

5 September 2012

The Manager
ASX Market Announcements
Australian Securities Exchange Limited
20 Bridge Street
Sydney NSW 2000

Dear Sir/Madam,

Keybridge Capital Limited - (ASX: KBC)

Please find attached the following documents that were mailed to shareholders on Wednesday, 5th September 2012:

- Notice of Annual General Meeting
- Proxy Form

Yours sincerely,



Adrian Martin
Company Secretary
Keybridge Capital Limited
Tel: 61 2 9321 9001

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of shareholders of Keybridge Capital Limited (Company) will be held on:

Tuesday, 9th October 2012 at 10.00am Sydney time at:
The Essex Room, Quay West Suites
98 Gloucester Street
Sydney NSW 2000
Australia

5 September 2012

Dear Shareholder,

On behalf of the Board of Directors, I invite you to join us at our Annual General Meeting (AGM) to be held at The Essex Room, Quay West Suites, 98 Gloucester Street, Sydney, on Tuesday, 9th October 2012 at 10:00 am.

At this meeting, we will seek approval to:

- elect Nicholas Bolton as a Director of the Company; and
- adopt the 2012 Remuneration Report.

Details of the resolutions are contained in the enclosed Notice of Meeting, together with a proxy form.

If you are able to attend the AGM, please bring the proxy form with you as the barcoding on this form will facilitate your registration as a shareholder. Registration will be available from 9:00 am. If you are unable to attend, I encourage you to vote on the resolutions contained in the Notice of Meeting either by completing and returning the enclosed proxy form or by lodging your proxy appointment online at www.linkmarketservices.com.au.

Please note that a person intending to vote at the AGM on shares held in the name of a company must bring an authority to the meeting, signed by the company in favour of the person attending.

I hope to see you at our AGM.

Yours sincerely,



Peter Wood
Chairman

MEETING OF SHAREHOLDERS

ORDINARY BUSINESS

Financial Report, Directors' Report and Auditor's Report

This item of business calls for shareholders to formally receive the Financial Report, Directors' Report and Auditor's Report for the year ended 30 June 2012. These reports are contained in the 2012 Annual Report. Shareholders who elected to receive a printed copy of the 2012 Annual Report should have received it with this Notice of Meeting. The 2012 Annual Report is available on the Company's website www.keybridge.com.au.

While shareholders do not vote on the Financial Report, Directors' Report and Auditor's Report, there will be reasonable opportunity at the meeting for shareholders to raise questions, or make comments, about these reports and the management of the Company. The Auditor will be in attendance at the meeting and can answer questions on the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.

There is no vote on this item.

Resolution 1: Election of Director

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

"That Mr Nicholas Francis John Bolton, who retires in accordance with Article 8.1 of the Company's Constitution and offers himself for election, is elected as a Director of the Company effective from the close of the Annual General Meeting."

Biographical information in relation to Nicholas Bolton is set out in the Explanatory Notes accompanying this Notice of Annual General Meeting.

Resolution 2: Remuneration Report

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

"That the Remuneration Report for the year ended 30 June 2012 be adopted."

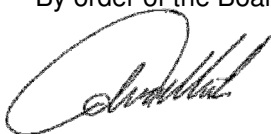
Note the vote on this resolution is advisory only and does not bind the Directors or the Company.

Voting exclusion statement

For resolutions that are directly or indirectly related to the remuneration of the key management personnel of the Company ("KMP"), which includes each of the Directors, the Corporations Act 2001 (Cth) restricts these persons and their closely related parties from voting in some circumstances. Closely related party is defined in the Corporations Act and includes a spouse, dependant and certain other close family members, as well as any companies controlled by the KMP.

The Company will disregard any votes cast on Resolution 2 (adoption of the Remuneration Report) by, or on behalf of, a KMP or a KMP's closely related party, unless the vote is cast as proxy for a person entitled to vote in accordance with a direction on the proxy form or by the Chairman of the Meeting pursuant to an express authorisation to exercise the proxy.

By order of the Board.



Adrian Martin
Company Secretary
Sydney, 5 September 2012

DETERMINATION OF ENTITLEMENT TO ATTEND AND VOTE

For the purposes of the meeting, shares will be taken to be held by the persons who are registered as members as at 7.00pm Sydney time on Sunday, 7 October 2012. This means that if you are not the registered holder of a share at that time, you will not be entitled to vote in respect of that share.

If you wish to appoint a proxy, the completed proxy form (and any proxy appointment authority) must be received by the Company or its share registry, Link Market Services Limited, no later than 10.00am Sydney time on Sunday, 7 October 2012 to be effective.

To do this, you may:

- use the enclosed reply paid envelope;
- fax to (+61 2) 9287 0309;
- mail to Locked Bag A14, Sydney South NSW 1235 Australia;
- deliver in person to Level 12, 680 George Street, Sydney NSW 2000; or 1A Homebush Bay Drive, Rhodes NSW 2138; or
- lodge online at Link Market Services' website, www.linkmarketservices.com.au. To use this facility, you will need your holder identification number (**HIN**) or security holder reference number (**SRN**).

