

# BBX HOLDINGS LIMITED

ACN 089 221 634

## NOTICE OF ANNUAL GENERAL MEETING

Friday, 20th November 2009

Notice is hereby given that the Annual General Meeting of Shareholders of BBX Holdings Limited (*the Company*) will be held at 916 Pacific Highway, Gordon NSW on Friday, 20 November 2009 commencing at 10.00 am.

### Business:

#### Item 1           Accounts and Reports

To receive and consider the Financial Report of the Company for the year ended 30 June 2009 together with the Directors' Report and the Auditor's Report for the year.

#### Item 2           Remuneration Report

To adopt the Remuneration Report for the period to 30 June 2009 that forms part of the Directors' Report.

#### Item 3           Election of Directors

To elect four (3) directors in accordance with the Company's Constitution:

- (a) Mr Michael Touma, who retires in accordance with Clause 6.1(f) of the Constitution and, being eligible, offers himself for re-election;
- (b) Mr Hector Vieira, who retires in accordance with Clause 6.1(f) of the Constitution and, being eligible, offers himself for re-election;
- (c) Mrs Carolin Macdonald, who retires in accordance with Clause 6.1(f) of the Constitution and, being eligible, offers herself for re-election;

Dated this 16th<sup>th</sup> day of October, 2009

By Order of the Board

TIM CREASY  
Company Secretary

## **NOTES**

### **Voting entitlements**

The Board has determined, in accordance with the Company's Constitution and the Corporations Regulations 2001, that a shareholder's voting entitlement will be taken to be the entitlement of that person shown in the register of members as at the close of business (Sydney time) on 13 November 2009.

### **Proxies**

A shareholder has the right to appoint a proxy, who need not be a shareholder of the Company. If a shareholder is entitled to cast two or more votes they may appoint two proxies and may specify the percentage of votes each proxy is appointed to exercise. The proxy must be deposited at the share registry of the Company, Registries Limited, by post at PO Box R67, Royal Exchange, Sydney NSW 1223, or by facsimile to Registries Limited on +61 2 9279 0664 no later than 48 hours before the appointed commencement time of the meeting.

### **Item 2 - Remuneration Report**

The Directors' Report for the year ended 30 June 2009 contains a Remuneration Report, which sets out the policy for the remuneration of the directors. The Corporations Act requires that a resolution that the Remuneration Report be adopted. The Corporations Act expressly provides that the vote is advisory only and does not bind the directors of the Company.

### **Item 3 - Election of Directors**

Mr Michael Touma, Mr Hector Vieira, & Mrs Carolin Macdonald retire. Each director offers him/herself for election as a director of the Company. The Board recommends that shareholders vote in favour of the resolutions electing each of Messrs Touma, Vieira, and Mrs Macdonald. The following information has been provided by each candidate in support of his/her election as a director.

#### **Michael Touma - CEO and Managing Director**

Michael Touma was appointed a director of the Company in May 1996. Michael incorporated Business Barter Exchange Pty. Ltd. in 1993 and has built the business since that time. He is also a director of BBX Property Investment Fund Limited.

#### **Hector Vieira - Non-Executive Director**

Hector Vieira was appointed a Non-Executive director of the Company in October 2004. Hector has practised as Chartered Accountant for 35 years. He established the accountancy firm of VLC Partners in 1983 and has been a partner of this firm since that time.

#### **Carolin Macdonald - Executive Director (Chief Operating Officer)**

Mrs Macdonald was appointed a director of the Company in October 2004. She has been a director of various companies in the BBX Group since 1993. Carolin has qualifications in business administration. As Chief Operating Officer, Carolin is responsible for the day-to-day operations of the Company. In that role she applies a deep knowledge of the barter trade industry.