



G O W I N G B R O S

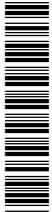
Investing Together for a Secure Future

**Gowings Bros. Limited**

ABN 68 000 010 471

UNIT 21, UPPER  
DECK  
JONES BAY WHARF  
26-32 PIRRAMA ROAD  
PYRMONT NSW  
2009

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[www.gowings.com](http://www.gowings.com)



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



Dear Shareholder

**2012 Gowings AGM**

Gowings' 144<sup>th</sup> Annual General Meeting will be held at the company's offices at Suite 21, Upper Deck, Jones Bay Wharf, 26 - 32 Pirrama Road, Pyrmont NSW on Thursday 22 November, 2012 at 10.00am (AEDT).

I invite you to attend and enclose the Notice of Meeting which lists the items for consideration or voting.

If you are unable to attend, you are encouraged to appoint a proxy to vote on your behalf by notifying the Company's share registry as set out in the enclosed Proxy Form by 10.00am (AEDT) on Tuesday 20 November, 2012.

Please note that the venue for the meeting is as last year being the company's offices which are approximately 200 metres further along the upper deck of the Wharf.

On arrival at the Jones Bay Wharf, take the lift to the top level (4), proceed to the Upper Deck walk-way, turn to the right and walk towards its north (harbour) end. Suite 21 is on the city side very near the end of the Wharf.

The company will have a representative at the Upper Deck lift exit to direct shareholders to the venue.

Garth Grundy  
Company Secretary





GOWING BROS

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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



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Proxy Form

For your vote to be effective it must be received by 10.00am (AEDT) on Tuesday 20 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.

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 your securityholder information, 24 hours a day, 7 days a week:

www.investorcentre.com

- Review your securityholding
Update your securityholding

Your secure access information is:

SRN/HIN: I999999999



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

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**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 Gowing Bros. 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 Gowing Bros. Limited to be held at Suite 21, Upper Deck, Jones Bay Wharf, 26 - 32 Pirrama Rd, Pyrmont, NSW 2009 on Thursday 22 November 2012 at 10.00am (AEDT) and at any adjournment or postponement of that Meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Item 2 (except where I/we have indicated a different voting intention below) even though Item 2 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Item 2 by marking the appropriate box in step 2 below.

### 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.

	For	Against	Abstain
2 Adopt the Company's Remuneration Report for the year ended 31 July 2012	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-elect Mr John Parker as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

### 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 \_\_\_\_ / \_\_\_\_ / \_\_\_\_

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## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the **Annual General Meeting** of Gowing Bros. Limited will be held at Suite 21, Upper Deck, Jones Bay Wharf, 26 - 32 Pirrama Rd, Pyrmont, NSW 2009 on **Thursday 22 November 2012** at 10.00am (AEDT).

The Explanatory Memorandum that accompanies and forms part of this Notice of Annual General Meeting describes and explains in more detail the various matters set out below which are to be considered in the meeting.

### ORDINARY BUSINESS

#### Item 1 Financial Statements & Reports

To receive and consider the Financial Statements and the Reports of the Directors and Auditors for the year ended 31 July 2012.

#### Item 2 Remuneration Report

To consider and, if thought fit, pass the following resolution as a non-binding ordinary resolution:

“That the Company’s Remuneration Report for the year ended 31 July, 2012 be adopted.”

Please note that the vote on this resolution is advisory only and does not bind the Directors or the Company.

#### Voting Exclusion Statement

In accordance with recent amendments to the Corporations Act 2001 which came into effect on 1 July 2011, the Company will disregard any votes cast on Item 2 by or on behalf of any of the Company’s key management personnel or by or on behalf of a closely related party of a member of the key management personnel. The Company’s key management personnel are those personnel, including the Directors, whose remuneration details appear in the Remuneration Report. However, the Company need not disregard a vote if it is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with the stated voting intentions of the Chairman of the Meeting, or if:

- it is cast by a person as proxy appointed by writing that specifies how the proxy is to vote on the proposed resolution; and
- the vote is not cast on behalf of any of the Company’s key management personnel or a closely related party of the key management personnel.

#### Item 3 Election of Director

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

“That Mr John Parker, who retires by rotation in accordance with the Company’s Constitution, being eligible and having offered himself for re-election, be re-elected a Director of the Company.”



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## **EXPLANATION OF ORDINARY BUSINESS**

A link to a copy of the full Annual Report of the Company containing the Financial Report, Director's Report and Auditor's Report for the year ended 31 July, 2012 is expected to be available online at [www.gowings.com](http://www.gowings.com) during the week ending Friday 26 October and will be mailed separately at that time if a printed copy has been requested.

### ***Explanation of Item 1***

The Corporations Act 2001 ("Corporations Act") requires the Financial Report, Director's Report and Auditor's Report to be laid before the meeting. There is no requirement in the Corporations Act or the Company's Constitution for shareholders to vote on, approve or adopt these Reports. Shareholders will have a reasonable opportunity at the meeting to ask questions and make comments on these Reports.

### ***Explanation of Item 2***

The Remuneration Report for the Company for the year ended 31 July, 2012 is set out in the Director's Report in the section entitled "Remuneration Report".

The Report sets out the principles and the current arrangements for the remuneration of Directors and the executive management.

The Corporations Act requires that the Company in Annual General Meeting consider and vote on a resolution formally adopting the Remuneration Report. It should be noted that whatever resolution is passed in the meeting in respect of the Remuneration Report shall have the effect of an advisory nature only and shall not be binding on the Directors or the Company.

### ***Explanation of Item 3***

In accordance with the Company's Constitution a minimum of one-third of the Directors, being those longest in office since their last election, must retire from office at each Annual General Meeting. The retiring Directors may offer themselves for re-election if eligible. Accordingly, Mr John Parker retires by rotation and being eligible offers himself for re-election.

Mr Parker has been a Director of Gowing Bros. since January 2002 and is Chairman of the Audit Committee. John is also a coach with Foresight's Global Coaching Partnership, providing one-to-one business coaching to senior executives in Australia.

John brings considerable experience to the board with over 31 years in equities research and funds management in Sydney, London and South Africa. John joined Ord Minnett (now JP Morgan) in 1987 and Counties Natwest Securities (now Citigroup) in 1991 where he was a director from 1995 to 2001. John founded a funds management business in 2003, from which he retired in 2010.

## **Instructions on Voting by Proxy**

- i. A shareholder entitled to attend and vote is entitled to appoint not more than two (2) Proxies.
- ii. When more than one (1) Proxy is appointed, each Proxy must be appointed to represent a specified proportion of the shareholder's voting rights.
- iii. A Proxy need not be a shareholder.
- iv. The Proxy Form must be received at the registered office of the Company or its Registry not less than 48 hours before the appointed time of the meeting.

## **Questions for the Auditors**

Questions may be addressed to the Company's Auditors at the AGM either by:

- i. submitting the question in writing, five (5) days prior to the AGM; or
- ii. raising the question at the AGM.

By order of the Board:

G Grundy  
Secretary