NOTES ON APPOINTMENT OF PROXY

In accordance with Sections 249L and 249X of the Corporations Act, shareholders are notified of the following:

- (i) A member who is entitled to attend and cast a vote at the meeting *may* appoint a proxy to attend and vote for the member.
- (ii) Such an appointment may specify the proportion or number of votes that the proxy may exercise.
- (iii) A member who is entitled to cast two or more votes at the meeting may appoint no more than two proxies and may specify the proportion or number of votes each proxy is entitled to exercise. If you appoint two proxies and the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes.
- (iv) A proxy may be an individual or a body corporate and need not be a member of the Company.

If a shareholder appoints a body corporate as a proxy, that body corporate will need to ensure that it:

- appoints an individual as its corporate representative to exercise its powers at the meeting, in accordance with section 250D of the *Corporations Act 2001* (Cth); and
- provides satisfactory evidence of the appointment of its corporate representative.

If such evidence is not received, then the body corporate (through its representative) may not be permitted to act as a proxy.

A proxy is not revoked by the member attending and taking part in the meeting unless the member actually votes at the meeting on the resolution for which the proxy is proposed to be used.

Shareholders who appoint a proxy should consider whether they wish to direct the proxy to vote (and, if so, whether to direct the proxy to vote "for" or "against", or to abstain from voting, on each resolution), or whether to leave the decision to the appointed proxy after discussion at the meeting.

Key Management Personnel ("KMP") of the Company (which includes each of the Directors) will not be able to vote your proxy on Resolution 2 (adoption of the Remuneration Report) unless you direct them how to vote or, in the case of the Chairman of the Meeting, unless you expressly authorise him to do so. If you intend to appoint a member of the KMP (such as one of the Directors) (other than the Chairman of the Meeting) as your proxy, please ensure that you direct them how to vote on Resolution 2 by following the instructions on the proxy form.

If you intend to appoint the Chairman of the Meeting as your proxy for Resolution 2, you can direct him how to vote in the usual way. If you do not direct him how to vote, by submitting the proxy form, you expressly authorise him to exercise the proxy in respect of Resolution 2 even though it is connected to the remuneration of members of KMP.

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

VOTING

Voting on a resolution at the Annual General Meeting will be decided in the first instance by a show of hands. A poll may be demanded in accordance with the Company's Constitution.

On a show of hands, every shareholder who is eligible to vote and is present in person or by proxy, representative or attorney will have one vote. Upon a poll, every shareholder who is eligible to vote and is present in person or by proxy, representative or attorney will have one vote for each fully paid ordinary share held by that person. The proxy has the same rights as the member to speak at the meeting, to vote (but only to the extent allowed by the appointment) and to join in a demand for a poll.

Where a member appoints two proxies, then neither proxy shall have the right to vote on a show of hands.

Where more than one joint holder votes, the vote of the holder whose name appears first in the register of members shall be accepted to the exclusion of the others whether the vote is given in person or by proxy, representative or attorney.

Any directed proxies that are not voted on a poll at the meeting by a member's appointed proxy will automatically default to the Chairman of the Meeting, who is required to vote proxies as directed on a poll.

EXPLANATORY NOTES

ORDINARY BUSINESS

Resolution 1 – Election of Mr Nicholas Francis John Bolton

In accordance with Article 8.1 of the Company's Constitution, which provides for the retirement of any Director appointed to the Board since the previous Annual General Meeting, Mr Nicholas Bolton will retire at the Annual General Meeting and, being eligible, will offer himself for election by shareholders as a Director.

Nicholas Bolton was appointed a non-executive Director of Keybridge Capital Limited in December 2011. He is a member of the Audit, Finance and Risk Committee, the Remuneration Committee and the Nomination Committee.

Nicholas Bolton is the sole director of the Company's largest shareholder, Australian Style Group Pty Ltd. He established the ASG group of companies in 2004 and is an active investor in various ASX-listed entities and private companies. Investments have been made by ASG and related parties in a range of business enterprises in the IT sector, as well as active roles in a variety of listed entities including Brisconnections, MMC Contrarian Ltd, Mirvac Property Trust and Brookfield Multiplex Prime Property Fund.

Nicholas maintains an active investment presence in both listed and private companies, with the focus of delivering superior returns from active management of, and engagement with, those companies to assist in new business strategy, new capital funding sources and innovative solutions to challenging issues.

The Directors (other than Nicholas Bolton) unanimously recommend that Nicholas Bolton be elected as a Director of the Company.

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

Resolution 2 – Remuneration Report

Listed companies, such as Keybridge Capital Limited, are required to provide detailed disclosures of director and senior executive remuneration in their Remuneration Report. The Remuneration Report is set out on pages 34 to 41 of the 2012 Annual Report, which is available on the Company's website (www.keybridge.com.au).

