



**HGL Limited**  
ABN 25 009 657 961

**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

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



## Proxy Form

**For your vote to be effective it must be received by 11:00am (Sydney Time) on Monday 30 January 2012**

### 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. Delete titles as applicable.

### 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 →**



**To view the annual report: <http://www.hgl.com.au>**

**To update your securityholding: <http://www.investorcentre.com>**

- Access the annual report**
- Review your securityholding**
- Update your securityholding**

**Your secure access information is:**

**SRN/HIN: I9999999999**



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

MR SAM SAMPLE  
FLAT 123  
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**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 HGL Limited (ABN 25 009 657 961) 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 HGL Limited to be held at the offices of Computershare Investor Services Pty Limited, Level 4, 60 Carrington Street, Sydney NSW on Tuesday 31 January 2012 at 11:00am (Sydney time) and at any adjournment of that meeting.

#### IMPORTANT INFORMATION FOR MEMBERS WHO APPOINT THE CHAIRMAN OF THE MEETING AS THEIR PROXY

By ticking the box on the left above, you appoint the Chairman of the Meeting as your proxy to vote at the Annual General Meeting. The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

**If you select the Chairman of the Meeting as your proxy and do not provide voting instructions in the section below, you authorise the Chairman of the Meeting to exercise your proxy by voting in favour of each of the items of business below.**

In relation to Item 3 - Approval of the Remuneration Report, the Chairman of the Meeting intends to vote undirected proxies in favour of this item even though the item is connected directly or indirectly with the remuneration of key management personnel, including his own remuneration.

You can appoint the Chairman of the Meeting as a proxy with directions to cast your vote in a way that is different to voting intention stated above on any or all of the resolutions, or to abstain from voting on certain resolutions by providing voting instructions in the section below.

### 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.

#### ORDINARY BUSINESS

		For	Against	Abstain
2	To re-elect Mr Frank Wolf as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	To adopt the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote all available 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

\_\_\_\_ / \_\_\_\_ / \_\_\_\_

HNG

999999A

Computershare



HGL Limited  
ABN 25 009 657 961

## Notice of Annual General Meeting

Notice is given that the Annual General Meeting ("AGM") of the members of HGL Limited ("the Company") will be held at the offices of Computershare Investor Services Pty Limited, Level 4, 60 Carrington Street, Sydney on Tuesday 31 January 2012 at 11:00am (AEDT).

### Ordinary Business:

#### 1. Receipt of financial report

Receipt of the Company's financial report for the year ended 30 September 2011 and the directors' declaration and report and the auditor's report on the financial report.

#### 2. To re-elect Frank Wolf as a Director

Frank Wolf retires by rotation in accordance with the Company's constitution and, being eligible, offers himself for re-election.

#### 3. Remuneration report

To adopt the remuneration report, being part of the directors' report.

### By order of the Board

Andrew Whittles

Company Secretary  
23 November 2011

### Explanatory Notes for Shareholders:

#### Resolution 2 - Re-election of Director

A summary of biographical data on Mr Frank Wolf, who offers himself for re-election, is set out below.

Mr Frank Wolf has been a non executive director since 2000. Chairman of the Audit Committee since September 2003. Current director of Abacus Property Group (appointed December 1997), with over 30 years experience in property, strategic planning, financing and corporate advice.

The Directors (other than Mr Frank Wolf) recommend the re-election of Mr Frank Wolf.

#### Resolution 3 - Remuneration Report

The Remuneration Report, which is included in a separate and clearly identified section of the Annual Directors' Report, sets out the Company's remuneration arrangement for directors, secretaries and senior managers of the Company as required by section 300A of the Corporations Act 2001 ("Corporations Act").

Section 250R(2) of the Corporations Act requires a resolution that the remuneration report be adopted, be put to the vote at the Company's AGM.

The vote on this resolution is advisory only and does not bind the directors or the Company.

Pursuant to relief granted by Australian Securities & Investments Commission ("ASIC") to the Company on 21 November 2011 the ability of the Chairman to vote undirected proxies applies in relation to Resolution 3.

**The Chairman of the AGM intends to vote undirected proxies in favour of this resolution.**

### **Voting exclusion statement**

In accordance with section 250R(4) of the Corporations Act, the Company will disregard any votes cast on this resolution by key management personnel (as defined in the Corporations Act), details of whose remuneration are included in the remuneration report and any closely related party (as defined in the Corporations Act) of such key management personnel.

However, the Company will not disregard a vote if it is cast by such key management personnel or closely related party as proxy on behalf of a person who is entitled to vote, in accordance with the directions on the proxy form.

Additionally, pursuant to relief granted by ASIC to the Company dated 21 November 2011 the Chairman will have the ability to vote undirected proxies in relation to this resolution. Therefore, the Company will not disregard undirected proxies voted by the Chairman on behalf of persons entitled to vote at the AGM.

Undirected proxies held by the Chairman in relation to this resolution will be cast and counted in favour of the resolution.

### **How the Chairman of the meeting will vote undirected proxies**

The Chairman's voting intention is to vote undirected proxies in favour of each of the resolutions set out in this Notice of AGM.

Pursuant to relief granted by ASIC to the Company dated 21 November 2011, the Chairman will have the ability to vote undirected proxies in relation to Resolution 3 - Approval of the Remuneration Report. Undirected proxies held by the Chairman in relation to this resolution will also be cast and counted in favour of the resolution.

A member can appoint the Chairman as proxy with directions to cast that member's votes contrary to the Chairman's stated voting intention on any or all of the resolutions, or to abstain from voting on certain resolutions. Where a member appoints the Chairman as their proxy but does not direct their vote on a particular resolution, the member will be authorising the Chairman to vote in accordance with the Chairman's clearly stated voting intention.

### **Voting Entitlements**

For the purpose of the Corporations Act, the Company has determined that all securities of the Company that are quoted securities at 7:00pm Australian Eastern Daylight Time on 29 January 2012 will be taken, for the purpose of the Meeting, to be held by the persons who held them at the time.

### **Proxies**

A member entitled to attend and vote at this meeting is entitled to appoint no more than 2 proxies to attend and vote in his or her stead. A member can appoint an individual or a body corporate as a proxy. If you appoint a body corporate, that body corporate must appoint an individual to represent and exercise its powers in accordance with section 250D of the Corporations Act.

A proxy need not be a member of the Company.

If the member appoints 2 proxies the member may specify the proportion or number of votes each proxy is entitled to exercise. If no proportion or number of votes is specified, each proxy, may exercise half of the votes. If the specified proportion or number of votes exceed that which the member is entitled to, each proxy may exercise half of the member's votes. Any fractions of votes brought about by the apportionment of votes will be disregarded.

Proxies and any power of attorney under which they are signed must be received by the Company's share registry Computershare Investor Services Pty Limited at GPO Box 242, Melbourne, Victoria 3001 or by fax (within Australia) 1800 783 447, (outside Australia) 61 3 9473 2555 or by the Company at Level 11, 280 George Street, Sydney, NSW 2000 not later than 11:00am (Sydney time) on 30 January 2012.

A form of proxy is provided with this notice. If you wish to appoint a second proxy, an additional form of proxy may be obtained by telephoning the Company's share registry or you may copy the form of proxy provided with this notice.