

ASX Announcement

RXP SERVICES LIMITED
Annual General Meeting

14 October 2015

Attached for release to the market is a copy of the Notice of Annual General Meeting documentation which is being forwarded to shareholders.

The Annual General Meeting documentation can be viewed on the company's website www.rxp.services.com.au

The Annual General Meeting is to be held as follows:

Date: Monday, 9 November 2015
Time: 2.00pm
Place: In the Boardroom of RXP Services Limited
Level 15, 31 Queen Street
Melbourne Vic 3000

For further information please contact David Royale, Company Secretary on 03 8630 5800.

END

For personal use only



NOTICE OF 2015 ANNUAL GENERAL MEETING
Including Explanatory Notes and Proxy Form

To be held on:

Monday, 9 November 2015

2:00pm (AEDST)

(registration commencing 15 minutes earlier)

At:

In the Boardroom of RXP Services Limited
Level 15, 31 Queen Street
Melbourne Vic 3000

**This is an important document. It should be read in its entirety.
If you are in doubt as to the course you should follow, consult your financial or other professional advisor.**

RXP Services Limited
ACN 146 959 917
Level 15, 31 Queen Street, Melbourne VIC 3000
www.rxp.services.com.au

Notice of Annual General Meeting

Notice is hereby given that the 2015 Annual General Meeting of the Shareholders of RXP Services Limited (**Company**) will be held at the Offices of RXP Services Limited, Level 15, 31 Queen Street, Melbourne, Victoria, 3000 at 2:00pm (AEDST) on Monday, 9 November 2015.

Business

The following ordinary business will be conducted:

Item 1: Financial Statements and Reports

To receive and consider the reports of the Directors and the Auditor and the Financial Statements for the year ended 30 June 2015 for the company and its controlled entities. (refer to the Explanatory Statement annexed for further details)

Item 2: Remuneration Report

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

Ordinary Resolution 1

"That, the Remuneration Report forming part of the Directors Report for the year ended 30 June 2015 is adopted." (refer to the Explanatory Statement annexed for further details)

Please note that the vote on this resolution is advisory only and does not bind the Directors or the Company.

Voting Exclusion

A vote must not be cast (in any capacity) on Resolution 1 – Remuneration Report by or on behalf of a member of the Company's key management personnel ("KMP"), details of whose remuneration are included in the Remuneration Report, and their closely related parties, whether as a shareholder or as a proxy.

However, the Company will not disregard a vote on this resolution if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, if the vote is cast in accordance with the directions on the Proxy Form; or
- (b) the person is the chair of the meeting and the appointment of the chair as proxy:
 - I. does not specify the way the proxy is to vote on the resolution; and
 - II. expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel for the Company.

Item 3: Re-election of Director – Mr John Pittard

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

Ordinary Resolution 2

"That, Mr John Pittard, who retires by rotation as a Director pursuant to the Company's Constitution, be re-elected as a Director of the Company." (refer to the Explanatory Statement annexed for further details)

Item 4: Ratification and approval of previous allotment and issue of securities

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

Ordinary Resolution 3

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders ratify and approve the previous allotment and issue of 2,346,666 Shares to the vendors of Integrated Value Pty Ltd.” (refer to the Explanatory Statement annexed for further details)

Voting Exclusion

The Company will disregard and votes cast on this resolution by:

- (a) the vendors of Integrated Value Pty Ltd and a person who might obtain an benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed; and
- (b) any associates of those persons.

However, the Company will not disregard a vote on this resolution if:

- (c) it is cast by a person as proxy for a person who is entitled to vote, if the vote is cast in accordance with the directions on the Proxy Form; or
- (d) the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction of the Proxy Form to vote as the proxy decides.

Item 5: Ratification and approval of previous allotment and issue of securities

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

Ordinary Resolution 4

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders ratify and approve the previous allotment and issue of 1,336,024 Shares to the vendors of Nobel Consulting Pty Ltd.” (refer to the Explanatory Statement annexed for further details)

Voting Exclusion

The Company will disregard and votes cast on this resolution by:

- (a) the vendors of Nobel Consulting Pty Ltd and a person who might obtain an benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed; and
- (b) any associates of those persons.

However, the Company will not disregard a vote on this resolution if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, if the vote is cast in accordance with the directions on the Proxy Form; or
- (b) the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction of the Proxy Form to vote as the proxy decides.

