



**OAKAJEE**  
CORPORATION

ABN: 79 123 084 453

**NOTICE OF ANNUAL GENERAL MEETING  
AND  
EXPLANATORY MEMORANDUM**

For the Annual General Meeting of the Shareholders

of

Oakajee Corporation Limited

to be held on

Tuesday 25 November 2008 at 11.00am (WDT) at

Country Women's Association WA (Inc) House

1176 Hay Street

(second building from Havelock Street)

West Perth, Western Australia

This Notice of Annual General Meeting and Explanatory Memorandum should be read in its entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser without delay.

**OAKAJEE CORPORATION LIMITED**  
**ABN 79 123 084 453**  
**NOTICE OF ANNUAL GENERAL MEETING**

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Notice is given that the Annual General Meeting (**AGM**) of Oakajee Corporation Limited (**the Company**) will be held at the Country Women's Association of WA (Inc) House, 1176 Hay Street, West Perth Western Australia, at 11.00am Western Daylight Time on Tuesday, 25 November 2008.

The attached Explanatory Memorandum is provided to supply Shareholders with information to enable them to make an informed decision regarding the resolutions set out in this Notice.

The Explanatory Memorandum is intended to be read in conjunction with and forms part of this Notice. Terms and abbreviations used in this Notice are defined in the Glossary.

**AGENDA**

**GENERAL BUSINESS**

**Financial Report**

To receive and consider the financial report of the Company and the reports of the Directors and auditors to the Company for the year ended 30 June 2008.

**Retirement by Rotation and Re-election**

**Resolution 1 – Re-election of Mr Clive Boyle**

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

“That Mr Clive Boyle, being a Director of the Company who retires by rotation pursuant to the Constitution, and being eligible for re-election, is re-elected as a Director.”

**Election of Directors**

**Resolution 2 – Election of Mr Mark Jones**

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

“That Mr Mark Jones, being a Director who retires pursuant to the Constitution, and having offered himself for election and being eligible for election, is hereby elected as a Director.”

**Resolution 3 – Election of Mr Zaffer Soemya**

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

“That Mr Zaffer Soemya, being a Director who retires pursuant to the Constitution, and having offered himself for election and being eligible for election, is hereby elected as a Director.”

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**Remuneration Report**

**Resolution 4 – Adoption of the Remuneration Report (Non- Binding)**

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

“That for the purposes of section 250R(2) of the Corporations Act and for all other purposes the remuneration report as contained in the Annual Report of the Company for the year ended 30 June 2008 be adopted.”

This resolution shall be determined as if it were an ordinary resolution, albeit advisory only. Under section 250R(3) of the Corporations Act the vote on Resolution 2 does not bind the Directors or the Company.

**Other Business**

To deal with any other business that may be brought forward in accordance with the Constitution and the Corporations Act.

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**EXPLANATORY MEMORANDUM**

Shareholders are referred to the Explanatory Memorandum accompanying and forming part of this Notice of Meeting.

**Voting and Proxies**

**Voting Entitlements**

The Company has determined, in accordance with regulation 7.11.37 of the Corporations Regulations 2001 (Cth), that the Shares quoted on the Australian Stock Exchange Limited at the end of day on 23 November 2008 shall be taken, for the purposes of the Annual General Meeting, to be held by the persons who held them at that time. Accordingly, those persons are entitled to attend and vote (if not excluded) at the Meeting.

**Proxies**

A Shareholder who is entitled to attend and vote has a right to appoint a proxy to attend and vote instead of the Shareholder. A proxy need not be a Shareholder and can be either an individual or a body corporate. If a Shareholder appoints a body corporate as a proxy that body corporate will need to ensure that it:

- appoints an individual as its corporate representative to exercise its powers at the meeting, in accordance with section 250D of the Corporations Act 2001 (Cth); and
- provides satisfactory evidence of the appointment of its corporate representative prior to commencement of the meeting.

If such evidence is not received before the meeting, then the body corporate (through) its representative will not be permitted to act as proxy.

A member that is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half of the Shareholder's votes.

