

**AJ Lucas Group Limited**  
(ABN 12 060 309 104)

**Notice of Annual General Meeting and  
Explanatory Statement**

**Annual General Meeting of the Company  
to be held on  
13 November 2015 at 10.30am**

**Level 2,  
616 Boundary Road  
Richlands QLD 4077**



**AJ LUCAS GROUP LIMITED**  
(ABN 12 060 309 104)  
(Company)

**NOTICE OF ANNUAL GENERAL MEETING**

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Notice is given that the Annual General Meeting (**AGM or Meeting**) of the Company is to be held as set out below.

**DETAILS OF MEETING**

**Date:** 13 November 2015  
**Time:** 10:30am (Brisbane time)

**Address:** Level 2  
616 Boundary Road  
Richlands QLD 4077

Members unable to attend the AGM are invited to vote by proxy on the resolutions to be considered at the meeting.

An Explanatory Statement and instructions on how to vote (including how to vote by proxy) are set out in this Notice of AGM.

**ORDINARY BUSINESS**

**Financial statements and reports**

To receive and consider the consolidated financial statements of the Company and its controlled entities and the reports of the directors and the auditor for the year ended 30 June 2015.

Shareholders can access a copy of the reports from the Company's website [www.lucas.com.au](http://www.lucas.com.au).

Please note that there is no vote on this item.

**Resolution 1: Adoption of the Remuneration Report**

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

*"That the Remuneration Report, which forms part of the Directors' Report of the Company for the financial year ended 30 June 2015, be adopted."*

The vote on **Resolution 1** is advisory only and does not bind the directors or the Company.

**Resolution 2: Re-election of director**

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

*"That Julian Ball, having retired by rotation in accordance with clause 10.2 of the Company's constitution and, being eligible, having offered himself for re-election, be re-elected a director of the Company."*

**Resolution 3: Re-election of director**

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

*"That John O'Neill, having been appointed as an addition to the existing directors, retires as required in accordance with clause 10.4 of the Company's constitution and, being eligible, having offered himself for re-election, be re-elected a director of the Company."*

By Order of the Board



**Marcin Swierkowski**  
**Company Secretary**

**Date:** 8 October 2015

**Voting exclusion:** As required by the *Corporations Act 2001 (Corporations Act)*, no member of the Company's key management personnel (**KMP**), details of whose remuneration are included in the Remuneration Report, or a closely related party of any KMP, may vote in any capacity (e.g. as a shareholder, proxy or corporate representative) on Resolution 1 unless:

- the person votes as a proxy appointed by writing that specifies how the person is to vote on the proposed resolution; and
- the vote is not cast on behalf of any such member or closely related party of any such member..

KMP are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, whether directly or indirectly. Members of KMP include the Company's Directors and certain senior executives.

The prohibition in the Corporations Act on members of KMP or a closely related party of any KMP voting does not apply to the Chairman of the Meeting as proxy for a member entitled to vote where the proxy appointment expressly authorises the Chairman of the Meeting to vote in that capacity on Resolution 1 (see page 3 for further information).

If a member of KMP or a closely related party of any KMP (or any person acting on behalf of any such person) purports to cast a vote that will be disregarded by the Company (as indicated above), that person may be liable for an offence for breach of voting restrictions that apply under the Corporations Act.

# NOTES AND VOTING INSTRUCTIONS

## ACCOMPANYING DOCUMENTS - IMPORTANT

The following documents accompany this notice:

- (a) Explanatory Statement in relation to the resolutions to be considered;
- (b) a Proxy Form;
- (c) the 2015 Annual Report (for those Shareholders who have specifically requested it);
- (d) Lost Holder letter (for holders who are flagged as return mail); and
- (e) Go Online election form. (for holders who have not elected to receive communications online)

The Explanatory Statement forms part of this Notice of Meeting.

The background and reasons behind the resolutions to be considered are more fully set out in the Explanatory Statement. Members should read the Explanatory Statement in full and carefully consider its contents.

## HOW TO VOTE

### Members can vote in one of two ways

1. By attending the AGM and voting in person or by attorney or, in the case of corporate members, by corporate representative; or
2. By appointing a proxy to attend the AGM and vote on their behalf by:
  - Using the proxy form enclosed with this Notice of AGM; or
  - Recording their proxy voting instructions on the internet at [www.investorvote.com.au](http://www.investorvote.com.au). To access this facility, members will need their holder identification number (HIN) or security holder reference number (SRN) and postcode which are printed on the proxy form enclosed with this Notice of AGM.

