

## **Regional Express Holdings Limited**

### **Annual General Meeting**

2009

Date of meeting	25 November 2009
Time of meeting	11 am
Place of meeting	Level 3 Board Room 81 – 83 Baxter Road Mascot NSW 2020

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## **Documents accompanying this booklet**

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1. Proxy Form for the Meeting
2. Reply paid envelope

## **Important dates**

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Deadline for return of Proxy Forms: 11 am on 23 November 2009

Voting entitlement date: 7.00 pm on 23 November 2009

Date and time of Meeting: 11 am on 25 November 2009

## **Meeting procedure**

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The Meeting will be conducted by the Chairperson, subject to the discretion of the Chairperson to adjourn or reconvene the meeting. Each resolution will be voted on separately.

## **Other parts of the notice of meeting**

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The Chairman's letter and the Explanatory Notes form part of the Notice of Meeting.

## **How to vote**

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### **Eligibility to vote**

For the purposes of the Meeting, a Member will be entitled to vote at the Meeting if they are recorded on the Company's register of members at 7.00 pm on 23 November 2009 (*the Voting Entitlement Date*).

### **Voting in person**

If you are proposing to attend the Meeting and vote, there is no need for you to take any further action at this time.

### **Voting by corporate representative**

Body corporate Members should complete a "Corporate Letter of Representation" to enable a person to attend the Meeting on their behalf. A form of this certificate may be obtained from the Registrar by calling 1300 735 980 (within Australia) or +61 2 8280 7136 (outside Australia).

### **Voting by proxy**

If you are not attending the Meeting and you wish to vote you must complete and lodge the enclosed Proxy Form.

A reply paid envelope is enclosed for the Proxy Form. Proxies may also be submitted by fax.

More information about how to vote and lodge proxies is contained in the Explanatory Notes and the Proxy Form.

## **Defined terms**

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A number of defined terms are used in this Notice of Meeting. These terms are explained in the Glossary.

## **Further assistance**

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General queries about the Meeting and voting arrangements should be directed to:

Irwin Tan or Benjamin Ng  
Company Secretaries  
CompanySecretary@rex.com.au  
Tel: +61 2 9023 3555

25 October 2009

Dear Member

## **Annual General Meeting 2009**

Please find enclosed information relating to the Regional Express Holdings Limited Annual General Meeting to be held at 11 am on 25 November 2009.

The AGM will provide an overview of the Company's activities for the period ended 30 June 2009, as well as an update on recent developments. In addition, Members will be given the opportunity to consider and vote on a number of matters, as follows:

### **Consideration of financial statements**

The Company will be reporting to you on its financial performance for the financial year ended 30 June 2009.

### **Remuneration report**

Members will be asked to vote on the remuneration report section of the Directors' Report in the Annual Report.

Consistent with the *Corporations Act 2001* (Cth), Members should note that the vote is not binding.

### **Re-election of Directors**

Members will be asked to vote on the re-election of two Directors to the Company's board of Directors.

The proposed resolutions are set out in full in the enclosed Notice of Meeting and an explanation of each resolution is set out in the enclosed Explanatory Notes.

If you are unable to attend the Meeting, the Directors encourage you to cast your vote by completing, signing and returning the enclosed Proxy Form.

I urge all Members to read this booklet carefully before voting on the proposed resolutions. If you are undecided what to do, you should consult your accountant, stockbroker or other professional adviser.

I look forward to seeing you at the meeting.



Lim Kim Hai  
Executive Chairman

## **Notice of Annual General Meeting for Regional Express Holdings (ABN 18 099 547 270)**

Regional Express Holdings Limited (*Company*) gives notice that the Annual General Meeting of the Company will be held at Level 3 Board Room, 81 – 83 Baxter Road, Mascot, NSW 2020 on 25 November 2009 at 11 am.

The Explanatory Notes accompanying and forming part of this Notice of Meeting describe in more detail the matters to be considered.

The following will be transacted at the meeting.

### **Ordinary business**

#### **Item 1 - Annual Report**

To receive and consider the financial report of the Company and its controlled entities for the financial year ended 30 June 2009, and the related Directors' Report, Directors' Declaration and Auditor's Report.

#### **Resolution 1 - Adoption of remuneration report**

To consider, and if thought fit, pass the following as a non-binding ordinary resolution:

"That the remuneration report, as set out in the Directors' Report for the Company and its controlled entities for the financial year ended 30 June 2009, be adopted."

#### **Resolution 2 – Re-election of Lim Kim Hai as a Director**

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

"That Lim Kim Hai, being a Director of the Company, who retires in accordance with ASX Listing Rule 14.4 and article 19.5 of the Company's constitution, and being eligible, offers himself for re-election, is re-elected as a Director of the Company."

