



AUTODOM

Autodom Limited

ACN 009 123 782

2008 Annual General Meeting

To be held on **Friday, 28 November 2008**

The Boardroom

aiAutomotive Pty Ltd

Charles Sturt Industrial Estate

20 Cheltenham Parade

Woodville

South Australia

Commencing at 10.00 am CDT

Meeting Documents

Notice of Annual General Meeting, Explanatory Memorandum and Proxy Form

This Notice of Annual General Meeting and Explanatory Memorandum should be read in its entirety.

If shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional advisor without delay.

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NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given of the Annual General Meeting of the shareholders of Autodom Limited ACN 009 123 782 (“**Company**”) to be held on 28 November 2008 in the Boardroom, aiAutomotive Pty Ltd, Charles Sturt Industrial Estate, 20 Cheltenham Parade, Woodville, South Australia at 10.00 am CDT for the purpose of transacting the following business referred to in this Notice of Annual General Meeting.

An Explanatory Memorandum containing information in relation to the following resolutions accompanies this Notice of Annual General Meeting.

AGENDA

ORDINARY BUSINESS

Annual Accounts

To receive and consider the annual financial statements of the Company for the year ended 30 June 2008, consisting of the Income Statement, the Balance Sheet, the Statement of Changes in Equity, the Statements of Cash Flows, the Directors’ Report, the Directors’ Declaration and Auditors’ Report.

RESOLUTION 1 – ADOPTION OF THE REMUNERATION REPORT

To consider, and if thought fit, to pass, with or without amendment, the following non-binding resolution as an **ordinary resolution**:

“That, pursuant to and in accordance with section 250(R)(2) of the Corporations Act and for all other purposes, the shareholders adopt the Remuneration Report as set out in the Annual Report for the financial year ended 30 June 2008.”

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

RESOLUTION 2 – RE-ELECTION OF MR ROBERT MARTIN AS A DIRECTOR

To consider, and if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That Robert Martin, who retires in accordance with clause 13.2 of the Constitution and, being eligible for re-election, be re-elected as a Director.”

RESOLUTION 3 – ELECTION OF MR SCOTT MUTTON AS A DIRECTOR

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That Scott Mutton, who ceases to hold office in accordance with clause 13.5 of the Constitution and, being eligible, offers himself for election, be elected as a Director.”

RESOLUTION 4 – APPOINTMENT OF RSM BIRD CAMERON PARTNERS AS AUDITOR

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, pursuant to and in accordance with section 327B(1) of the Corporations Act and for all other purposes, RSM Bird Cameron Partners, being qualified and having consented to act, be appointed as auditor of the Company effective immediately upon the close of this meeting and that they be paid the usual and proper professional fees as remuneration.”

OTHER BUSINESS

To deal with any other business which may be brought forward in accordance with the Constitution and the Corporations Act.

For the purposes of Resolutions 1 – 4 above, the following definitions apply:

“Annual Report” means the annual report of the Company for the year ended 30 June 2008;

“CDT” means Australian Central Daylight Time;

“Company” means Autodom Limited ACN 009 123 782;

“Constitution” means the Company’s constitution, as amended from time to time;

“Corporations Act” means Corporations Act 2001 (Cth); and

“Directors” means the directors of the Company.

By Order of the Board of Directors



Anthony Dale
Managing Director
Dated: 22 October 2008

PROXIES

- Votes at the annual general meeting may be given personally or by proxy, attorney or representative.

- A shareholder entitled to attend and vote at the above meeting may appoint not more than two proxies to attend and vote at this meeting. The appointment of the proxy may specify the proportion or the number of votes that the proxy may exercise. Where more than one proxy is appointed and the appointment does not specify the proportion or number of the shareholder's votes each proxy may exercise, each proxy may exercise half the votes.

- A proxy may, but need not, be a shareholder of the Company.

- The instrument appointing the proxy must be in writing, executed by the appointor or his attorney duly authorised in writing or, if such appointor is a corporation, either under seal or under hand of an officer or his attorney duly authorised.

- The instrument of proxy (and the power of attorney or other authority, if any, under which it is signed) must be lodged by person, post, courier or facsimile and reach the Registered Office of the Company at least 48 hours prior to the meeting. For the convenience of shareholders a Proxy Form is enclosed. For the purposes of section 1074E(2) of the Corporations Act and regulation 7.11.37 of the Corporations Regulations 2001, the Company determines that shareholders holding ordinary shares at 5.00pm CDT on 26 November 2008 will be entitled to attend and vote at the annual general meeting. A corporation may elect to appoint a representative in accordance with the Corporations Act in which case the Company will require written proof of the representative's appointment which must be lodged with, or presented to the Company before the meeting.