The *Corporations Act 2001* (Cth) requires listed companies to put a non-binding resolution to shareholders annually to adopt the Remuneration Report. In line with this legislation, this vote will be advisory only, and does not bind the Directors or the Company. However, the Board will take the outcome of the vote and the discussion at the meeting into consideration when reviewing the Company's remuneration practices and policies going forward.

For the voting exclusions applicable to this resolution, please refer to page 1 of this Notice of Meeting.

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

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

Keybridge Capital Limited
ABN 16 088 267 190
Level 26, 259 George Street, Sydney NSW 2000 Australia
Phone +61 2 9321 9000
www.keybridge.com.au


By mail:

 Keybridge Capital Limited
 C/- Link Market Services Limited
 Locked Bag A14
 Sydney South NSW 1235 Australia

By fax: +61 2 9287 0309

All enquiries to: Telephone: 1800 992 613 Overseas: +61 2 8280 7746

X99999999999

SHAREHOLDER VOTING FORM

I/We being a member(s) of Keybridge Capital Limited and entitled to attend and vote hereby appoint:

STEP 1

APPOINT A PROXY

☐
**the Chairman
of the Meeting
(mark box)**

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy. I/we appoint the Chairman of the Meeting as an alternate proxy to the person named.

If no person/body corporate is named, the Chairman of the Meeting, is appointed as my/our proxy and to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at **10:00am on Tuesday, 9 October 2012, at The Essex Room, Quay West Suites, 98 Gloucester Street, Sydney NSW 2000** and at any adjournment or postponement of the meeting.

Chairman authorised to exercise proxies on Resolution 2:

Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman of the Meeting becomes my/our proxy by default), then by submitting this form I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy in respect of Resolution 2 (except where I/we have indicated a different voting intention below) and acknowledge that the Chairman of the Meeting may exercise my/our proxy even though Resolution 2 is connected directly or indirectly with the remuneration of the key management personnel of the Company.

The Chairman of the Meeting intends to vote all available proxies in favour of all resolutions.

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the meeting.

Please read the voting instructions overleaf before marking any boxes with an ☒.

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

STEP 2

VOTING DIRECTIONS

Resolution 1

 Election of Mr Nicholas Francis
John Bolton

☐ For

☐ Against

☐ Abstain*

Resolution 2

Remuneration Report

☐ For

☐ Against

☐ Abstain*

i * If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

Important for Resolution 2 - If the Chairman of the Meeting is your proxy or is appointed as your proxy by default

If you wish to give the Chairman specific voting directions on Resolution 2, you should mark the appropriate box opposite Resolution 2 (directing your proxy to vote 'for', 'against' or to 'abstain' from voting). If you have appointed the Chairman of the Meeting as your proxy (or the Chairman of the Meeting becomes your proxy by default), and you do not mark a box opposite Resolution 2, then by submitting this form you are expressly authorising the Chairman of the Meeting to vote in favour of Resolution 2 (see Step 1 above).

STEP 3

SIGNATURE OF SHAREHOLDERS - THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).



HOW TO COMPLETE THIS PROXY FORM

Your Name and Address

This is your name and address as it appears on the company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person in Step 1. If you appoint someone other than the Chairman of the Meeting as your proxy, you will also be appointing the Chairman of the Meeting as your alternate proxy to act as your proxy in the event the named proxy does not attend the meeting.

Votes on Items of Business - Proxy Appointment

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses (except in relation to Resolution 2 where you have appointed a member of the key management personnel of the Company or one of their closely related parties as your proxy, in which case there are additional restrictions explained below). If you mark more than one box on an item your vote on that item will be invalid.

Proxy voting by key management personnel

The key management personnel of the Company (which includes each of the Directors) will not be able to vote as your proxy on Resolution 2 unless you tell them how to vote or, if the Chairman of the Meeting is your proxy, you expressly authorise him to vote as he sees fit on Resolution 2 by leaving the boxes for Resolution 2 blank and submitting this form. If you intend to appoint a member of the key management personnel (other than the Chairman of the Meeting) as your proxy, please ensure that you direct them how to vote on Resolution 2 otherwise they will not be able to cast a vote as your proxy on that Resolution.

Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the company's share registry or you may copy this form and return them both together. The appointment of the Chairman of the Meeting as your alternate proxy also applies to the appointment of the second proxy.

To appoint a second proxy you must:

- on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- return both forms together.

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, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the 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 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 indicate the office held by signing in the appropriate place.

Corporate Representatives

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry.

Lodgement of a Proxy Form

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **10:00am on Sunday, 7 October 2012**, being not later than 48 hours before the commencement of the meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE > www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the proxy form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the proxy form).



by mail:

Keybridge Capital Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



by fax:

+61 2 9287 0309



by hand:

delivering it to Link Market Services Limited, Level 12, 680 George Street, Sydney NSW 2000 or 1A Homebush Bay Drive, Rhodes NSW 2138.

**If you would like to attend and vote at the Annual General Meeting, please bring this form with you.
This will assist in registering your attendance.**