#### **Resolution 3 – Re-election of Lee Thian Soo as a Director**

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

"That Lee Thian Soo, being a Director of the Company, who retires in accordance with ASX Listing Rule 14.4 and article 19.5 of the Company's constitution, and being eligible, offers himself for re-election, is re-elected as a Director of the Company."

#### **Resolution 4 – Renewal of proportional takeover bid provisions - Special Resolution**

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

"That the proportional takeover bid provisions in clause 13 of the Company's Constitution, details of which are set out in the Explanatory Notes accompanying this Notice of Meeting, be renewed for a period of three years from the date of approval of such renewal by Members of the Company."

BY ORDER OF THE BOARD

Dated: 25 October 2009



Irwin Tan  
Company Secretary

## **Explanatory Notes to the Notice of Meeting**

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### **Annual Report**

The Annual Report for consideration at the Company Meeting will consist of the financial statements of the Company for the financial year ending on 30 June 2009, the notes to those financial statements, the Directors' declaration about the statements and notes, the Directors' report and the auditor's report.

Neither the *Corporations Act 2001* (Cth) nor the Company's constitution requires a vote of the Members on the statements or the reports. However, Members will be given the opportunity to raise questions or comments on the statements and reports at the Company Meeting. In addition, a reasonable opportunity will be given to Members as a whole at the Company Meeting to ask the Company's auditor questions relevant to the conduct of the audit and the preparation and content of the auditor's report.

### **Adoption of the remuneration report**

The *Corporations Act 2001* (Cth) requires that a resolution must be put to Members that the remuneration report of the Company be adopted. The remuneration report of the Company, which forms part of the Directors' report, is set out on pages 16 to 18 of the Annual Report. The remuneration report sets out the Company's remuneration policy and reports the remuneration arrangements in place for executive Directors and non-executive Directors.

Under the *Corporations Act 2001* (Cth), the resolution of the Members that the remuneration report of the Company be adopted, or any failure to pass that resolution, is advisory only and does not bind the Company or its Directors.

The Board of Directors recommends that Members vote in favour of the adoption of the remuneration report.

### **Re-election of Directors**

In accordance with ASX Listing Rule 14.4 and article 19.5 of the Company's constitution, any Director appointed throughout the year to fill a casual vacancy (under 19.4 of the Company's constitution) must retire at the next AGM following their appointment and will be eligible for re-election at that next AGM.

The following Directors, appointed to the Board in accordance with article 19.4 of the Company's constitution, retire as required by Article 19.5 of the Company's constitution and ASX listing rule 14.4 and, being eligible, offer themselves for re-election as Directors of the Company:

#### **Lim Kim Hai**

Mr. Lim started his career as a Defence Engineer specializing in underwater warfare. After 10 years he left to start his own business. Currently he has a portfolio of investment and business interests in diverse sectors and countries. He is also the Chairman of a biomedical company in Singapore, Lynk Biotechnologies Pte Ltd as well as Chairman of WooWorld Pte Ltd, a supplier of mobile games and content to telecommunication companies in Japan and South East Asia.

Mr. Lim obtained his Masters in Electronics Engineering from the prestigious 'Grande Ecoles' engineering colleges in France where he was sent on a French Government scholarship. He later returned to France to complete a Masters of Public Administration at the elite Ecole Nationale d'Administration in Paris on a Singapore Government scholarship. Mr Lim has also a Masters of Business Administration from the National University of Singapore.

Mr Lim was one of the founding shareholders and directors of Rex. He was appointed on 27 June 2003 and re-appointed 16 November 2006.

## **Lee Thian Soo**

Mr. Lee has extensive international business experience and currently is the Chairman and owner of several businesses with subsidiaries in South East Asia. These include an aviation components and service company, specialising in military aircraft, as well as a medical equipment supply company, involved in the distribution and marketing of medical equipment and drugs. He is also on the board of a biomedical company and a mobile/internet gaming company.

Mr Lee was one of the founding shareholders and directors of Rex. He was appointed on 27 June 2003 and re-appointed 16 November 2006

The Board of Directors recommends that Members vote in favour of the re-election of Lim Kim Hai and Lee Thian Soo as Directors.

### **Renewal of proportional takeover bid provisions**

The Company's Constitution contains provisions which enable the Company to refuse to register transfers of shares acquired under a proportional takeover bid unless a resolution is passed by shareholders approving the offer. Offers under a proportional takeover bid involve offers for only a proportion of a Member's shareholding as compared to offers made for their full shareholding which are not affected by this clause. The provision regulating proportional takeover bids must be renewed in a general meeting every three years to remain effective.

