
LASERBOND LIMITED

ACN 057 636 692

NOTICE OF GENERAL MEETING

TIME: 10.00 am (EST)

DATE: Thursday, 25th June 2009

PLACE: The offices of Laserbond Limited
28 York Rd
Ingleburn NSW 2565

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on (+61 2) 9829 3815.

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TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The Meeting of the Shareholders to which this Notice of Meeting relates will be held on Thursday, 25th June 2009 at:

The offices of Laserbond Limited
28 York Rd
Ingleburn NSW 2565

The General Meeting of Shareholders will be held at 10.00am.

YOUR VOTE IS IMPORTANT

The business of the General Meeting affects your shareholding and your vote is important.

VOTING IN PERSON

To vote in person, attend the General Meeting on the date and at the place set out above.

VOTING BY PROXY

- (a) Post or hand to Share Registries, GPO Box 3993, Sydney NSW 2001; or
 - (b) Facsimile to Share Registries on facsimile number +61 2 9279 0664
- So that it is received not later than 10.00am (EST) on Tuesday, 23 June 2009

Proxy Forms received later than this time will be invalid.

DATED: 22 MAY 2009

BY ORDER OF THE BOARD



**MATTHEW TWIST
LASERBOND LIMITED
COMPANY SECRETARY**

NOTICE OF GENERAL MEETING

Notice is given that a General Meeting of Shareholders will be held at 10.00am (EST) on 25 June 2009 at the offices of LaserBond Limited at 28 York Rd Ingleburn NSW 2565.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the General Meeting. The Explanatory Statement and the Proxy Form are part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the General Meeting are those who are registered Shareholders of the Company as at 10.00am (EST) on Tuesday, 23 June 2009.

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

AGENDA

1. RESOLUTION 1 – EMPLOYEE SHARE OWNERSHIP PLAN

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, the Company approves the Qualified Employee Share Plan for its employees as identified in section 11.2 of the Prospectus.”

Voting Exclusion Note:

The Company will disregard any votes cast on this resolution by Directors of this Company and any of their associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

2. RESOLUTION 2 – ISSUANCE OF SHARES TO A DIRECTOR – MR TIM MCCAULEY

To consider, and if thought fit, to pass with or without amendment, the following resolution as an **ordinary resolution**:

“That, subject to a resolution of the Board, the Company will issue 750,000 shares to the self managed superannuation fund of Mr. Tim McCauley, the CEO of the Company, as part of an employment contract.”

Voting Exclusion Note:

The Company will disregard any votes cast on this resolution by Mr. Tim McCauley and any of his associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the General Meeting of Shareholders to be held at 10.00 am (EST) on 25th June 2009 at the offices of LaserBond Limited, 28 York Rd, Ingleburn NSW 2565.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

1. QUALIFIED EMPLOYEE SHARE PLAN

In accordance with the LaserBond Limited (LBL) Prospectus, the Company proposes to formally implement the Qualified Employee Share Plan for employees of LBL. A summary of the plan is as follows:

- The share plan is to be offered to at least 75% of LBL permanent and part time employees with a minimum of 3 years service and not result in employees controlling more than 5% of LBL.
- The share plan is intended to be a tax exempt plan the total numbers of LBL shares issued to each employee for nil consideration and not to exceed \$1,000.
- Shares will vest with each employee over 3 years.
- No shares have been issued to date.
- Shareholder approval and Directors approval is required in order to formally implement the Share Plan. Approval will be required every 3 years.
- Further details are included in Annexure A (attached).

2. ISSUANCE OF SHARES – DIRECTOR

In accordance with the LBL Prospectus and the employment contract with the CEO – Tim McCauley, 750,000 ordinary shares are to be issued upon shareholder approval. These shares had been previously approved in the Prospectus prior to the listing but were not issued. Shareholders are required to reapprove the Director shares. Details are as follows:

- 250,000 Shares – Signing bonus
 - 500,000 Shares – Salary sacrifice
 - To meet superannuation contribution limitations part will be taken in June 2009 and part in July 2009.
 - Value to be market price as determined at the issuance date. (Average over 5 preceding days).
 - No funds will be raised from this issue.
 - Shares must be issued within 30 days of shareholder approval.
-

GLOSSARY

\$ means Australian dollars.

ASIC means the Australian Securities and Investments Commission.

ASX means the Australian Securities Exchange.

ASX Listing Rules means the Listing Rules of ASX.

Board means the current board of directors of the Company.

Business Days means any day other than a Saturday, Sunday or public holiday in the State of New South Wales.

Company means LaserBond Limited (ABN 24 057 636 692).

Constitution means the Company's constitution.

Corporations Act means the *Corporations Act 2001* (Cth).

Directors mean the current directors of the Company.

EST means Eastern Standard Time as observed in Sydney, New South Wales.

Explanatory Statement means the explanatory statement accompanying the Notice of Meeting.

Notice of General Meeting means the notice of annual general meeting forming part of this document including the Explanatory Statement.

Prospectus means the Prospectus for LBL associated with its listing on 17th December 2007

Resolutions means the resolutions set out in the Notice of Meeting or any one of them, as the context requires.

Share means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of a Share.

ANNEXURE A

11.2 Employee Share Option Plan

The Company has established an employee share option plan (ESOP) in order to provide an incentive for employees to participate in the future growth of the Company. The ESOP will be administered in accordance with the ESOP rules, which are summarised below.

11.2.1 Option Issue

The Board may, in its absolute discretion, offer options to eligible participants under the ESOP (Employee Options). The Employee Options will be issued for no consideration and each Employee Option will carry the right in favour of the Employee Option holder to subscribe for one Share in the capital of the Company.

