

# Great Southern 2007 High Value Timber Project ARSN 123 528 950

## Notice of Meeting

The duly appointed attorney of members of Great Southern 2007 High Value Timber Project ARSN 123 528 950 (**Scheme**), who hold interests carrying at least five per cent of the votes that may be cast at a meeting of the Scheme's members, hereby give notice that a meeting of members (**Meeting**) will be held at the time, date and place listed below to consider the proposed winding up of the Scheme and to consider replacing the responsible entity of the Scheme.

**Time and Date:** Thursday, 10am on 15 April 2010  
**Place:** Clarendon Lawyers, Level 17, Rialto North Tower, 525 Collins St, Melbourne

### First Item

#### **of Business: Election of Chairperson for the Meeting**

Pursuant to s252S(3) of the *Corporations Act 2001 (Act)* the Growers present at the Meeting (in person or by proxy or attorney) must elect a Grower present to chair the meeting.

### **Resolution 1 – Approval of the Lowell Capital Limited Proposal**

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

*"That, subject to Resolutions 2, 3, 4 and 5 being passed, the Growers approve the Lowell Capital Limited proposal described in the Explanatory Memorandum to be given to Growers prior to the Meeting (**Explanatory Memorandum**).*

### **Resolution 2 – Amendments to the Constitution to implement the Lowell Capital Proposal**

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

*"That, subject to Resolutions 1, 3, 4 and 5 being passed, the constitution of Great Southern 2007 High Value Timber Project ARSN 123 528 950 be amended by Lowell Capital Limited immediately following its appointment as the responsible entity under section 601FJ of the Corporations Act in accordance with the amendments set out in the Explanatory Memorandum."*

### **Resolution 3 – Amendments to the Grower Agreements to implement the Lowell Capital Proposal**

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

*"Subject to Resolutions 1, 2, 4 and 5 being passed, that the Growers approve the amendment of the Growers' Agreements in the manner set out in the Explanatory Memorandum and acknowledge the right of Lowell Capital Limited acting as the responsible entity of Great Southern 2007 High Value Timber Project ARSN 123 528 950 (the **Scheme**) to make those amendments using the rights of the responsible entity under any powers of attorney granted by Growers in relation to the Scheme, including the powers of attorney granted by Growers pursuant to Resolution 2, and the powers of attorney granted by Growers in their application forms submitted at the time of applying for interests in the Scheme (including as a prescribed interest undertaking prior to the Scheme's registration under the Corporations Act).*

### **Resolution 4 – Removal of GSMAL as Responsible Entity of the Scheme**

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

*"That, subject to and conditional upon resolutions 1, 2, 3 and 5 being passed and all of the resolutions contained in the Notices of Meeting (dated on or about the date of this notice of meeting) for the "Great Southern 2008 High Value Timber Project ARSN 123 529 233" (the **Other Scheme**) being passed, or if the resolutions for the Other Project are not passed and*

*Lowell Capital Limited agrees to be appointed as RE of the Scheme no later than 10 business days after the day of the Meeting, GSMAL be removed as responsible entity of the Scheme in accordance with section 601FM of the Corporations Act."*

**Resolution 5 - Appointment of Lowell Capital Limited as Responsible Entity of the Scheme**

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

*"That, subject to and conditional upon resolutions 1, 2, 3 and 4 being passed and all of the resolutions contained in the Notices of Meeting of the Other Project being passed, or if the resolutions for the Other Scheme are not passed and Lowell Capital Limited agrees to be appointed as RE of the Scheme no later than 10 business days after the day of the Meeting, Lowell Capital Limited be appointed the responsible entity of the Scheme on the retirement of GSMAL in accordance with section 601FM of the Corporations Act."*

Resolutions 1 - 5 are interdependent and interdependent on all resolutions for the Lowell Capital Proposal in the Great Southern 2008 High Value Timber Project ARSN 123 529 233 (**Other Scheme**). However, if all resolutions for the Other Scheme are not passed Lowell Capital Limited may agree to be appointed as the RE of the Scheme no later than 10 business days after the day of the Meeting. If all resolutions are not passed the current responsible entity will remain and the Scheme will be wound up.

Growers who require copies of the Notice of Meeting for the 2008 HVT Project should note that details will be posted on the African Mahogany Australia website at: [www.africanmahoganyaustralia.com.au](http://www.africanmahoganyaustralia.com.au)

**Further Information**

Further information regarding the above resolutions will be provided to members in an Explanatory Memorandum prior to the Meeting to ensure members have sufficient information to consider the resolutions.