DATED 9 October 2015

BY ORDER OF THE BOARD



David Royale
Company Secretary

Voting, proxies and company representatives

1. Voting Entitlements

Pursuant to regulation 7.11.37 and 7.11.38 of the Corporations Regulations 2001 (Cth) the Directors have determined that, for the purpose of voting at the meeting, shares will be taken to be held by those members recorded in the Company's Register of Members as at 2:00pm (AEDST) on Saturday, 7 November 2015. Members are entitled to vote by attending the meeting in person, by proxy or by authorised representative.

2. Voting by Proxy

In accordance with section 249L of the Corporations Act 2001 (Cth), a shareholder entitled to attend and vote at the Annual General meeting is entitled to appoint a proxy who need not be a shareholder of the Company. A proxy can either be an individual or a body corporate. Should you appoint a body corporate as your proxy, that body corporate will need to ensure that it:

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

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

A shareholder who is entitled to cast two or more votes may appoint not more than two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If a shareholder appoints two proxies and the appointment does not specify the proportion or number of votes that each proxy may cast, each proxy may cast one half of the shareholders votes. If the shareholder appoints two proxies, neither may vote on a show of hands.

To vote by proxy, the completed enclosed Proxy Form must be lodged either:

- 1 via mail to Computershare Limited GPO Box 242, Melbourne VIC 3001;
- 2 by hand to Computershare Limited at Yarra Falls, 452 Johnston Street Abbotsford VIC 3067;
- 3 by fax to (within Australia) 1800 783 447 or (outside Australia) +61 3 9473 2555
- 4 online at <http://www.investorvote.com.au>.
- 5 online at <http://www.intermediaryonline.com> (for intermediary online users online)

by 2.00pm (AEDST) on Saturday, 7 November 2015, being at least 48 hours before the holding of the Annual General Meeting

3. Corporate Shareholders

A corporation may elect to appoint an individual to act as its representative in accordance with section 250D of the Corporations Act 2001 (Cth) in which case the Company will require a Certificate of Appointment of Corporate Representative executed in accordance with the Corporations Act 2001 (Cth). A "Certificate of Appointment of Company Representative" is available from the Company's share registry at Computershare Limited (Local: 1300 850 505; overseas: +61 (0)3 9415 4000) and must be lodged with the Company before the meeting or at the registration desk on the day of the meeting.

Explanatory Memorandum

Introduction

This Explanatory Memorandum has been prepared for the shareholders of RXP Services Limited (**Company**) to provide information about the items of business to be considered at the Annual General Meeting of shareholders of the Company to be held at the Offices of the Company at Level 15, 31 Queen Street Melbourne 3000 on 9 November 2015 at 2:00pm (AEDST).

Item 1: Financial Statements and Reports

Section 317 of the Corporations Act 2001 (Cth) requires the last years financial report (which includes the financial statements and Directors' Declaration), the Directors Report and the Auditors' Report to be laid before the Annual General Meeting. There is no requirement either in the Corporations Act 2001 (Cth) or the Company's Constitution for shareholders to approve the Financial Report, the Directors' Report or the Auditors' report. Shareholders will be given reasonable opportunity at the meeting to ask questions and make comments on these reports.

Item 2: Remuneration Report

A resolution for adoption of the Remuneration Report is required to be considered and voted on in accordance with section 250R of the Corporations Act 2001 (Cth).

The Remuneration Report forms part of the Directors' report for the financial year ended 30 June 2015. It details the Company's policy on the remuneration of Non-Executive Directors, Executive Directors and Senior Executives and contains the information required by section 300A of the Corporations Act 2001 (Cth) and Accounting Standard AASB 1046.

A copy of the Remuneration Report is set out in the Full Annual Report of the Company and is also available from the Company's website at www.rxp.services.com.au.

The shareholder vote is advisory only and does not bind the Directors or the Company.

Recommendation

Shareholders are asked to vote in favour of the adoption of the Remuneration Report.

Item 3: Election of Director

Clause 13.6 of the Company's Constitution requires one-third of the Directors (except for a Managing Director) to retire from office by rotation.

Clause 13.7 of the Company's Constitution allows retiring directors to be re-elected.

Pursuant to Clause 13.6 of the Company's Constitution, Mr John Pittard seeks re-election to the RXP Board.

Recommendation

Shareholders are asked to vote in favour of the re-election of Mr John Pittard as a Director of the Company.

Item 4: Ratification and approval of previous allotment and issue of securities

The purpose of Ordinary Resolution 3 is for shareholders to approve and ratify, under ASX Listing Rule 7.4, the issue of securities by the Company during the 12 months before the date of the meeting which count toward the Company's 15% limit under ASX Listing Rule 7.1.

