



Notice of Annual General Meeting and Explanatory Statement

3.00pm

Tuesday, 20 November 2012

The Grace Hotel

77 York Street, Sydney

2012 Annual Report:

www.ppkgroup.com.au

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is given that the Annual General Meeting of the Company will be held at The Grace Hotel, 77 York Street, Sydney NSW Australia at 3.00pm on Tuesday, 20 November 2012.

ORDINARY BUSINESS

1. Receipt of the Financial Report for the year ended 30 June 2012

Receipt of the Company's Financial Report, the Directors' Report and the Auditor's Report for the year ended 30 June 2012.

2. Remuneration Report

To consider and, if thought fit, pass the following Resolution:

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

The Company will disregard any votes cast on Resolution 2:

- i. by or on behalf of a member of the Key Management Personnel (KMP) (as defined in section 9 of the Corporations Act 2001 (Cth)) details of whose remuneration are included in the Remuneration Report;
 - ii. by or on behalf of a closely related party (as defined in section 9 of the Corporations Act 2001 (Cth) such as close family members and any controlled companies) of a member of the KMP; or
 - iii. as a proxy by a member of the KMP or a KMP's closely related party,
- unless the vote is cast as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form.

Important Notice for Resolution 2: If a shareholder appoints the Chairman of the meeting as the shareholder's proxy and does not specify how the Chairman is to vote on Resolution 2, the Chairman will vote, as proxy for that shareholder, in favour of Resolution 2.

3. Re-elect Mr Jury Wowk as a Director of the Company

To elect Mr Jury Wowk as a Director of the Company, who retires in accordance with the Constitution of the Company, and being eligible, offers himself for re-election.

4. Re-appointment of Grant Thornton Audit Pty Ltd as Auditors of the Company

To consider and, if thought fit, pass the following Resolution:

That the Company resolves to re-appoint Grant Thornton Audit Pty Ltd as auditors of the Company.

Dated at Sydney, on the 26th day of September 2012

A handwritten signature in black ink, appearing to read 'Andrew Cooke'.

By order of the Board

Andrew J. Cooke
Company Secretary

2012 ANNUAL REPORT

The 2012 Annual Report is available on the Company's website: www.ppkgroup.com.au

Proxies

- A shareholder entitled to attend and vote at this meeting is entitled to appoint a proxy or not more than two proxies to attend and vote instead of the shareholder.
- Where two proxies are appointed:
 - i. a separate proxy Form, should be used to appoint each proxy;
 - ii. the Proxy Form may specify the proportion, or the number, of votes that the proxy may exercise, and if it does not do so the proxy may exercise half of the votes.
- A shareholder can appoint any other person to be their proxy. A proxy need not be a shareholder of the Company. The proxy appointed can be described in the Proxy Form by an office held e.g. "the Chair of the Meeting".
- In the case of shareholders who are individuals, the Proxy Form must be signed:
 - i. if the shares are held by one individual, by that shareholder;
 - ii. if the shares are held in joint names, by any one of them.
- In the case of shareholders who are companies, the Proxy Form must be signed:
 - i. if it has a sole director who is also sole secretary, by that director (and stating the fact next to, or under the signature on the Proxy Form);
 - ii. in the case of any other company by either two directors or a director and secretary.
- If the person signing the Proxy Form is doing so under a power of attorney, or is an officer of a company outside those referred to above but authorised to sign the Proxy Form, the power of attorney or other authorisation (or a certified copy of it), as well as the Proxy form, must be received by the Company by the time and at the place specified below.
- A Proxy Form accompanies this notice. To be effective, your proxy must be received by the Company **no later than 3.00pm on Sunday, 18 November 2012:**
 - i. by **facsimile** : on +61 (02) 9290 9655; or
 - ii. by delivery in person or **mail**:
PPK Group Limited Share Registry
C/- Boardroom Pty Limited
Level 7, 207 Kent Street
Sydney NSW 2001 ; or
 - iii. **Online**: www.boardroomlimited.com.au/vote/ppkgrouppgm2012

Corporate Representatives

A body corporate that is a member, or that has been appointed as a proxy of a member, may appoint an individual to act as its representative at the meeting. The appointment must comply with the requirements of section 250D of the Corporations Act 2001. The representative should bring to the meeting evidence of his or her appointment including the authority under which it is signed.

