

RXP SERVICES LIMITED

(ABN 30 146 959 917)

Web: www.rxpservices.com.au Email: info@rxpservices.com.au

Company Announcement

GENERAL MEETING

6 May 2013

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

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

The General Meeting is to be held as follows:

Date: 7 June, 2013
Time: 11.00am
Place: Offices of RXP Services Limited
Level 9, 406 Collins Street
Melbourne Vic 3000

For further information please contact Christopher Shearer, Company Secretary on 03 8256 4855.

END

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Delivering Outcomes Together

www.rxp.services.com.au

NOTICE OF GENERAL MEETING

Including Explanatory Notes and Proxy Form

To be held on:

Friday, 7 June 2013

11:00am (AEST)

(registration commencing 15 minutes earlier)

At:

Offices of RXP Services Limited

Level 9, 406 Collins Street

Melbourne, Victoria, 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.

For personal use only

RXP Services Limited

ACN 146 959 917

Notice of General Meeting

Notice is hereby given that a General Meeting of the Shareholders of RXP Services Limited (**Company**) will be held at the Offices of RXP Services Limited, Level 9, 406 Collins Street, Melbourne, Victoria, 3000 at 11:00am on Friday 7 June 2013.

Business

The following ordinary business will be conducted:

Item 1: 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 1

“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 3,418,704 Shares to the vendors of Vanguard Integration International 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 Vanguard Integration International 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 2: 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 2

“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 4,200,000 Shares to the vendors of NSI Technology 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 NSI Technology 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 3: 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 5,617,042 Shares to the vendors of Zenith Solutions (Aust.) Pty Ltd.” (refer to the Explanatory Statement annexed for further details)

Voting Exclusion

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

- (e) the vendors of Zenith Solutions (Aust.) 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
- (f) any associates of those persons.

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

- (g) 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
- (h) 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 4: Approval of an issue of securities pursuant to a placement

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

Ordinary Resolution 4

“That, for the purposes of ASX Listing Rules 7.1 and for all other purposes, shareholders approve the issue of fully paid ordinary shares up to that number of Shares, when multiplied by the issue price, has a value of \$10,000,000 to institutional and sophisticated investor(s) as determined by the Company. The issue price will be not less than 90% of the volume weighted average market (closing) price of the Company’s ordinary shares calculated over the last fifteen (15) days on which trades of the Company’s ordinary shares were recorded on ASX immediately before the date on which the issue price is agreed or the date the issue is made.” (refer to the Explanatory Statement annexed for further details)

Voting Exclusion

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

- (a) a person who may participate in the proposed issue and a person who might obtain a 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.

DATED 3 May 2013

BY ORDER OF THE BOARD

Christopher Shearer
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 7:00pm Australian Eastern Standard Time on Wednesday 5th June 2013.

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 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, please complete the enclosed Proxy Form attached to this Notice of General Meeting and lodge it with the Company's share register either by mail to Computershare Investor Services Pty Limited at GPO Box 242, Melbourne VIC 3000; by facsimile to Computershare Investor Services Pty Limited 1800 783 447 within Australia and +61 3 9473 2555 outside Australia, by hand to Computershare Limited at Yarra Falls, 452 Johnston Street Abbotsford VIC 3067 or online by visiting www.investorvote.com.au before 11.00am (AEDT) on Wednesday 5 May 2013.

Intermediary Online subscribers only (custodian voting) may visit www.intermediaryonline.com to submit their voting intentions.

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 2011 (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 General Meeting of shareholders of the Company to be held at the Offices of the Company at Level 9, 406 Collins Street Melbourne 3000 on 7th June 2013 at 11:00am.

Item 1: Ratification and approval of previous allotment and issue of securities

The purpose of Ordinary Resolution 1 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 1 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 1 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 Vanguard Integration International Pty Ltd	
Issue Date:	28 November 2012
Number of Securities:	3,418,704
Issue Price:	\$0.545

Terms of Issue:	The Shares rank equally with all existing Shares on issue
Allottees:	Vendors of Vanguard Integration International Pty Ltd
Use of funds:	No funds were raised as the Shares were issued as part consideration for the acquisition of Vanguard Integration International Pty Ltd

Recommendation

Shareholders are asked to vote in favour of the allotment and issue of securities to the Vendors of Vendors of Vanguard Integration International Pty Ltd.

Item 2: Ratification and approval of previous allotment and issue of securities

The purpose of Ordinary Resolution 2 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 1 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 1 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 NSI Technology Pty Ltd	
Issue Date:	5 December 2012
Number of Securities:	4,200,000
Issue Price:	\$0.52
Terms of Issue:	The Shares rank equally with all existing Shares on issue
Allottees:	Vendors of NSI Technology Pty Ltd
Use of funds:	No funds were raised as the Shares were issued as part consideration for the acquisition of NSI Technology Pty Ltd

Recommendation

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

Item 3: 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 1 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 1 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 Zenith Solutions (Aust.) Pty Ltd	
Issue Date:	8 January 2013
Number of Securities:	5,617,042
Issue Price:	\$0.534
Terms of Issue:	The Shares rank equally with all existing Shares on issue
Allottees:	Vendors of Zenith Solutions (Aust.) Pty Ltd
Use of funds:	No funds were raised as the Shares were issued as part consideration for the acquisition of Zenith Solutions (Aust.) Pty Ltd.

Recommendation

Shareholders are asked to vote in favour of the allotment and issue of securities to the Vendors of Zenith Solutions (Aust.) Pty Ltd.

Item 4: Approval of an issue of securities pursuant to a placement

The Company has clearly stated that one of the growth strategies that would be pursued by the Company was growth by acquisition.

The Company continues to pursue a number of possible acquisitions that the Company believes have the right customer relationships, the right service offerings and the right geographical spread to add value and strength to the Company.

Whilst the Company has not progressed discussions with potential acquisitions targets to a point that would require the Company to make disclosure to the market in line with the ASX Listing Rules, the Company is seeking shareholder approval to issue fully paid ordinary shares in the capital of the Company up to that number of Shares, when multiplied by the issue price, has a value of \$10,000,000 to be used for acquisitions and additional working capital.

The Company has appointed Ord Minnett to undertake the placement on behalf of the company.

It is the intention of the Directors' to complete the placement proposed in this resolution at an issue price of not less than 90% of the volume weighted average market (closing) price of the Company's ordinary shares calculated over the last fifteen (15) days on which trades of the Company's ordinary shares were recorded on ASX immediately before the date on which the issue price is agreed or the date the issue is made.

If Resolution 4 is approved the Company intends to issue and allot the shares as soon as practicable, and in any event within a period no later than three (3) months from the date of the meeting.

Recommendation

Shareholders are asked to vote in favour of allowing the Company to pursue a placement of Shares in the Company.