

vanEYK THREE PILLARS LIMITED

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the Members of vanEyk Three Pillars Limited ACN 106 854 175 ("VTP" or "the Company") will be held on **Monday 19th December 2011** at **10.00 am** at the offices of Tidewater Investments Limited, Suite 7.09, 2-14 Kings Cross Road, POTTS POINT NSW 2011 ("AGM" or "the Meeting").

BUSINESS

1. Chairman's Address

Report on results and activities during the financial year.

2. Financial Statements for the year ended 30 June 2011

The audited financial statements of VTP will be presented to the Meeting for review.

ORDINARY BUSINESS

3. Adoption of Remuneration Report

The Board of VTP is submitting its Remuneration Report to shareholders for consideration and adoption by way of a **non binding** resolution. This resolution is put to members in accordance with section 250R(2) of the *Corporations Act*. The outcome of this resolution is advisory only, under section 250R(3) of the *Corporations Act* and is not binding on the Company or the Directors for the 2011 year, but under certain circumstances, disclosed in the Explanatory Memorandum, may cause additional resolutions to be placed before the 2012 Annual General Meeting under the auspices of section 250U of the *Corporations Act*. The Remuneration Report is set out on pages 13 to 14 of the VTP Annual Report for 2011. The report explains the nature of remuneration paid to the Directors and management.

Resolution 1 - as an ordinary resolution:

That the Remuneration Report contained in the VTP 2011 Annual Report be hereby adopted

Voting Exclusion Statement

As required by section 250R(4) of the *Corporations Act*, the Company will disregard any votes cast under Resolution 3 by the Directors of the Company or their related entities and associated parties.

4. Re-election of Director – Mr. Andrew Brown

Having been appointed to a casual vacancy during the year, Andrew Brown will retire in accordance with clause 6.2(c) of the Company's constitution and, being eligible, has offered himself for re-election.

Resolution 2 - as an ordinary resolution:

That Andrew Brown be re-elected as a Director of the Company

vanEyk Three Pillars Limited
ABN 91 106 854 175

phone: (02) 9380 2876
fax: (02) 8354 0923
admin@tidewater.com.au

Suite 7.09, 2-14 Kings Cross Road, POTTS POINT NSW 2011
GPO Box 4870 SYDNEY NSW 2001

5. Re-election of Director – Mr. Stephen Roberts

Having been appointed to a casual vacancy during the year, Stephen Roberts will retire in accordance with clause 6.2(c) of the Company's constitution and, being eligible, has offered himself for re-election.

Resolution 3 - as an ordinary resolution:

That Stephen Roberts be re-elected as a Director of the Company

6. Re-election of Director – Mr. Richard Ochojski

Having been appointed to a casual vacancy during the year, Richard Ochojski will retire in accordance with clause 6.2(c) of the Company's constitution and, being eligible, has offered himself for re-election.

Resolution 4 - as an ordinary resolution:

That Richard Ochojski be re-elected as a Director of the Company

7. Change of name

To consider and if thought fit, adopt the following resolution:

Resolution 5 - as a special resolution:

That pursuant to section 157 of the Corporations Act, the Company change its name from vanEyck Three Pillars Limited to Continuation Investments Limited.

Entitlement to Vote

In accordance with section 1074E(2)(g)(i) of the *Corporations Act* and regulation 7.11.37 of the Corporations Regulations and ASTC Operating Rule 8.3A.1, the Company has determined that for the purposes of the Annual General Meeting all Shares will be taken to be held by the persons who, according to records of the Company's share registrar, held them as registered Shareholders at 10.00am (Sydney time) on 17th December 2011. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Annual General Meeting.

How to Vote

Members entitled to vote at the General Meeting may vote:

- by attending the meeting and voting in person; or
- by appointing an attorney to attend the meeting and vote on their behalf or, in the case of corporate members or proxies, a corporate representative to attend the meeting and vote on its behalf; or
- by appointing a proxy to attend and vote on their behalf, using the proxy form accompanying this Notice. A proxy may be an individual or a body corporate.

Voting in person (or by attorney or by corporate representative)

Members or their proxies, attorneys or representatives (including representatives of corporate proxies) wishing to vote in person should attend the Meeting and bring a form of personal identification (such as their driver's licence).