Members should be aware that it is possible that Lowell Capital Limited may amend the Lowell Capital Proposal after the date of this notice of meeting. Any changes will be posted on the African Mahogany Australia website at [www.africanmahoganyaustralia.com.au](http://www.africanmahoganyaustralia.com.au)

Growers are strongly encouraged to check the website regularly for any updates.

Those Growers that lodge Proxy Forms but later wish to revoke or amend their proxy appointment (in light of amendments to the Lowell Capital Proposal or for any other reason) may do so by submitting another Proxy Form (further copies can be obtained by calling Clarendon Lawyers on +61 3 8681 4414 at least 48 hours before the Meeting of any adjournment thereof.

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Signed by the duly appointed attorney of members of the Scheme who hold interests carrying at least five per cent of the votes that may be cast at a meeting of the Scheme's members who have provided signed authority for the convening and holding of the meeting:



Michael Ramsden

3 March 2010

**1. Material accompanying this notice**

Accompanying this notice is a Proxy Form.

**2. Quorum requirements**

The quorum requirement for the meeting of members of the Scheme is at least 2 Growers in present or in person. If a person attends the meeting both as a member and as a proxy or representative, the Chairperson may, in determining whether a quorum is present, count the person in respect of each such capacity.

If a quorum is not present within 30 minutes after the scheduled time for the meeting, the meeting will be adjourned to a date time and place determined in accordance with section 252R(4) of the Act.

**3. Voting and required majority**

**(a) Ordinary Resolutions 1 and 3**

In accordance with sections 252J and 253J of the Act, for ordinary resolutions 1 and 3 to be effective:

- (i) each resolution must be passed at a meeting of which the required days notice specifying the intention to propose the resolution, subject to any amendments has been given; and
- (ii) each resolution must be passed by at least 50% of votes cast by members entitled to vote on the resolution (whether present in person or by proxy, attorney or representative).

**(b) Special Resolution 2**

In accordance with sections 9, 252J and 253J of the Act for special resolution 2 to be effective:

- (i) each resolution must be passed at a meeting of which the required days notice specifying the intention to propose the resolution, subject to any amendments has been given; and
- (ii) each resolution must be passed by at least 75% of the total votes that may be cast by members entitled to vote (including members who are not present in person or by proxy).

**(c) Extraordinary Resolutions 4 and 5**

In accordance with sections 9, 252J and 253J of the Act for extraordinary resolutions 2 and 3 to be effective:

- (i) each resolution must be passed at a meeting of which the required days notice specifying the intention to propose the resolution, subject to any amendments has been given; and
- (ii) each resolution must be passed by at least 50% of the total votes that may be cast by members entitled to vote (including members who are not present in person or by proxy).

**(d)** All resolutions will be decided on a poll.

**(e)** Subject to paragraph 5(d), on a poll each Grower has one vote for each Woodlot held in the Scheme and, on a show of hands every Grower has one vote. You need not exercise all of your votes in the same way, nor need you cast all of your votes.

- (f) If your interests are jointly held, only one of the joint holders is entitled to vote. If both joint holders are present at the meeting, only the vote of the person named first in the register counts.
- (g) If you plan to attend the meeting, we ask you to arrive at the venue at least 15 minutes prior to the time designated for the meeting so that we may check your interests against the Scheme's register of members and note your attendance.
- (h) In order to vote at the meeting, a corporation that is a member may either appoint a proxy or appoint a person to act as its representative. The appointment must comply with section 253B of the Corporations Act. The representative should bring to the meeting evidence of his or her appointment including any authority under which it is signed.

#### 4. **Growers Eligible to Vote**

The members calling this meeting have determined that, for the purposes of each Scheme Meeting, all Woodlots in the Scheme will be taken to be held by the persons registered at 12 midnight AEDT on Wednesday, 14 April 2010 (the **Effective Time**).