Shareholders who are Entitled to Vote

In accordance with the *Corporations Act 2001 (Cth)*, the directors have determined that a person's entitlement to vote at the meeting will be the entitlement of that person set out in the register of members as at 3.00pm on Sunday, 18 November 2012.

EXPLANATORY STATEMENT

1. Financial Report – Year ended 30 June 2012

The Corporations Act requires the financial report (which includes the financial statements and the directors' declaration), the directors' report and the auditor's report to be laid before the Annual General Meeting. There is no requirement either in the Corporations Act or in the Constitution of the Company for Shareholders to approve the financial report, the directors' report or the auditor's report.

This item of business provides shareholders with an opportunity to ask questions concerning or make comments on the Company's financial statements and reports for the year ended 30 June 2012 and the Company's performance generally. A representative of the Auditor will be attending the Annual General Meeting.

As a shareholder, you are entitled to submit a written question to the Auditor prior to the Annual General Meeting provided that the question relates to:

- the content of the Auditor's report; or
- the conduct of the audit in relation to the Financial Report.

All written questions must be received by the Company no later than 13 November 2012. All questions must be sent to the Company and may not be sent direct to the Auditor. The Company will then forward all questions to the Auditor. The Auditor will answer written questions submitted prior to the Annual General Meeting. The Auditor will also answer questions at the meeting from shareholders relevant to:

- 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;
- the independence of the Auditor in relation to the conduct of the audit.

2. Resolution 2 – Remuneration Report

The Directors' Report for the year ended 30 June 2012 contains a Remuneration Report which sets out the policy on remuneration of the directors of the Company and specified executives on the Company.

The Corporations Act requires that a resolution be put to the vote that the Remuneration Report be adopted. The Corporations Act expressly provides that the vote is advisory and does not bind the Directors of the Company. However, if at least 25% of the votes cast are against the adoption of the Remuneration Report, the Company's next Remuneration Report must explain the Board's proposed action in response or explain why no action has been taken.

In the following year, if at least 25% of the votes cast on the resolution that the Remuneration Report be adopted are against adoption, shareholders will then vote to determine whether the Directors, excluding the CEO, will need to

stand for re-election. If more than 50% of the votes cast on the resolution are in favour, a separate re-election meeting must be held within 90 days.

Members attending the AGM will be given a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

3. Resolution 3 – Election of Mr Jury Wowk as a Director

Mr Jury Wowk was a partner and is currently a consultant to HWL Ebsworth Lawyers and has provided legal services to the PPK Group since its establishment in 1979.

Jury has a Bachelor of Arts Degree and a Bachelor of Laws Degree from the University of Sydney. He is also a Law Society of New South Wales Accredited Specialist in Business Law and an Associate Member of the Australian Institute of Company Directors.

Mr Wowk was appointed as a Director of the Company on 21 December 1994 and as Non-Executive Chairman 13 September 2011. Mr Wowk is also a member of the Audit Committee.

4. Resolution 4 – Re-appointment of Grant Thornton Audit Pty Ltd as Auditors of the Company

The Directors of BDO Audit (NSW-VIC) Pty Ltd became partners in Grant Thornton effective 1 May 2012. BDO Audit (NSW-VIC) Pty Ltd ceased to have access to their audit methodology tools and their staff became employees of Grant Thornton from 1 May 2012. These events represent exceptional circumstances. Accordingly, at that time BDO Audit (NSW-VIC) Pty Ltd resigned as Auditors. The resignation of BDO Audit (NSW-VIC) Pty Ltd was accepted by the directors due to the audit directors joining Grant Thornton Audit Pty Ltd.

The Directors resolved, after proper enquiries and receiving a consent to act as auditors, to appoint Grant Thornton Audit Pty Ltd as auditors of the Company.

In accordance with the Corporations Act, Grant Thornton Audit Pty Ltd hold the office of auditors until this annual general meeting and the company must appoint or re-appoint a person, firm or audit company to fill the position of auditors of the Company at the annual general meeting.