The Corporations Act 2001 (Cth) requires the following matters to be advised to Members in relation to a proposed resolution to adopt proportional takeover bid provisions.

#### ***(a) Effect of the proportional takeover bid provisions***

The effect of the proportional takeover provisions in the Constitution is that if a proportional takeover bid is received, your Directors are required to convene a general meeting to vote on a resolution to approve the proportional takeover bid. The bidder and persons associated with the bidder will not be entitled to vote on the resolution. If the resolution is carried, the bid proceeds in the normal way. If the resolution is rejected, all takeover offers are withdrawn and all contracts arising from acceptances are rescinded.

If no resolution has either been passed or rejected by the end of the 14th day before the expiry of the offer period, a resolution to approve the proportional takeover bid is deemed to have been passed.

The proportional takeover bid provisions in the Constitution will, if Resolution 4 in the Notice of Meeting is passed, remain in effect for three years.

#### ***(b) Reasons for proposing the resolution to adopt the new Constitution containing the proportional takeover bid provisions***

The reasons for proposing the resolution to adopt the new Constitution containing the proportional takeover bid provisions and the factual matters and principles underlying those reasons are as follows:

- (i) your Directors consider that the proportional takeover bid provisions should be included so that shareholders have the opportunity to vote on proportional takeover bids for the Company;
- (ii) without the proposed provisions, a bidder may acquire effective control of the Company through a partial offer without shareholders having the opportunity to dispose of all their shares to the bidder. With the proposed provisions, if shareholders consider that effective control of the Company is likely to pass under a proportional takeover bid, they will be in a position to decide whether the bid should be permitted to proceed;

(c) *Present acquisition proposals*

As at the date on which this Notice was prepared, none of the Directors are aware of a proposal by a person to acquire, or to increase the extent of, a substantial interest in the Company.

(d) *Advantages and disadvantages of proportional takeover bid provisions*

The potential advantages and the potential disadvantages of the proportional takeover bid provisions for the Directors and the Members respectively of the Company are as follows:

- In the opinion of your Directors there are no specific disadvantages for the Directors or the Members resulting from the inclusion of the proportional takeover bid provisions in the New Constitution.
- The advantages for the Directors is that it is easier for them to discharge their fiduciary and statutory duties to the Company and the shareholders by convening a meeting to advise and guide the shareholders in the event of a proportional takeover bid occurring.
- The advantage for the shareholders is that they have a right to decide on the acceptance or otherwise of partial offers which may result in a change in control of the Company.
- The advantage for both Directors and Members is that the proportional takeover bid provisions increase the probability that control of the Company would only be acquired by a third party as a result of a full takeover offer or as a result of a proportional takeover bid being made to all shareholders on terms which are sufficiently attractive to gain the support of shareholders in general meeting.

The text of the proportional takeover bid provisions from the Company's Constitution is set out below.

The Directors unanimously recommend that you vote in favour of this Resolution.

**"13. Proportional takeover bids**

*Definitions*

13.1 In this clause 13:

**Approving resolution** has the same meaning as in section 648D of the Act;

**Approving resolution deadline** has the same meaning as in section 648D of the Act;

**Associate** has the same meaning as in section 9 of the Act for the purposes of Chapter 6 of the Act;

**Proportional takeover bid** has the same meaning as in section 9 of the Act.

*Prohibition on registration of transfer unless takeover scheme approved*

13.2 Where an offer has been made under a proportional takeover bid in respect of Shares included in a class of Shares, registration of a transfer to effect a contract resulting from the acceptance of an offer made under the proportional takeover bid is prohibited unless and until a resolution to approve the proportional takeover bid is passed in accordance with this Constitution.

*Approving resolution*

13.3 An approving resolution is to be voted on at a meeting, convened and conducted by the Company, of the persons entitled to vote on that resolution under the Act.

### ***Entitlement to vote on approving resolution***

13.4 A person (other than the bidder or an associate of the bidder) who, as at the end of the day on which the first offer under the proportional takeover bid was made, held Shares included in that class is entitled to vote on an approving resolution and, for the purposes of so voting, is entitled to 1 vote for each of those Shares.

### ***Bidder and associates not entitled to vote***

13.5 The bidder or an associate of the bidder is not entitled to vote on an approving resolution.

### ***Approving resolution passed***

13.6 An approving resolution is taken to have been passed if the proportion which the number of votes in favour of the resolution bears to the total number of votes on the Resolution is greater than 50%, and otherwise is taken to have been rejected.

### ***General meeting provisions to apply***

13.7 The provisions of this Constitution which apply to a general meeting of the Company apply, with any modifications as the circumstances require, to a meeting convened under this clause and apply as if that meeting were a general meeting of the Company.

