



**CPI Group Limited**  
ABN 33 006 364 067

000001 000 CPI  
MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030



## Lodge your vote:



### By Mail:

Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia

Alternatively you can fax your form to  
(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only  
(custodians) [www.intermediaryonline.com](http://www.intermediaryonline.com)

### For all enquiries call:

(within Australia) 1300 850 505  
(outside Australia) +61 3 9415 4000

## Proxy Form

**For your vote to be effective it must be received by 11:00 am (AEDT) Monday 22 November 2010**

### How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

#### Appointment of Proxy

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

### Signing Instructions

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged 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, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held.

### Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the information tab, "Downloadable Forms".

**Comments & Questions:** If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**Turn over to complete the form** →



View your securityholder information, 24 hours a day, 7 days a week:

**[www.investorcentre.com](http://www.investorcentre.com)**

- Review your securityholding
- Update your securityholding

#### Your secure access information is:

SRN/HIN: I999999999



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

# Proxy Form

Please mark  to indicate your directions

## STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of CPI Group Limited hereby appoint

the Chairman of the meeting OR

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

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 to act generally at the meeting 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) at the Annual General Meeting of CPI Group Limited to be held at 41 - 45 Mills Road, Braeside, Victoria on Wednesday 24 November at 11:00 am (AEDT) and at any adjournment of that meeting.

## STEP 2 Items of Business

**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
1. Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Re-election of Mr Peter Reilly as Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Re-election of Mr David Bull as Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

## SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name \_\_\_\_\_

Contact Daytime Telephone \_\_\_\_\_

Date \_\_\_\_/\_\_\_\_/\_\_\_\_

# **CPI GROUP LIMITED**

**ABN 33 006 364 067**

## **NOTICE OF ANNUAL GENERAL MEETING**

Notice is given that the Annual General Meeting of the members of CPI Group Limited (the **Company**) will be held at 41 - 45 Mills Road, Braeside, Victoria on Wednesday 24 November 2010 at 11:00 am (AEDT).

### **A. ORDINARY BUSINESS**

#### **Accounts**

To table the financial statements of the Company together with the Directors' report and auditor's report for the year ended 30 June 2010 and to provide members with the opportunity to raise any issues or ask questions generally of the Directors and the auditor concerning the financial statements or the business and operations of the Company.

### **B. SPECIAL BUSINESS**

#### **Ordinary Resolutions**

To consider and, if thought fit, to pass each of the following resolutions as ordinary resolutions:

#### **1. Resolution 1 – Adoption of Remuneration Report**

That the remuneration report as set out in the Directors' report for the year ended 30 June 2010 be adopted.

Note, the vote on this resolution is advisory only and does not bind the Company or its Directors.

#### **2. Resolution 2 – Re-election of Mr Peter Reilly as Director of the Company**

That the re-election as a Director of the Company of Mr Peter Reilly, a Director retiring by rotation in accordance with clause 58 of the constitution of the Company, being eligible and having offered himself for re-election, be approved.

#### **3. Resolution 3 - Re-election of Mr David Bull as Director of the Company**

That the re-election as a Director of the Company of Mr David Bull, a Director retiring by rotation in accordance with clause 58 of the constitution of the Company, being eligible and having offered himself for re-election, be approved.

**By order of the Board**



**Lachlan Duncan  
Company Secretary**

9 October 2010



## VOTING EXCLUSION STATEMENT

No voting restrictions are applicable

### NOTES:

1. The details of the Resolutions contained in the Explanatory Memorandum accompanying this Notice of Meeting should be read together and form part of this Notice of Meeting.
2. In accordance with regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), all securities of the Company that are quoted securities at 7.00 pm (AEDT) on 22 November 2010 are taken, for the purposes of the above meeting, to be held by the persons who held them at that time. Only those persons will be entitled to vote at the Annual General Meeting on 24 November 2010.

### PROXIES:

A member who is entitled to vote at the meeting has a right to appoint a proxy and should use the proxy form enclosed with this notice. A proxy need not be a member of the Company.

A member who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If a member appoints two proxies and the appointment does not specify the proportion or number of the member's votes each proxy may exercise, section 249X of the Corporations Law will take effect so that each proxy may exercise half of the votes (ignoring fractions). Neither proxy is entitled to vote on a show of hands.

A proxy's authority to speak and vote for a member at the meeting is suspended if the member is present at the meeting.

The proxy form must be signed and dated by the member or the member's attorney. Proxies given by corporations must be signed either under seal or under the hand of a duly authorised officer or attorney.

Proxy forms and the original or a certified copy of the power of attorney (if the proxy form is signed by an attorney) must be received not later than 48 hours before the time of the Annual General Meeting.

If any members are unable to attend the Annual General Meeting, they are strongly urged to complete the attached proxy form and return it by hand to Computershare Investor Services Pty Limited, Yarra Falls, 452 Johnston Street, Abbotsford, Vic, 3067, or mail Computershare Investor Services Pty Limited, GPO Box 242, Melbourne, Vic, 3001 (to be received no later than 11.00 am (Melbourne time) on Monday 22 November 2010) at the Company's share registry. Alternatively proxy forms can be faxed to (within Australia) 1800 783 447 or (outside Australia) +61 3 9473 2555.

Custodian voting - For Intermediary Online subscribers only (custodians) please visit [www.intermediaryonline.com](http://www.intermediaryonline.com) to submit your voting intentions.