A proxy form accompanies this Notice and to be effective the proxy form and the power of attorney or other authority (if any) under which it is signed (or a certified copy) must be received by the Company no later than 48 hours before the commencement of the Meeting, at:

- Oakajee Corporation Limited registered office, Level 4, 3-5 Bennett Street, East Perth WA 6004; or
- post the proxy form to the Share Registry: Advanced Share Registry Services Ltd, PO Box 1156, Nedlands WA 6909; or
- by facsimile to the Share Registry on facsimile number (08) 9389 7871 (International + (61 8) 9389 7871).

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Proxies must be received by the Company no later than 48 hours prior to the commencement of the Meeting. Any proxy form received after that time will not be valid for the Meeting.

Proxies given by corporate shareholders must be executed in accordance with their constitutions, or signed by a duly authorised attorney. A proxy may decide whether to vote on any motion, except where the proxy is required by law or the Constitution to vote, or abstain from voting, in their capacity as proxy.

If a proxy is directed how to vote on an item of business, the proxy may vote on that item only in accordance with that direction. If a proxy is not directed how to vote on an item of business, a proxy may vote as he or she thinks fit. If a Shareholder appoints a proxy and does not specify how the chairperson is to vote on an item of business, the chairperson will vote, as proxy for that shareholder, in favour of that item on a poll.

**BY ORDER OF THE BOARD**



**Miranda Conti**  
COMPANY SECRETARY  
OAKAJEE CORPORATION LIMITED

Dated this 23<sup>rd</sup> day of October 2008

**OAKAJEE CORPORATION LIMITED**  
**ABN 79 123 084 453**

**EXPLANATORY MEMORANDUM**

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This Explanatory Memorandum and all attachments are important documents. They should be read carefully.

If you have any questions regarding the matters set out in this Explanatory Memorandum or the preceding Notice, please contact the Company, your stockbroker or other professional advisor.

**General Information**

This Explanatory Memorandum has been prepared to assist Shareholders to understand the business to be put to Shareholders at the forthcoming Annual General Meeting to be held on 25 November 2008.

The purpose of the Explanatory Memorandum is to provide Shareholders with information that the Board believes to be material to Shareholders in deciding whether or not to approve the above resolutions in the Notice (of which this Explanatory Memorandum forms a part).

**ORDINARY BUSINESS**

**Annual Financial Report**

The Corporations Act requires:

- the reports of the Directors and auditors; and
- the annual financial report, including the financial statements of the Company for the year ended 30 June 2008,

to be laid before the Annual General Meeting. Neither the Corporations Act nor the Constitution requires a vote of Shareholders on the reports or statements. However, Shareholders will be given ample opportunity to raise questions or comments on the management of the Company.

The financial report for consideration at the meeting will be the full financial report. Unless a Shareholder instructs otherwise, each Shareholder is sent or provided access to the financial report. Any Shareholder wishing to receive a copy of the full financial report should contact the Company and a copy will be forwarded without delay.

Also, a reasonable opportunity will be given to members as a whole at the meeting to ask the Company's auditor questions relevant to the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.

**OAKAJEE CORPORATION LIMITED**  
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**EXPLANATORY MEMORANDUM**

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**Resolution 1 - Re-election of Mr Clive Boyle**

Rule 13.5 of the Constitution requires that at each annual general meeting one-third of the directors (except for the Managing Director), or, if their number is not three or a multiple of three, then the number nearest but not exceeding one-third, shall retire from office by rotation. The directors to retire in every year shall be those who have been longest in office since their last election but as between persons who became directors on the same day shall (unless they otherwise agree between themselves) be determined by lot.

Accordingly, Mr Boyle retires by rotation and offers himself for re-election.

The experience, qualifications and other information about Mr Boyle can be found on page 2 of the Company's 2008 Annual Report.

**The Directors (excluding Mr Boyle) unanimously recommend that Shareholders vote in favour of Resolution 1.**

**Election of Directors**

Rule 13.9 of the Constitution requires that any Director appointed by the Board, who is not the Managing Director, will hold office only until the conclusion of the next AGM of the Company following his or her appointment when the director may be re-elected but will not be taken into account in determining the number of directors who must retire by rotation.

**Resolution 2 - Election of Mr Mark Jones**

Mr Mark Wesley Jones was appointed as a non-executive Chairman since the date of the last annual general meeting of the Company. Under the Constitution he holds office only until this Meeting and therefore offers himself for election.

The experience, qualifications and other information about Mr Jones can be found on page 2 of the Company's 2008 Annual Report.