A nomination has been received from a member of the Company, to appoint Grant Thornton Audit Pty Ltd as auditors and a copy of that nomination accompanies this Notice of Annual General Meeting.

The directors recommend that the shareholders vote in favour of this resolution.



NOTICE OF NOMINATION OF AUDITOR

PPK Group Limited

ABN 65 003 964 181

Appointment of auditors

I wish to nominate Grant Thornton Audit Pty Ltd as auditor of PPK Group Ltd at the forthcoming annual general meeting.

I request that a copy of this nomination is sent to all persons entitled to receive notice of the AGM and Grant Thornton Audit Pty Ltd.

Signed:



Member Name *James Wouk*
Director
Dealecity Pty Ltd
at P Wouk Superannuation
Fund

13 August 2012

Date



PPK Group Limited

ABN 65 003 964 181

FOR ALL ENQUIRIES CALL:

(within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

FACSIMILE

+61 2 9290 9655

ALL CORRESPONDENCE TO:

Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001
Australia



Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction on the form. Securityholders sponsored by a broker should advise your broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

YOUR VOTE IS IMPORTANT

**FOR YOUR VOTE TO BE EFFECTIVE IT MUST BE RECORDED BEFORE 3.00 pm
SUNDAY 18th NOVEMBER 2012**

Reference Number:

Please note it is important you keep this confidential

TO VOTE ONLINE



STEP 1 : VISIT www.boardroomlimited.com.au/vote/ppkagm2012

STEP 2: Enter your holding/Investment type

STEP 3: Enter your Reference Number and VAC:

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 Appointment of Proxy

Indicate here who you want to appoint as your Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chairman of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a security holder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

Appointment of a Second Proxy

You are entitled to appoint up to two 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 securities registry or you may copy this form.

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities 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.
- (b) return both forms together in the same envelope.

STEP 2 Voting Directions to your Proxy

You can tell your Proxy how to vote

To direct your proxy how to vote, place a mark in one of the boxes opposite each item of business. All your securities 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 securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

STEP 3 Sign the Form

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders must sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below not later than 48 hours before the commencement of the meeting at **3.00 pm on Tuesday, 20th November 2012**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxies may be lodged using the reply paid envelope or:

BY MAIL - Share Registry – Boardroom Pty Limited, GPO Box 3993,
Sydney NSW 2001 Australia

BY FAX - + 61 2 9290 9655

IN PERSON - Share Registry – Boardroom Pty Limited,
Level 7, 207 Kent Street, Sydney NSW 2000 Australia

Vote online at:

**www.boardroomlimited.com.au/vote/ppkagm2012
or turnover to complete the Form ➔**

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.

PPK GROUP LIMITED

<Address 1>
<Address 2>
<Address 3>
<Address 4>
<Address 5>
<Address 6>

<BARCODE>

STEP 1 - Appointment of Proxy

I/We being a member/s of **PPK Group Limited** and entitled to attend and vote hereby appoint

☐	the Chairman of the Meeting (mark with an 'X')	OR	
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If you are not appointing the Chairman of the Meeting as your proxy please write here the full name of the individual or body corporate (excluding the registered Securityholder) you are appointing as your proxy.

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 at **the Annual General Meeting of PPK Group Limited to be held at The Grace Hotel, 77 York Street, Sydney, NSW 2000 on Tuesday the 20th November 2012 at 3.00 pm** and at any adjournment of that meeting, to act 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.

Important instructions for Resolution 2: The Chairman of the Meeting will vote all undirected proxies in favour of all resolutions (including Resolution 2). If you wish to appoint the Chairman of the Meeting as your proxy with a direction to vote against, or to abstain from voting on a resolution, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

STEP 2 - Voting directions to your Proxy – please mark ☒ to indicate your directions

Ordinary Business		For	Against	Abstain*
Resolution 2	Remuneration Report	☐	☐	☐
Resolution 3	Election of Mr Jury Wowk as a Director	☐	☐	☐
Resolution 4	Re-appointment of Grant Thornton Audit Pty Ltd as Auditors of the Company	☐	☐	☐

In addition to the intentions advised above, the Chairman of the Meeting intends to vote undirected proxies in favour of each of the items of business.

*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.

STEP 3 - PLEASE SIGN HERE This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone Date / / 2012