### Voting in person or by Attorney

Members are asked to arrive at the venue from 10.00am (Brisbane time) to allow for registration for the AGM.

To help facilitate registration, please bring the proxy form enclosed with this Notice of AGM. An individual attending the AGM as corporate representative must present satisfactory evidence of his or her appointment to attend on the company's behalf, unless previously lodged with the Company or the Company's Share Registry (the **Share Registry**). Attorneys should bring with them original or certified copies of the Power of Attorney under which they have been authorised to attend and vote at the AGM, unless previously lodged with the Company or the Share Registry.

### Voting by Proxy

- A member entitled to attend and vote is entitled to appoint a proxy or, if the member is entitled to cast two or more votes at the meeting, appoint not more than two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. Each proxy will have the right to vote and to speak at the AGM.
- Where a member appoints two proxies or attorneys to vote at the AGM and the authority of one is not conditional on the other failing to attend or vote, the following rules apply:

- the appointment is of no effect and the proxy or attorney may not vote unless each proxy or attorney, as the case may be, is appointed to represent a specified proportion of the member's voting rights;
  - on a show of hands, neither proxy or attorney may vote; and
  - on a poll, each proxy or attorney may only exercise the voting rights the proxy or attorney represents.
- A proxy, attorney or representative may be a member of the Company but does not have to be a member.
  - A proxy form appointing a proxy or a document appointing an attorney may direct the manner in which the proxy or attorney is to vote in respect of a particular resolution and, where the form or document so provides, the proxy or attorney is not entitled to vote on the proposed resolution except as directed in the form or document.
  - Members who complete and return their proxy form but do not nominate the identity of the proxy will be taken to have appointed the Chairman of the Meeting as their proxy to vote on their behalf. If a proxy form is returned but the nominated proxy does not attend the AGM, the Chairman of the Meeting will act in place of the nominated proxy. In each case, the Chairman of the Meeting will vote in accordance with any voting directions specified by the member in the proxy form or, where the member does not specify any voting instruction in the proxy form for an item of business, in accordance with the voting intentions of the Chairman of the Meeting in respect of undirected proxies set out below.
  - If you choose to appoint a proxy, you are encouraged to direct your proxy how to vote on each resolution by marking either "For", "Against" or "Abstain" on the proxy form for each of those items of business.

#### **Undirected Proxies**

- If a member entitled to vote appoints the Chairman of the Meeting as its proxy and the member does not direct the Chairman of the Meeting how to vote on Resolution 1, the member may authorise the Chairman of the meeting in respect of that item to exercise the proxy notwithstanding that resolution is connected directly or indirectly with the remuneration of a member of the Company's key management personnel. Further details are contained on the proxy form distributed with the Notice of AGM.
- Where the Chairman of the Meeting is appointed as proxy for a member entitled to vote, the Chairman of the meeting will (where authorised) vote all undirected proxies IN FAVOUR of all the proposed resolutions to be considered at the AGM. Accordingly, if you appoint the Chairman of the Meeting as your proxy and wish to vote differently to how the Chairman of the Meeting intends to vote on any of the resolutions, you must mark "For", "Against" or "Abstain" on the proxy form in relation to the relevant item of business.

#### **Lodgement of Proxy Forms**

The proxy's appointment and, if applicable, the authority appointing an attorney, must be sent by post or fax to the Company's registered office or to the address or fax number of the Company's Registry, set out below:

- (a) **By mail** to: Share Registry – Computershare Investor Services Pty Ltd, GPO Box 242, Melbourne, VIC 3001 Australia;
- (b) **By facsimile** to: 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia);
- (c) **By mail** to: The Company's office at Level 2, Hyundai Building, 394 Lane Cove Road, Macquarie Park, NSW 2113;

- (d) **Vote online:** Shareholders can also cast their votes online at [www.investorvote.com.au](http://www.investorvote.com.au) and follow the prompts. To use this facility you will need your holder number (SRN or HIN), postcode and control number as shown on the Proxy Form. You will have been taken to have signed the Proxy Form if you lodge it in accordance with the instructions on the website; and
- (e) **Custodian voting:** for Intermediary Online subscribers only (custodians), please visit [www.intermediaryonline.com](http://www.intermediaryonline.com) to submit your voting intentions,

so that they are received by **no later than 10.30am (Brisbane time) on Wednesday, 11 November 2015.**

Proxy forms or proxy voting instructions received after this time will be invalid.