### ***Meeting to be held before approving resolution deadline***

13.8 Where takeover offers have been made under a proportional takeover bid, then the Directors of the Company must ensure that a Resolution to approve the proportional takeover bid is voted on in accordance with this clause before the approving resolution deadline in relation to the proportional takeover bid.

### ***Notice as to whether approving resolution is passed***

13.9 Where a resolution to approve a proportional takeover bid is voted on in accordance with this clause, before the approving resolution deadline in relation to the proportional takeover bid, the Company must, on or before the approving resolution deadline:

- (a) give to the bidder; and
- (b) serve on the Home Branch,

a written notice stating that a resolution to approve the proportional takeover bid has been voted on and that the resolution has been passed, or has been rejected, as the case may be.

### ***Approving resolution deemed to have been passed***

13.10 Where, as at the end of the day before the approving resolution deadline in relation to a proportional takeover bid under which offers have been made, no Resolution to approve the proportional takeover bid has been voted on in accordance with this clause, then a resolution to approve the proportional takeover bid is, for the purposes of this clause, deemed to have been passed in accordance with this clause.

### ***Effect of this clause***

13.11 This clause ceases to have effect on the third anniversary of the later of the date of its adoption or of its most recent renewal."

## **Proxies**

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### **Proxy votes**

If you do not plan to attend the Meeting in person, you are encouraged to complete and return the Proxy Form which accompanies the Notice of Meeting.

Any Member entitled to attend and vote at the Meeting is entitled to appoint one or two proxies to vote on their behalf in respect of each share they hold in the Company. If two proxies are appointed, the Member may specify the proportion or number of votes each proxy is appointed to exercise. If two proxies are appointed and no proportion or number is specified, each proxy may exercise half of the votes. A proxy need not be a Member.

The Proxy Form contains voting instructions and other important information which you should read carefully.

To be effective, Proxy Forms (duly completed and with any necessary documentation) must be received by 11 am on 23 November 2009.

Proxy Forms may be returned by any of the following means:

#### **By mailing it to:**

Link Market Services Limited, Level 12, 680 George Street, Sydney NSW 2000 or Locked Bag A14, Sydney South, NSW 1235 Australia using the reply paid envelope enclosed with this booklet.

#### **By faxing it to:**

(02) 9287 0309 (within Australia)

+61 2 9287 0309 (outside Australia)

#### **By hand delivering it to:**

Link Market Services Limited, Level 12, 680 George Street, Sydney NSW 2000

#### **By lodging it online at:**

<http://www.linkmarketservices.com.au>

Proxy Forms must be signed by a Member or the Member's attorney or, if the Member is a body corporate, by two directors or by a director and secretary, or of it is a proprietary company that has a sole director who is also the sole secretary (or has no secretary), by that director, or under hand of its attorney or duly authorised officer.

If a proxy is signed by a Member's attorney, the power of attorney must have been previously noted by the Registrar or a certified copy thereof must also be received by 11 am on 23 November 2009.

## Glossary

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AGM	Annual General Meeting
Annual Report	In the case of the Company, the financial statements of the Company for the financial year ending on 30 June 2009, the notes to those financial statements, the Directors' declaration about the statements and notes, the Directors' report and the auditor's report
ASX	Australian Stock Exchange
Booklet	This booklet, comprising the Chairman's letter, the Notice of Meeting, the Explanatory Notes and accompanying documents
Company	Regional Express Holdings Limited (ABN 18 099 547 270)
Directors	The directors of the Company or the Responsible Entity (as the case requires) from time to time and "Director" means any one of them
Explanatory Notes	Explanatory Notes to the Notice of Meeting
Meeting	The AGM of the Company to be held at Level 3 Board Room, 81 – 83 Baxter Road, Mascot, NSW 2020 at 11 am on 25 November 2009.
Notice of Meeting	The notice of the Meeting (together with the Chairman's letter and Explanatory Notes) enclosed in this Booklet
Registrar	Link Market Services Limited (ACN 083 214 537)
Member	A person who is entered in the Company's members' register from time to time as the holder of shares in the capital of the Company
Voting Entitlement Date	7 pm on 23 November 2009, being the time and date for determining the eligibility of Members to vote at the Meeting

## **Corporate directory**

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### **Regional Express Holdings Limited 81 – 83 Baxter Road, Mascot, NSW 2020**

Tel: +61 2 9023 3555

Website: <http://www.rex.com.au>

### **Directors of the Company**

Lim Kim Hai

Lee Thian Soo

James Davis

John Sharp

Russell Hodge

David Miller

### **Secretaries of the Company**

Irwin Tan

Benjamin Ng

### **Registrar**

Link Market Services Limited

Tel: 1300 735 980 or (02) 8280 7136

Website: <http://www.linkmarketservices.com.au>