To vote by attorney at this meeting, the original or a certified copy of the power of attorney or other authority (if any) under which the instrument is signed must be received by the Registry before 10.00am (Sydney time) on 17th December 2011 in any of the following ways:

By post to the share registry, Boardroom Pty Limited:
GPO Box 3993, Sydney NSW 2001

By hand delivery to Boardroom Pty Limited at:
Level 7, 207 Kent Street, Sydney NSW 2000

By fax to Boardroom Pty Limited on:
1300 653 459 from within Australia, or +61 2 9290 9655 from outside Australia

To vote in person, you or your proxy, attorney, representative or corporate proxy representative must attend the AGM to be held at the offices of Tidewater Investments Limited, located at Suite 7.09, 2-14 Kings Cross Road, POTTS POINT NSW 2011 commencing at 10:00am (Sydney time) on Monday 19th December 2011.

A vote cast in accordance with the appointment of a proxy or power of attorney is valid even if before the vote was cast the appointor:

- died;
- became mentally incapacitated;
- revoked the proxy or power; or
- transferred the Shares in respect of which the vote was cast,

unless VTP received written notification of the death, mental incapacity, revocation or transfer before the meeting or adjourned meeting.

To vote by corporate representative at the meeting, a corporate Member or proxy should obtain an Appointment of Corporate Representative Form from the share registry, complete and sign the form in accordance with the instructions on it. The appointment should be lodged at the registration desk on the day of the meeting. The appointment of a representative may set out restrictions on the representative's powers.

The original form of appointment of a representative, a certified copy of the appointment, or a certificate of the body corporate evidencing the appointment of a representative is prima facie evidence of a representative having been appointed. The Chairman of the meeting may permit a person claiming to be a representative to exercise the body's powers even if he or she has not produced a certificate or other satisfactory evidence of his or her appointment.

Voting by Proxy

Any shareholder of the Company entitled to attend and vote at this AGM is entitled to appoint a proxy to attend and vote instead of that shareholder. The proxy does not need to be a Member of the Company. A shareholder that is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half of the shareholder's votes. A proxy may be an individual or a body corporate. A proxy that is a body corporate may appoint a representative to exercise the powers that the body corporate may exercise as the Member's proxy.

A proxy may vote or abstain as he or she chooses except where the appointment of the proxy directs the way the proxy is to vote on a particular resolution. If an appointment directs the way the proxy is to vote on a particular resolution:

- if the proxy is the chair - the proxy must vote on a poll and must vote in the way directed;
- if the proxy is not the chair - the proxy need not vote on a poll, but if the proxy does so, the proxy must vote in the way directed; and
- in this instance if the proxy does not attend the Meeting, or does not vote on a poll, the chair of the Meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at that Meeting.

If a proxy appointment is signed or validly authenticated by the Member but does not name the proxy or proxies in whose favour it is given, the Chairman may either act as proxy or complete the proxy appointment by inserting the name or names of one or more Directors or Company Secretary.

If:

- a Member nominates the Chairman of the meeting as the Member's proxy; or
- the Chairman is to act as proxy if a proxy appointment is signed by a Member but does not name the proxies in whose favour it is given or otherwise under a default appointment according to the terms of the proxy form,

then the person acting as Chairman in respect of an item of business at the Meeting must act as proxy under the appointment in respect of that item of business.

Proxies must be lodged not later than 48 hours before the Annual General Meeting i.e. 10.00 am (Sydney time) on 17 December 2011 in any of the following ways:

By post to the share registry, Boardroom Pty Limited:

GPO Box 3993, Sydney NSW 2001

By hand delivery to Boardroom Pty Limited at:

Level 7, 207 Kent Street, Sydney NSW 2000

By fax to Boardroom Pty Limited on:

1 300 653 459 from within Australia, or +61 2 9290 9655 from outside Australia

By electronic lodgement:

<http://www.boardroomlimited.com.au/vote/vtpagm2011> in accordance with instructions provided on the website. You will need your Holder Identification Number (HIN) or Security Reference Number (SRN) to lodge your proxy vote online.

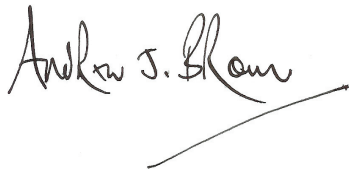
A form of proxy is provided with this notice.