The proxy form must be signed by the member or the member's attorney. Proxies given by corporations must be executed in accordance with the Corporations Act.

Where the appointment of a proxy is signed by the appointer's attorney, a certified copy of the power of attorney or the power itself must be received by the Share Registry at either the postal addresses listed above or by fax before 10.30am (Brisbane time) on Wednesday, 11 November 2015. If faxed, the power of attorney must be certified.

### **Entitlement to Vote**

The Board has determined that, for the purposes of the AGM (including voting at the AGM), members are those persons who are registered holders of fully paid ordinary shares (**Shares**) in the Company (**Shareholders**) at close of business on Wednesday, 11 November 2015. Members entitled to vote are referred to the '**Voting exclusion**' note in relation to Resolution 1 for the adoption of the Remuneration Report.

# EXPLANATORY STATEMENT

This Explanatory Statement forms part of the Notice of Meeting convening the Annual General Meeting (**AGM or Meeting**) of Shareholders to be held on 13 November 2015 and is to assist Shareholders in understanding the background to the resolutions.

## Financial Statements and Reports

The Corporations Act requires the Financial Report (which includes the Financial Statements and Directors' Declaration), the Directors' Report and the Auditor's Report to be laid before the AGM.

There is no requirement either in the Corporations Act or in the Company's Constitution for members to approve the Financial Report, the Directors' Report or the Auditor's Report.

Members will have a reasonable opportunity at the meeting to ask questions and make comments on these Reports and on the business and operations of the Company. Members will also be given a reasonable opportunity to ask the auditor questions about the Auditor's Report and the conduct of the audit of the Financial Report.

## Resolution 1: Adoption of the Remuneration Report

The Directors' Report for the year ended 30 June 2015 contains a Remuneration Report which sets out the policy for the remuneration of the directors and specified executives of the Company and its consolidated group. The Remuneration Report is set out on pages 32 to 35 of the Company's 2015 Annual Report.

In accordance with section 250R(2) of the Corporations Act, a resolution that the Remuneration Report be adopted must be put to vote at the Company's AGM. The vote on Resolution 1 is advisory only and does not bind the directors or the Company.

Members attending the meeting will be given a reasonable opportunity to ask questions about, and make comments on, the Remuneration Report. The 2015 Annual Report is available on the Company's website, [www.lucas.com.au](http://www.lucas.com.au).

The Directors unanimously recommend that Shareholders vote in favour of the resolution.

## Resolution 2: Re-election of Julian Ball as a Director

Mr Ball was first appointed a director of the Company on 2 August 2013. He also serves as a member of the Company's Audit and Risk Committee and the Human Resources and Nominations Committee.

Under the Company's constitution, at the annual general meeting one third of the directors (excluding the Managing Director and any Directors appointed during the year either to fill a casual vacancy or as an addition to the existing Directors), or the nearest whole number thereto, must retire from office. In accordance with this requirement MR Ball now retires from the Board and offers himself for re-election.

Mr Ball is managing Director of Kerogen Capital (Asia) Limited, based in Hong Kong, with more than 25 years of experience in investment banking and private equity.

Before to joining Kerogen, Mr Ball was a senior member of J.P. Morgan Private Capital Asia, a principal investments team, responsible for managing the fund's operations and leading and monitoring investments, and prior to this he was a managing Director at Richie Capital Management (Asia). Mr Ball has also worked as an investment banker at J.P. Morgan in Hong Kong, where he advised on M&A and capital raisings primarily in the energy and natural resources sector, and headed the Financial Restructuring Advisory practice. He was also previously a managing consultant at Ernst and Young's corporate finance practice based in Hong Kong and London.

Mr Ball is a fellow of the Institute of Chartered Accountants of England and Wales where he holds a Diploma in Corporate Finance and a Fellow of the Hong Kong Institute of Certified Practising Accountants.

The Directors unanimously recommend that Shareholders vote in favour of the re-election of Julian Ball as a director.

### **Resolution 3: Re-election of John O'Neill as a Director**

Mr O'Neill was appointed as director of the Company on 23 June 2015. He is currently the Chairman of the Company's Audit and Risk Committee.