A form of proxy accompanies this Notice of Annual General Meeting.

# **CPI GROUP LIMITED**

**ABN 33 006 364 067**

## **ANNUAL GENERAL MEETING 2010**

**24 November 2010**

### **EXPLANATORY MEMORANDUM**

#### **PURPOSE OF INFORMATION**

The purpose of this Explanatory Memorandum (which is included in and forms part of the Notice of Meeting dated 9 October 2010) is to provide members with an explanation of the Resolutions to be proposed and considered at the Annual General Meeting on Wednesday 24 November 2010 and to allow members to determine how they wish to vote on those Resolutions.

#### **REPORTS**

The Annual General Meeting will receive and consider:

- (a) the Annual Financial Report of the Company for the year ended 30 June 2010;
- (b) the Directors' Report; and
- (c) the Auditor's Report.

#### **THE RESOLUTIONS**

The Resolutions before the Annual General Meeting relate to the following matters:


- (a) the adoption of the Remuneration Report as set out in the Directors' report for the year ended 30 June 2010;
- (b) the re-election of certain Directors;

### **WHY THE MEETING NEEDS TO BE HELD AND EXPLANATION OF THE PROPOSALS**

#### **Reports**

Pursuant to the Corporations Act, a public company must hold an Annual General Meeting of its members once in each calendar year and within five months after the end of its financial year. At that meeting it must receive its annual reports and elect, or re-elect (as the case may be), its directors in accordance with its constitution.

Members have been provided with relevant information concerning the Company's financial statements for the year ended 30 June 2010 in the Annual Report. A hard copy of the Annual Report is enclosed with this Explanatory Memorandum. It is also available under "Investor Relations" on the CPI Group's website ([www.cpigroup.com.au](http://www.cpigroup.com.au)). A copy of the financial report and associated reports will also be tabled at the Annual General Meeting.



Members should note that the financial and associated reports of the Company will be received in the form presented to the members and that members will be able to ask questions or discuss matters arising from such reports at the Annual General Meeting. It is not the purpose of the Annual General Meeting that these reports be accepted, rejected or modified in any way. Further, as it is not required by the Corporations Act, no resolution to adopt, receive or consider the Company's financial statements will be put to the members at the Annual General Meeting.

#### **RESOLUTION 1- ADOPTION OF THE REMUNERATION REPORT**

The Directors' report for the year ended 30 June 2010 contains a Remuneration Report which sets out the policy for the remuneration of the Directors and the Company Secretary.

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 only and does not bind the Directors or the Company.

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

#### **RESOLUTION 2 & 3 – RE-ELECTION OF MR PETER REILLY AND MR DAVID BULL AS DIRECTORS**

Under clause 58 of the constitution, at each Annual General Meeting, one third of the Directors (or, if their number is not a multiple of three, then the number nearest to but not exceeding one third) must retire from office.

The Directors retire by rotation, with the Directors who have been the longest in office since being elected or re-elected being the Directors who must resign in any year. The constitution ensures that no Director (other than the Managing Director) is able to remain in office for longer than three years without facing re-election. Further, under Listing Rule 14.4, a director must not hold office (without re-election) past the third annual general meeting following the director's appointment or three years, whichever is the longer.

Under the constitution and the Listing Rules, the Managing Director is exempt from the requirement to retire by rotation (i.e. Mr Bernard Cassell). Further, under the constitution, any Director who is an alternate director is not to be taken into account when determining the Directors who must retire by rotation.

Accordingly, to comply with the requirement of clause 58 of the constitution and Listing Rule 14.4, Mr Peter Reilly and Mr David Bull, being the Directors longest in office since their last re-election, must retire at the Annual General Meeting. As each of Mr Reilly and Mr Bull wish to continue as a Director, and both are entitled under the constitution to seek re-election as a Director at the Annual General Meeting which coincides with their retirement, Mr Reilly and Mr Bull each offer themselves for re-election as a Director.

## HOW TO VOTE

To vote on the Resolutions to be put to the Annual General Meeting follow these steps:

### EITHER

1. Complete the proxy form and return it by facsimile or mail (to be received no later than 11.00 am on 22 November 2010) to the Company's share registry:

By mail (reply paid envelope enclosed):

Computershare Investor Services Pty Limited,  
GPO Box 242,  
Melbourne, Vic, 3001.

In person: Computershare Investor Services Pty Limited,  
Yarra Falls, 452 Johnston Street  
Abbotsford, Vic, 3067

Alternatively proxy forms can be faxed to:  
(within Australia) 1800 783 447  
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### OR

2. Attend the meeting.

The sending of a proxy form will not prevent you from attending and voting at the Annual General Meeting.

### DIRECTORS' RECOMMENDATION

Your Directors recommend that you vote in favour of each of the Resolutions being put to you at the Annual General Meeting for the reasons outlined above. Each Director who has an interest in the outcome of a particular Resolution has, in accordance with the Listing Rules, abstained from making a recommendation on that Resolution.

The Directors believe that all members should carefully consider all the information set out in this Explanatory Memorandum before deciding how to vote on the Resolutions.

If you have any queries about the Annual General Meeting, the financial statements to be put to the meeting or the Resolutions being considered, please contact the Company Secretary, Mr. Lachlan Duncan at the Company on (03) 8587 3500.

This Explanatory Memorandum is dated 9 October 2010.