An eligible participant is a full or part time employee or a Director of the Company or any associated body corporate. The Company must obtain shareholder approval before the participation under the ESOP of an eligible participant who is a Director, or related party of the Company.

The Employee Options issued under the ESOP are not transferable except with the prior written consent of the Board.

11.2.2 Exercise Price

The exercise price for the Employee Options granted under the ESOP will be the price fixed by the Board prior to the grant of the Employee Option.

11.2.3 Exercise Restrictions

The Employee Options granted under the ESOP may be subject to such other restrictions on exercise and may be fixed by the Directors prior to the grant of the Employee Options including, without limitation, length of service by the employee and threshold prices at which Shares are traded on ASX. Any restrictions so imposed by the Directors must be set out on the Employee Option certificate.

11.2.4 Participation in Dividends, Rights Issues and Bonus Issues

The Employee Options granted under the ESOP do not give any right to participate in dividends or rights issues until Shares are allotted pursuant to the exercise of the relevant Employee Option. The number of Shares issued on the exercise of Employee Options will be adjusted for bonus issues made prior to the exercise of the Employee Options.

11.2.5 Eligibility

Under the ESOP, the Director's may invite full or part time employees, or a Director of the Company to participate in the ESOP and receive Employee Options. The number of Shares underlying Employee Options granted under the ESOP when aggregated with:

- (a) the maximum number of Shares that could be issued on exercise of unexercised Employee Options and any other employee incentive share or Employee Option plan; and
- (b) the number of Shares issued on exercise of Employee Options under the ESOP and any other employee incentive share or Employee Option plan in the last 5 years, must not exceed 5% of the issued Shares at the time of grant of the Employee Options. This restriction will not apply if the Company has a current prospectus under which the Employee Options are granted.

11.2.6 Term of Employee Options

The Employee Options granted under the ESOP have a term specified on the face of each certificate.

11.2.7 Subdivision or Consolidation

If the Company, after having granted any Employee Option, reduces it's issued Share capital or subdivides or consolidates its Shares, the number of the Shares issued to the Employee Option holder on exercise of an Employee Option will be reduced, subdivided or consolidated, as the case may be, in accordance with the ASX Listing Rules.

The rules of the ESOP were amended by the Board on the 4th May 2009 to incorporate the Qualifying Employee Share Plan as summarised in item 1 of the Explanatory Statement.

PROXY FORM

**APPOINTMENT OF PROXY
LASERBOND LIMITED
ACN 057 636 692**

GENERAL MEETING

I/We

of

being a member of LaserBond Limited entitled to attend and vote at the General Meeting, hereby

Appoint

Name of proxy

OR

☐

the Chair of the General Meeting as your proxy

or failing the person so named or, if no person is named, the Chair of the General Meeting, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, as the proxy sees fit, at the General Meeting to be held at 10.00am (WST), on 25 June 2009 at the offices of LaserBond Limited, 28 York Rd, Ingleburn NSW, and at any adjournment thereof.

If no directions are given, the Chair will vote in favour of all the Resolutions.

☐

If the Chair of the General 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 **Resolutions 1 to 2** please place a mark in this box.

By marking this box, you acknowledge that the Chair of the General Meeting may exercise your proxy even if he has an interest in the outcome of Resolutions 1 to 2 and that votes cast by the Chair of the General Meeting for Resolutions 1 to 2 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 Resolutions 1 to 2 and your votes will not be counted in calculating the required majority if a poll is called on Resolutions 1 to 2.

OR

Voting on Business of the General Meeting

Resolution 1 – Qualifying Employee Share Plan
Resolution 2 – Issuance of Shares to a Director

FOR	AGAINST	ABSTAIN
☐	☐	☐
☐	☐	☐

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

Signature of Member(s):

Date: _____

Individual or Member 1

Sole Director/Company Secretary

Member 2

Director

Member 3

Director/Company Secretary

Contact Name: _____ **Contact Ph (daytime):** _____

LASERBOND LIMITED
ACN 057 636 692

Instructions for Completing 'Appointment of Proxy' Form

1. **(Appointing a Proxy):** A member entitled to attend and vote at a General Meeting is entitled to appoint not more than two proxies to attend and vote on a poll on their behalf. The appointment of a second proxy must be done on a separate copy of the Proxy Form. Where more than one proxy is appointed, such proxy must be allocated a proportion of the member's voting rights. If a member appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes. A duly appointed proxy need not be a member of the Company.
2. **(Direction to Vote):** A member may direct a proxy how to vote by marking one of the boxes opposite each item of business. Where a box is not marked the proxy may vote as they choose. Where more than one box is marked on an item the vote will be invalid on that item.
3. **(Signing Instructions):**
 - **(Individual):** Where the holding is in one name, the member must sign.
 - **(Joint Holding):** Where the holding is in more than one name, all of the members must sign.
 - **(Power of Attorney):** If you have not already provided 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, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held.
4. **(Attending the Meeting):** Completion of a Proxy Form will not prevent individual members from attending the General Meeting in person if they wish. Where a member completes and lodges a valid Proxy Form and attends the General Meeting in person, then the proxy's authority to speak and vote for that member is suspended while the member is present at the General Meeting.
5. **(Return of Proxy Form):** To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
 - (a) Post or hand to Share Registries, GPO Box 3993, Sydney NSW 2001; or
 - (b) Facsimile to Share Registries on facsimile number +61 2 9279 0664

so that it is received not later than 10.00am (EST) on Tuesday, 23 June 2009

Proxy forms received later than this time will be invalid.