Under the Company' Constitution, a director appointed to fill a casual vacancy holds office only until the next general meeting. In accordance with this requirement, Mr O'Neill now retires from the Board and offers himself for re-election.

Mr O'Neill has over 25 years' experience in the upstream oil and gas industry, and was formally Non-Executive Chairman of Pangaea Resources, Australia's most successful private unconventional oil and gas company. In addition, He was previously Chief Executive Officer of the Australian Petroleum Fund, which held an attractive portfolio of exploration and producing oil and gas assets and a pipeline.

Mr O'Neill also has extensive experience in accounting and finance, having commenced his career as a chartered accountant with Coopers & Lybrand (no known as PriceWaterhouseCoopers) and Ernst & Whinney (now known as Ernst and Young) in Sydney and London. He also holds a Bachelor of Business degree and is a Fellow of the Australian Institute of Chartered Accountants and a Fellow of the Australian Institute of Company Directors.

The Directors unanimously recommend that Shareholders vote in favour of the re-election of John O'Neill as a director.



# AJ Lucas Group Limited

ABN 12 060 309 104



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

## Lodge your vote:

**Online:**  
[www.investorvote.com.au](http://www.investorvote.com.au)

**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 556 161  
(outside Australia) +61 3 9415 4000

## Proxy Form

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<p><b>Vote and view the annual report online</b></p> <ul style="list-style-type: none"> <li>• Go to <a href="http://www.investorvote.com.au">www.investorvote.com.au</a> or scan the QR Code with your mobile device.</li> <li>• Follow the instructions on the secure website to vote.</li> </ul>	
<p><b>Your access information that you will need to vote:</b></p> <p><b>Control Number: 999999</b></p> <p><b>SRN/HIN: I9999999999      PIN: 99999</b></p> <p>PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.</p>	

**For your vote to be effective it must be received by 10:30am (Brisbane time) Wednesday 11 November 2015**

### 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 or abstain as they choose (to the extent permitted by law). 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 for Postal Forms

**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 help tab, "Printable 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.

**GO ONLINE TO VOTE,  
or turn over to complete the form** ➔

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.



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I ND

## Proxy Form

Please mark  to indicate your directions

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

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I/We being a member/s of AJ Lucas 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, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of AJ Lucas Group Limited to be held at Level 2, 616 Boundary Road Richlands QLD 4077 on Friday 13 November 2015 at 10:30am (Brisbane time) and at any adjournment or postponement of that Meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Item 1 (except where I/we have indicated a different voting intention below) even though Item 1 is connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Item 1 by marking the appropriate box in step 2 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
1 Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Julian Ball as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of John O'Neill as a Director	<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. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

### 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 / /

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Computershare +



**AJ Lucas Group Limited**

ABN 12 060 309 104

394 Lane Cove Road  
MACQUARIE PARK NEW SOUTH WALES 2113  
Australia



┌ 000002 000 AJLRM  
MR RETURN SAMPLE  
123 SAMPLE STREET  
SAMPLE SUBURB  
SAMPLETOWN VIC 3030

Dear Securityholder,

We have been trying to contact you in connection with your securityholding in AJ Lucas Group Limited. Unfortunately, our correspondence has been returned to us marked "Unknown at the current address". For security reasons we have flagged this against your securityholding which will exclude you from future mailings, other than notices of meeting.

Please note if you have previously elected to receive a hard copy Annual Report (including the financial report, directors' report and auditor's report) the dispatch of that report to you has been suspended but will be resumed on receipt of instructions from you to do so.

We value you as a securityholder and request that you supply your current address so that we can keep you informed about our Company. Where the correspondence has been returned to us in error we request that you advise us of this so that we may correct our records.

You are requested to include the following;

- > Securityholder Reference Number (SRN);
- > ASX trading code;
- > Name of company in which security is held;
- > Old address; and
- > New address.

Please ensure that the notification is signed by all holders and forwarded to our Share Registry at:

Computershare Investor Services Pty Limited  
GPO Box 2975  
Melbourne Victoria 3001  
Australia

Note: If your holding is sponsored within the CHESS environment you need to advise your sponsoring participant (in most cases this would be your broker) of your change of address so that your records with CHESS are also updated.

Yours sincerely

**Marcin Swierkowski**  
Company Secretary