Further Information

If you have any queries in relation to the Annual General Meeting, please contact the Chairman, Andrew Brown, on (02) 9380 2876 or andrew.brown@tidewater.com.au

Dated this 14th day of November 2011

By order of the Board of Directors

A handwritten signature in black ink that reads "Andrew J. Brown". The signature is written in a cursive style with a long, sweeping underline that extends to the right.

Andrew Brown
Company Secretary

EXPLANATORY MEMORANDUM

(This Explanatory Memorandum forms part of the Notice of Meeting)

This Explanatory Memorandum provides information for members in respect of the resolutions to be considered at the Annual General Meeting of vanEyck Three Pillars Limited (Company) to be held on **Monday 19th December 2011** at **10.00 am** at the offices of Tidewater Investments Limited, Suite 7.09, 2-14 Kings Cross Road, POTTS POINT NSW 2011 ("AGM" or "the Meeting").

Ordinary Business

1. Chairman's Address

Report on results and activities during the financial year.

2. Financial Statements

- 2.1 As required by section 317 of the *Corporations Act 2001* (Cth) (Corporations Act), the Financial Report, Directors' Report and Auditor's Report of the Company is contained within the Annual Report 2011 and will be laid before the Meeting.
- 2.2 Members will be provided with the opportunity to ask questions about the reports or about the Company generally but there will be no formal resolution put to the meeting.

3. Remuneration Report

- 3.1 As required by section 250R(2) of the Corporations Act, a resolution that the Company's Remuneration Report be adopted must be put to a vote. The Report is contained within the Directors' Report in the Company's Annual Report 2011.
- 3.2 Section 250R(3) of the Corporations Act provides that the vote on this resolution is advisory only and does not bind the directors or the Company, other than in respect of legislative change described in 3.3 – 3.5 below. In accordance with section 250SA of the Corporations Act, members of the Company will be provided with an opportunity to ask questions or make comments on the Remuneration Report.
- 3.3 As required by the Section 250R(4) of the *Corporations Act*, interests in VTP Shares held by Key Management Personnel and Directors of VTP (as named within the Remuneration Report contained on pages 13-14 of the 2011 Annual Report) or their related parties or associates will be excluded from voting on this Resolution.
- 3.4 As a result of recent legislative change, under Section 250U of the *Corporations Act*, in the event that 25% of the votes cast in respect of this Resolution are opposed to the passing of the Remuneration Report and if members make comments at the meeting, then in the following year the Board of the Company must report on any proposed responses to those comments, or explain why the Board of the Company does not propose any response.

- 3.5 Furthermore, as a result of legislative change, under Sections 250U and 250V of the *Corporations Act*, if 25% of the votes cast at the 2011 and 2012 AGMs (or two consecutive AGMs beyond that period) oppose the adoption of the Remuneration Report report, then at the 2012 (or second) AGM, the company must give members the option to pass a resolution ("Spill Resolution") requiring that the entire board (except the Managing Director) stand for re-election at a further general meeting. This meeting must take place within ninety days after the AGM. Passing of the Spill Resolution will require that 50% or more of votes cast are in favour of such a Spill Resolution.
- 3.6 The Board will be announcing new remuneration structures more in keeping with the current reduced size of the Company at the AGM.

4. Re-Election of Director – Andrew Brown

- 4.1 In accordance with Clause 6.2(C) of the Company's Constitution, Andrew Brown must retire from office, and offer himself for election at the Annual General Meeting of the Company.
- 4.2 Andrew Brown has 30 years experience in the Australian equity market as a stockbroker, corporate investor and funds manager. Andrew has an honours degree majoring in economics and econometrics from the University of Manchester, England.

During the past three years, Andrew has served as a Director of the following other public companies:

- Adelaide Resources Limited (non-executive Director – ongoing)
- Aequus Capital Limited (appointed 14/4/2005; resigned 18/12/2008)
- Cheviot Bridge Limited (non-executive Director – ongoing)
- Cheviot Kirribilly Vineyard Property Group (executive Director – ongoing)
- Equities and Freeholds Limited (appointed 2/10/2007; resigned 16/3/2010)
- Merricks Capital Special Opportunity Fund Limited (Chairman – ongoing)
- Tidewater Investments Limited (Managing Director – ongoing)