ASX Listing Rule 7.1 provides that subject to certain exceptions (none of which are relevant here) prior approval of shareholders is required for an issue of securities if the securities will, when aggregated with the securities issued by the entity during the previous 12 months, exceed 15% of the number of the securities at the commencement of that 12 month period.

The allotment and issue of securities detailed in resolution 3 did not exceed the 15% threshold. However, ASX Listing Rule 7.4 provides that where an entity ratifies an issue of securities, the issue will be treated as having been made with the approval for the purpose of ASX Listing Rule 7.1, thereby replenishing that entity's 15% capacity and enabling it to issue further securities up to that limit.

Resolution 3 proposes the ratification and approval of the allotment and issue of fully paid ordinary shares (**Shares**) detailed below for the purposes of satisfying the requirements of ASX Listing Rule 7.4.

Shares issued to the vendors of Integrated Value Pty Ltd	
Issue Date:	6 October 2014
Number of Securities:	2,346,666
Issue Price:	\$0.75
Terms of Issue:	The Shares rank equally with all existing Shares on issue
Allottees:	Vendors of Integrated Value Pty Ltd
Use of funds:	No funds were raised as the Shares were issued as part consideration for the acquisition of Integrated Value Pty Ltd

Recommendation

Shareholders are asked to vote in favour of the allotment and issue of securities to the Vendors of Integrated Value Pty Ltd.

Item 5: Ratification and approval of previous allotment and issue of securities

The purpose of Ordinary Resolution 4 is for shareholders to approve and ratify, under ASX Listing Rule 7.4, the issue of securities by the Company during the 12 months before the date of the meeting which count toward the Company's 15% limit under ASX Listing Rule 7.1.

ASX Listing Rule 7.1 provides that subject to certain exceptions (none of which are relevant here) prior approval of shareholders is required for an issue of securities if the securities will, when aggregated with the securities issued by the entity during the previous 12 months, exceed 15% of the number of the securities at the commencement of that 12 month period.

The allotment and issue of securities detailed in resolution 4 did not exceed the 15% threshold. However, ASX Listing Rule 7.4 provides that where an entity ratifies an issue of securities, the issue will be treated as having been made with the approval for the purpose of ASX Listing Rule 7.1, thereby replenishing that entity's 15% capacity and enabling it to issue further securities up to that limit.

Resolution 4 proposes the ratification and approval of the allotment and issue of fully paid ordinary shares (**Shares**) detailed below for the purposes of satisfying the requirements of ASX Listing Rule 7.4.

Shares issued to the vendors of Nobel Consulting Pty Ltd	
Issue Date:	5 December 2014
Number of Securities:	960,046
Issue Price:	\$0.725
Terms of Issue:	The Shares rank equally with all existing Shares on issue
Allottees:	Vendors of Nobel Consulting Pty Ltd
Use of funds:	No funds were raised as the Shares were issued as part consideration for the acquisition of Nobel Consulting Pty Ltd


Shares issued to the vendors of Nobel Consulting Pty Ltd	
Issue Date:	20 February 2015
Number of Securities:	375,978
Issue Price:	\$0.725
Terms of Issue:	The Shares rank equally with all existing Shares on issue
Allottees:	Vendors of Nobel Consulting Pty Ltd
Use of funds:	No funds were raised as the Shares were issued as part consideration for the acquisition of Nobel Consulting Pty Ltd


Recommendation

Shareholders are asked to vote in favour of the allotment and issue of securities to the Vendors of Nobel Consulting Pty Ltd.

For personal use only

Lodge your vote:

 **Online:**
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

For all enquiries call:
(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Proxy Form




Vote and view the annual report online

- Go to www.investorvote.com.au or scan the QR Code with your mobile device.
- Follow the instructions on the secure website to vote.

Your access information that you will need to vote:

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

 **For your vote to be effective it must be received by 2:00pm (AEDST) on Saturday, 7 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 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** ➔

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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.

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of RXP Services 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 RXP Services Limited to be held in the Boardroom of RXP Services Limited, Level 15, 31 Queen Street, Melbourne, Victoria on Monday, 9 November 2015 at 2:00pm (AEDST) 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 2 (except where I/we have indicated a different voting intention below) even though Item 2 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 2 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.

	For	Against	Abstain
Item 2 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3 Re-election of Director - Mr John Pittard	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4 Ratification and approval of previous allotment and issue of securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5 Ratification and approval of previous allotment and issue of securities	<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 / / _____