  
.....**Jindra Energy Conversions Pty Ltd 822,038 ordinary fully paid shares in the Company and 124,130 options exp 30/5/08**

Date 19. 10. 2007

Signed *P. Jindra*

## STATEMENT UNDER S249P OF THE CORPORATIONS ACT 2001

The following biographies of the proposed directors of On Q Group Limited ACN 009 104 330 are requested, in accordance with section 249P of the *Corporations Act 2001 (Cth)* (Act), to be attached to the notice of meeting for the meeting requested under section 249D of the Act.

### **Craig Wyllie**

---

Craig Wyllie has extensive corporate experience working in financial services funds management, corporate rescue and mergers and acquisitions for over 25 years.

He commenced work at Melbourne based Tech Rentals, where he achieved the position of manager of the information technology group. In 1984, Craig moved to Hong Kong to assist his father in the family business, Asia Securities Limited, as the group's fund manager. Craig's role involved identifying and acquiring interests in potential takeover targets. Specifically, he was involved in the successful takeover, and subsequent sale, of Regal Hotels and Paliburg International Limited. He assisted Asia Securities Limited in its successful bid for Wah Kwong Properties and its acquisition of a significant holding in China Entertainment Holdings. More recently, Craig was involved in the sale of the Wyllie Group's shares in the Burswood Casino. Craig also advised his father regarding a stake in Perth based property group Aspen, as a result of this Craig facilitated a meeting between the Managing Director and their Property Director regarding taking a significant stake in the Dunsborough Lakes project which has proved to be enormously successful.

Craig worked as a consultant to the family company, the Wyllie Group having served on the Board of several family companies including Asia Securities Australia, and served as Managing Director of Asia Securities Limited. Upon the death of Craig's father in March 2006 he made the decision to sell out of the family business to pursue his own interests.

### **Paul Jindra**

---

Paul Jindra has over 30 years experience running numerous businesses.

He started working in Australia initially for Fairchild and then for Schlumberger with numerous overseas assignments. In 1974 he returned from Germany and started an independent sales and service business of Schlumberger test and measurement equipment. This business branched out into the service, sales and rentals of all leading test and measurement brand names under the banner of Tech-Rentals Pty. Ltd. It grew to be the largest business of its kind in the southern hemisphere and the fifth largest in the world with seven international offices and a total of thirteen worldwide. In 2000 he sold out to a public company and formed Jindra Energy Conversions Pty. Ltd., which specialises in the research and development of technologically advanced products and capitalise on his business experience.

Paul Jindra is formally educated in mechanical engineering and electronics and has experience in rescuing numerous failing businesses with poor management but good potential.