**The Directors (excluding Mr Jones) unanimously recommend that Shareholders vote in favour of Resolution 2.**

**Resolution 3 - Election of Mr Zaffer Soemya**

Zaffer Soemya was appointed as a non-executive Director since the date of the last annual general meeting of the Company. Under the Constitution he holds office only until this Meeting and therefore offers himself for election.

The experience, qualifications and other information about Mr Soemya can be found on page 2 of the Company's 2008 Annual Report.

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**The Directors (excluding Mr Soemya) unanimously recommend that Shareholders vote in favour of Resolution 3.**

**Resolution 4 - Adoption of the Remuneration Report (Non-Binding)**

As required by section 250R of the Corporations Act, a resolution that the remuneration report for the year ended 30 June 2008 be adopted is put to vote.

The remuneration report is set out on pages 5 to 7 of the 2008 Annual Report of the Company. The vote on this item is advisory only and does not bind the Directors or the Company; however the Company will take the outcome into consideration when reviewing remuneration practices and policies. During this item there will be reasonable opportunity for Shareholders to comment on and ask questions about the remuneration report.

**The Directors unanimously recommend that Shareholders vote in favour of Resolution 4.**

**Enquiries**

Shareholders are invited to contact the Company Secretary, Miranda Conti on (08) 9421 1722 if they have any queries in respect of the matters set out in these documents.

**OAKAJEE CORPORATION LIMITED**  
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**EXPLANATORY MEMORANDUM**

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**GLOSSARY**

**Annual Report** means the 2008 annual report of the Company

**ASX** means Australian Stock Exchange Limited (ACN 008 624 691).

**Board** means the board of directors of the Company duly appointed in accordance with the Constitution of the Company.

**Company** means Oakajee Corporation Limited (ABN 79 123 084 453).

**Constitution** means the constitution of the Company.

**Corporations Act** means the Corporations Act 2001 (Cth).

**Director** means a director of the Company.

**Explanatory Memorandum** means the explanatory memorandum that accompanies and forms part of the Notice

**Listing Rules** means the official listing rules of ASX.

**Meeting** or **Annual General Meeting** means the meeting convened by this Notice.

**Notice** or **Notice of Meeting** means the notice of annual general meeting accompanying this Memorandum.

**Resolution** means a resolution contained in the Notice.

**Share** means an ordinary fully paid share in the capital of the Company.

**Shareholder** means the holder of a Share.

**WDT** means Western Daylight Time.



**PROXY FORM**

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**Instructions for Completing 'Appointment of Proxy' Form**

1. A member entitled to attend and vote at a meeting is entitled to appoint not more than two proxies to attend and vote on their behalf.
2. Where more than one proxy is appointed, such proxy must be allocated a proportion of the member's voting rights. If the shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes.
3. A duly appointed proxy need not be a member of the Company. In the case of joint holders, all must sign.
4. Corporate shareholders should comply with the execution requirements set out on the Proxy Form or otherwise with the provisions of Section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:
  - 2 directors of the company;
  - a director and a company secretary of the company; or
  - for a proprietary company that has a sole director who is also the sole company secretary – that director.

For the Company to rely on the assumptions set out in Section 129(5) and (6) of the Corporations Act, a document must appear to have been executed in accordance with Section 127(1) or (2). This effectively means that the status of the persons signing the document or witnessing the affixing of the seal must be set out and conform to the requirements of Section 127(1) or (2) as applicable. In particular, a person who witnesses the affixing of a common seal and who is the sole director and sole company secretary of the company must state that next to his or her signature.

5. Completion of a Proxy Form will not prevent individual shareholders from attending the Meeting in person if they wish. Where a shareholder completes and lodges a valid proxy form and attends the Meeting in person, then the proxy's authority to speak and vote for that shareholder is suspended while the shareholder is present at the Meeting.
6. Where a Proxy Form or form of appointment of corporate representative is lodged and is executed under power of attorney, the power of attorney must be lodged in like manner as this proxy.
7. To vote by proxy, please complete and sign the enclosed Proxy Form and return by:
  - a) post to Advanced Share Registry Services, PO Box 1156, NEDLANDS WA 6909; or
  - b) facsimile to Advanced Share Registry Services on facsimile number (+61 8) 9389 7871,

so that it is received not later than 11.00 am (WDT) on 23 November 2008.