

BBX HOLDINGS LTD.

RESULTS OF MEETING

GENERAL MEETING HELD FRIDAY, 22 JANUARY 2010
916 PACIFIC HIGHWAY GORDON NSW 2072.

PROXIES:

A total of 6 proxies were received from shareholders holding the following shares in the Company. Voting exclusions were enforced both with the proxies and those who attended the meeting in person.

<i>Resolutions</i>	<i>For</i>	<i>Open</i>	<i>Against</i>	<i>Abstain</i>	<i>Exclusions</i>
1	86,000	88,000	0	0	-174,000
2	86,000	88,000	0	0	0
3	86,000	88,000	0	0	0

RESOLUTION 1 – APPROVAL FOR SELECTIVE SHARE BUY BACK

To consider and, if thought fit, to pass the following resolution as a **special resolution**:

"That, in accordance with Section 257D of the Corporations Act and for all other purposes, approval is given for the Company to conduct a selective buy-back and cancellation of up to 19,153,236 Shares from certain Shareholders of the Company on the terms and conditions set out in the Explanatory Statement."

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If carried by a

Show of hands: This special resolution unanimously carried on a show of hands.

RESOLUTION 2 – APPROVE SHARE AND ASSET SALE AGREEMENT

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

“That, for the purposes of ASX Listing Rule 10.1, ASX Listing Rule 11.2 and Section 208 of the Corporations Act and for all other purposes, Shareholders approve and authorise the Company to enter into a share and asset sale agreement with Barter Bonus Points Pty Ltd and www.ebbx.com Pty Ltd to dispose of a number of its subsidiaries which are the legal owners of the Company’s main undertaking in accordance with the terms set out in the Explanatory Memorandum.”

If carried by a

Show of hands: **This resolution unanimously carried on a show of hands.**

RESOLUTION 3 – INCREASE IN VOTING POWER OF THE ARTHUR PHILLIP GROUP

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

resolution:

“That, for the purpose of Section 611 (Item 7) of the Corporations Act and for all other purposes, Shareholder approval is given for the increase in the voting power of the Arthur Phillip Group, as a result of the proposed restructure of the Company on the terms and conditions set out in the Explanatory Statement accompanying this Notice of Meeting.”

If carried by a

Show of hands: **This resolution carried unanimously on a show of hands.**