#### 5. **Proxies and Representatives**

- (a) All members at the Effective Time who are entitled to attend and vote at the Meeting may appoint a proxy for that purpose.
- (b) A proxy need not be a member of the Scheme.
- (c) The Proxy Form relating to the Meeting accompanying this Notice of Meeting should be used.
- (d) A member who is entitled to cast 2 or more votes at the Meeting, may appoint up to 2 proxies and may specify the proportion or number of votes that each proxy is entitled to exercise. If a member **does not** specify the proportion or number of that member's votes each proxy may exercise, each proxy will be entitled to exercise half of the votes. An additional Proxy Form will be supplied by Lauree Blair of Clarendon Lawyers on request by phone (03) 8681 4414 or email [lauree.blair@clarendonlawyers.com.au](mailto:lauree.blair@clarendonlawyers.com.au).
- (e) Members wishing to appoint a proxy should read the instructions on the Proxy Form carefully and then complete and return the Proxy Form by the due date and time set out in paragraph (h) below and the Proxy Form.
- (f) Any member may appoint an attorney to act on the member's behalf. The power of attorney, or a certified copy of it, must be received as set out in paragraph (h) below.
- (g) Any corporation which is a member of the Scheme may appoint a representative to attend and vote for that corporation at the Meeting. Appointments of representatives by corporations must be received as specified in paragraph (h) below at any time before the time for holding the Meeting or adjourned meeting.
- (h) Proxies and powers of attorney granted by members must be received by Michael Ramsden at least 48 hours before the meeting:
  - (i) at the office of Terrain Capital – 8 Chapel Street, Richmond Victoria 3121; **or**
  - (ii) by fax to the office of Terrain Capital – fax number (03) 9665 2455 (within Australia) and +61 3 9665 2455 (outside Australia); **or**
  - (iii) by email to [mramsdn@terraincapital.com.au](mailto:mramsdn@terraincapital.com.au).

#### 6. **Questions**

If you have any questions, please contact your adviser or Michael Ramsden of Terrain Capital on (03) 9665 2444.

**PROXY FORM**

I/We \_\_\_\_\_

of \_\_\_\_\_

being a member of the Great Southern 2007 High Value Timber Project ARSN 123 528 950  
(**Scheme**) and holding \_\_\_\_\_ Woodlots hereby appoint/s

\_\_\_\_\_

of \_\_\_\_\_

or failing such person the Chairperson of the meeting,

as my/our proxy to vote for and on my/our behalf at the Meeting of Members of the Scheme to be held in Victoria at Clarendon Lawyers, Level 17, Rialto North Tower, 525 Collins Street, Melbourne on Thursday 15 April 2010 commencing at 10am and at any adjournment thereof and I/we direct my/our proxy to vote as follows in respect of the following resolutions set out in the Notice of Meeting, subject to any amendment:

	<b>For</b>	<b>Against</b>	<b>Abstain</b>
<b>Business</b>			
<b>Resolution 1:</b> Scheme to continue and not be wound up	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 2:</b> Amendments to the Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 3:</b> Amendments to the Agreements	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 4:</b> Removal of GSMAL as Responsible Entity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 5:</b> Appointment of LCL as new Responsible Entity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**DATED** this \_\_\_\_\_ day of \_\_\_\_\_ 2010

<b>* Please sign below if individuals or joint members</b>	
..... Signature of Member	..... Signature of Member
<b>* Please sign below if a corporate member</b>	
<b>EXECUTED</b> by _____ )	
..... Signature of director/sole director and sole secretary (delete as applicable)	..... Signature of director/company secretary Signature of sole director and sole secretary (delete as applicable)
..... Name of director/sole director and sole secretary (delete as applicable) (print)	..... Name of director/company secretary or sole director/sole secretary (delete as applicable) (print)

## PROXY NOTES

- 1 A member entitled to attend and cast 2 or more votes at the meeting is entitled to appoint 2 proxies. If a member does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes.
- 2 A proxy need not be a member of the Scheme.
- 3 **Unless a member specifically directs the proxy how to vote, the proxy may vote as he or she thinks fit or abstain from voting.**
- 4 In the case of an individual, a proxy must be under the hand of the individual or his or her attorney duly authorised in writing and, in the case of a corporation, a proxy must be under either the common seal of that corporation or under the hand of its duly authorised officer/s or attorney.
- 5 If a meeting of the Scheme's members has been adjourned, an appointment of any authority received by the members calling the meeting at least 48 hours before the resumption of the meeting are effective for the resumed part of the meeting.
- 6 Proxies and powers of attorney granted by members must be received by Michael Ramsden at least 48 hours prior to the Meeting or the adjourned meeting:
  - (a) at the office of Terrain Capital – 8 Chapel Street, Richmond Victoria 3121; **or**
  - (b) by fax to the office of Terrain Capital – fax number (03) 9665 2455 (within Australia) and +61 3 9665 2455 (outside Australia); **or**
  - (c) by email to [mramsdn@terraincapital.com](mailto:mramsdn@terraincapital.com)