5. Re-Election of Director – Stephen Roberts

- 5.1 In accordance with Clause 6.2(C) of the Company's Constitution, Stephen Roberts must retire from office, and offer himself for election at the Annual General Meeting of the Company.
- 5.2 Steve Roberts is a co-founder and former Director of Link Recruitment Pty. Limited, a specialist recruitment business established in 1986. A majority of shares in the Link business were sold to Select Appointments plc in 1999. Steve has significant experience in business development, strategic planning and the management expertise gleaned from organically growing an enterprise to over 250 employees. Steve retired from Link in March 2007 and in 2010 commenced business with a group of ex-Link Managers to form Veritas Recruitment. The business has offices in both NSW and Victoria with ambitious expansion plans on the eastern seaboard. Steve is currently Chairman of Veritas Recruitment.

During the past three years, Steve has served as a Director of the following other public companies:

- Equities and Freeholds Limited (appointed 5/3/2008; resigned 12/10/2009)
- Hamilton James and Bruce Group Limited (appointed 9/7/2009; resigned 24/9/2009)
- Tidewater Investments Limited (non-executive Director – ongoing)

6. Re-Election of Director – Richard Ochojski

6.1 In accordance with Clause 6.2(C) of the Company's Constitution, Richard Ochojski must retire from office, and offer himself for election at the Annual General Meeting of the Company.

6.2 Richard Ochojski is a finance executive and has been employed in the banking and finance industry for more than 30 years. For almost 20 years, until the end of October 2005, Richard was employed by Macquarie Bank where he was a Director of the Banking Division within the Banking and Property Group.

During the past three years, Richard has served as a Director of the following other public companies:

- Equities and Freeholds Limited (appointed 5/9/2008; resigned 12/10/2009)
- Reel Time Media Limited (non-executive Director – ongoing)
- Vesture Limited (appointed 26/10/2006; resigned 14/11/2011)

7. Change of Name

7.1 The Directors believe that it is appropriate for the Company to change its name to reflect the fact that there is no longer any association with the original investment and administrative managers of the Company, van Eyk Research Limited, Three Pillars Portfolio Managers Pty Limited and VTP Management Pty Limited ("Managers"); the Managers' services ceased around 15 April 2011 under a deed of termination and release. The proposed new name of the Company, Continuation Investments Limited has been reserved and reflects the desire of the board of the Company to conduct an appropriate investment business.

7.2 Under the Corporations Act, a company may change its name by passing a special resolution, adopting a new name and lodging an application in the prescribed form with ASIC. The change of name will take effect when ASIC alters the details of the Company's registration. A change of the Company's name will not create a new legal entity nor affect the Company's existing property, rights or obligations.

YOUR VOTE IS IMPORTANT

FOR YOUR VOTE TO BE EFFECTIVE IT MUST BE RECORDED BEFORE 10.00am
(SYDNEY TIME) SATURDAY 17th DECEMBER 2011

TO VOTE ONLINE



STEP 1 : VISIT www.boardroomlimited.com.au/vote/vtpagm2011

STEP 2: Enter your holding/Investment type

STEP 3: Enter your Reference Number and VAC:



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.**

Reference Number:

Please note it is important you keep this confidential

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 **10.00am (Sydney time) on Monday, 19 December 2011**. 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/vtpagm2011
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.

PROXY FORM
Annual General Meeting

<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 **vanEyk Three Pillars Limited (Company)** 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 vanEyk Three Pillars Limited to be held at the offices of Tidewater Investments Limited, Suite 7.09, 2-14 Kings Cross Road POTTS POINT NSW 2011 on Monday, 19 December 2011 at 10.00am** (Sydney time) 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.

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

Ordinary Resolutions

- Resolution 1 Adoption of Remuneration Report
- Resolution 2 Re-election of Director – Andrew Brown
- Resolution 3 Re-election of Director – Stephen Roberts
- Resolution 4 Re-election of Director – Richard Ochojski

For	Against	Abstain*
☐	☐	☐
☐	☐	☐
☐	☐	☐
☐	☐	☐

For	Against	Abstain*
☐	☐	☐

Special Resolution

- Resolution 5 Change of Company Name

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

Securityholder 2

Securityholder 3

Sole Director and Sole Company Secretary

Director

Director/Company Secretary

Contact Name

Contact Daytime Telephone Date / / 2011