

**KNIGHTS CAPITAL GROUP LTD**

**ACN 072 769 174**

**NOTICE OF ANNUAL GENERAL MEETING**

Knights Capital Group Ltd (**Company**) gives notice that an annual general meeting of members will be held at Level 1, 20 Kings Park Road on 23<sup>rd</sup> November, 2010 at 10.00 am.

**ORDINARY BUSINESS**

**1. FINANCIAL STATEMENTS AND REPORTS**

To receive and consider the financial statements and the report of directors and the auditors for the year ended 30 June 2010

**2. ELECTION OF DIRECTOR**

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

*“ That Mr.Basil Conti, a Director retiring from office by rotation in accordance with Rule 2.6 of the Constitution of the Company, being eligible,is re-elected a Director of the Company”.*

**SPECIAL BUSINESS**

**3. To consider, and if thought fit, to pass the following as a special resolution:**

*“That rule 26.2 of the Constitution is modified as follow:*

- (a) *The heading to rule 26.2 is deleted and in its place “Circumstances in which a dividend may be paid” is inserted; and*
- (b) *The first sentence in rule 26.2 is deleted and its place the sentence”The Company must not pay a dividend unless the circumstances in section 254T have been satisfied” is inserted.*

**By order of the Board**



**Basil Conti**  
Company Secretary  
18<sup>th</sup> October, 2010

## NOTES

These Notes form part of the Notice of Annual General Meeting.

### Entitlement to vote

Under regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Board has determined that, for the purposes of voting at the meeting, shareholders are those persons who are the registered holders of Company shares at 10.00am (WST) on 19<sup>th</sup> November, 2010.

### Appointment of proxies

Each member entitled to vote at the general meeting may appoint a proxy to attend and vote at the general meeting.

A proxy need not be a member of the Company and can be an individual or a body corporate.

A body corporate appointed as a member's proxy may appoint a representative to exercise any of the powers the body may exercise as a proxy at the general meeting. The representative should bring to the meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

A member entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If a member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes each proxy may exercise, each proxy may exercise half of those votes.

### Lodgement of proxy documents

For an appointment of a proxy for the meeting to be effective:

- the proxy's appointment; and
- if the appointment is signed by the appointor's attorney – the authority under which the appointment was signed (e.g. a power of attorney) or a certified copy of it,

must be received by the Company at least 48 hours before the meeting.

The following addresses are specified for the purposes of receipt of proxies:

<b>By mail:</b>	<b>By fax:</b>
PO Box 272 Floreat WA 6014	08-93228788

### Bodies corporate

A body corporate may appoint an individual as its representative to exercise any of the powers the body may exercise at meetings of a company's members. The appointment may be a standing one. Unless the appointment states otherwise, the representative may exercise all of the powers that the appointing body could exercise at a meeting or in voting on a resolution.

The representative should bring to the meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been given to the Company.

**PROXY APPOINTMENT FORM**  
**KNIGHTS CAPITAL GROUP LTD**  
**ACN 072 769 174**

**Enquiries**

Telephone: 08-93243888

Facsimile: 08-93228788

**Name and address of member or joint members**

**Appointment of proxy**

I/We, being a member/s of Knights Capital Group Ltd and entitled to attend and vote, appoint

Full name of individual or body corporate proxy (please print)

or if that person fails to attend or, if no person is named, the Chairman of the meeting to attend, act generally and vote as directed below, or, if no directions are given, as the proxy or the Chairman sees fit, at the general meeting of the Company to be held on 23<sup>rd</sup> November 2010, and at any adjournment.

**Appointing a second proxy**

If appointing a second proxy, state the percentage of your voting rights applicable to the proxy appointed by this form.

%

**Voting directions to your proxy – please mark ✕ to indicate your directions**

<b>Business Item</b>	<b>For</b>	<b>Against</b>	<b>Abstain*</b>
1. Re-election of Director – Basil Conti	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Constitution -Modification	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

\* If you mark the abstain box for a particular item of business you are directing your proxy not to vote on that item on a show of hands or on a poll and your shares will not be counted in computing the required majority on a poll.

**Signatures of individual member, joint individual member, attorney or company member**

**Member, Attorney or  
Joint Member**

**Sole director and sole  
company secretary**

**Director**

**Director/Company  
secretary (delete one)**

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**Contact name**

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**Contact daytime telephone**

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**Date**

**INSTRUCTIONS FOR COMPLETION OF PROXY APPOINTMENT FORM**

**Your name and address**

This is your name and address as it appears on the register of members of the Company. If this information is incorrect, please make the correction on the Proxy Appointment Form. **Please note that you cannot change ownership of your shares using this Proxy Appointment Form.**

**Appointment of proxy**

If you are entitled to vote at the meeting you have a right to appoint a proxy and should use this Proxy Appointment Form. The proxy need not be a member of the Company and can be an individual or a body corporate.

If you wish to appoint someone other than the Chairman of the meeting as your proxy, please write the name of that person in the appropriate box. Members cannot appoint themselves. If you leave the box blank, or your named proxy does not attend the meeting, the Chairman of the meeting will be your proxy and vote on your behalf.

Your proxy's authority to speak and vote for you at the meeting is suspended if you are present at the meeting in person or by attorney, or in the case of a body corporate, by representative.

**Voting directions to your proxy**

You may direct your proxy how to vote by marking **✕** in one of the three boxes opposite each item of business. All your votes will be cast in accordance with your direction, unless you indicate only a portion of votes are to be cast on any item by inserting the percentage of your voting rights applicable to the proxy appointed by this Proxy Appointment Form in the appropriate box. If you do not mark any of the boxes relating to the items of business, your proxy will vote as he or she chooses. If you mark more than one box relating to the same item of business any vote by your proxy on that item will be invalid.

**Appointing a second proxy**

If you are entitled to cast two or more votes you may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If you wish to appoint a second proxy, an additional Proxy Appointment Form may be obtained by telephoning the Company or you may copy this form. Both Proxy Appointment Forms should be lodged together.

If you appoint two proxies and the appointment does not specify the proportion or number of your votes each proxy may exercise, each proxy may exercise half of the votes (ignoring fractions).

If you appoint two proxies, neither proxy will have a right to vote on a show of hands.

If you appoint another member as your proxy, that person will have only one vote on a show of hands and does not have to vote on a show of hands in accordance with any direction by you.

### **Signing instructions**

This Proxy Appointment Form must be signed and dated by the member or the member's attorney. Any joint member may sign.

If this form is signed by an attorney and you have not previously lodged the power of attorney with the Company for notation, please attach a certified copy of the power of attorney to this form when you return it.

If the member is a company that has a sole director or a sole director who is also the sole company secretary, this form must be signed by that person. Otherwise, this form must be signed by two directors or one director and a company secretary. Please indicate the office held by signing in the appropriate place.

### **Lodgement of Proxy Appointment Form**

Proxy Appointment Forms and proxy appointment authorities, for example, the original or a certified copy of the power of attorney (if the Proxy Appointment Form is signed by an attorney) must be received:

- at PO Box 272 Floreat WA 6014; or
- by fax on number 08-93228788,

**not later than 10.00 am on 21<sup>st</sup> November 2010.**

Documents received after that time will not be valid for the scheduled meeting.

### **Privacy**

Chapter 2C of the *Corporations Act 2001* (Cth) requires information about you (including your name, address and details of the shares you hold) to be included in the Company's public register of members. This information must continue to be included in the public register if you cease to hold shares. These statutory obligations are not altered by the *Privacy Amendment (Private Sector) Act 2000* (Cth). Information is collected to administer your shareholding which may not be possible if some or all of the information is not collected.