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EXPLANATORY MEMORANDUM

This Explanatory Memorandum is intended to provide shareholders with sufficient information to assess the merits of the Resolutions contained in the accompanying Notice of Annual General Meeting (“**Notice**”) of Autodom Limited ACN 009 123 782 (“**Autodom**” or the “**Company**”).

Certain abbreviations and other defined terms are used throughout this Explanatory Memorandum. Defined terms are generally identifiable by the use of an upper case first letter. Details of the definitions and abbreviations are set out in the Glossary to the Explanatory Memorandum.

The directors of the Company (“**Directors**”) recommend shareholders read this Explanatory Memorandum in full before making any decision in relation to the Resolutions.

RESOLUTION 1 – ADOPTION OF THE REMUNERATION REPORT

Section 298 of the Corporations Act requires that the annual Directors’ Report contain a Remuneration Report prepared in accordance with section 300A of the Corporations Act. This information is contained on pages 8 to 11 of the Company’s Annual Report for the financial year ended 30 June 2008.

By way of summary, the Remuneration Report:

- (a) discusses the Company’s policy and the process for determining the remuneration of its executive officers; and
- (b) sets out remuneration details for each Director named in the Remuneration Report for the financial year ended 30 June 2008.

Section 250R(2) of the Corporations Act requires the Company to put a resolution to its shareholders that the Remuneration Report be adopted. Pursuant to section 250R(3) of the Corporations Act, the vote on this Resolution is advisory only and does not bind the Board or the Company. A reasonable opportunity will be provided for discussion of the Remuneration Report at the meeting.

RESOLUTION 2 – RE-ELECTION OF MR ROBERT MARTIN AS A DIRECTOR

Clause 13.2 of the Constitution provides that one third of the Directors (other than alternate Directors and the Managing Director) must retire at each annual general meeting. The Directors to retire are to be those who have been longest in office since their election or last re-election or, if the Directors have been in office for an equal length of time, by drawing lots (or otherwise by agreement). A Director who retires in accordance with clause 13.2 of the Constitution is eligible for re-election. Pursuant to clause 13.2 of the Constitution, Mr Robert Martin, being a Director, retires by way of rotation and, being eligible, offers himself for re-election as a Director.

Mr Martin (64) has over 40 years business experience in Western Australia in the management and operations of airline, mining and other commercial undertakings. He has extensive knowledge of the West Australian investment community.

Mr Martin is a member of the Company’s remuneration and audit committees.

RESOLUTION 3 – ELECTION OF MR SCOTT MUTTON AS A DIRECTOR

Resolution 3 seeks shareholder approval for the election of Mr Scott Mutton as a Director with effect from the end of the meeting. Mr Mutton (42) was appointed to the Board in September 2008.

Clause 13.5 of the Constitution provides that the Directors may at any time appoint a person to be a Director (but not as an alternate Director), either to fill a casual vacancy or as an addition to the existing Directors, but so that the total number of Directors does not at any time exceed the maximum number specified by the Constitution. Any Director so appointed holds office only until the next following annual general meeting and is then eligible for re-election but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Mr Mutton retires from office in accordance with the requirements of clause 13.5 of the Constitution and submits himself for re-election in accordance with clause 13.5 of the Constitution.

Mr Mutton brings broad manufacturing experience from previously held positions in the steelmaking, foundry, machine manufacture and automotive component supply industries. He formerly worked at senior management level within the Nylex Group before leading a management buyout of one of their businesses, Henderson Components Pty Ltd ("Henderson Components"), a long established and well regarded manufacturer of pressed and welded assemblies for the automotive and whitegoods industries. Henderson Components was acquired by Autodom from Mt Mutton in August 2006.

Mr Mutton retains the following contracts with Autodom following its acquisition of Henderson Components:

- Equipment Rental Agreement (until October 2011);
- Consulting Agreement (until March 2009); and
- Payment for credits earned by Henderson Components under the Federal Government's Automotive Competitiveness and Investment Scheme (ACIS) (until June 2009).

Mr Mutton is a member of the Company's remuneration and audit committees.

RESOLUTION 4 – APPOINTMENT OF RSM BIRD CAMERON PARTNERS AS AUDITOR

Resolution 4 seeks shareholder approval for the appointment of *RSM Bird Cameron Partners* as auditor with effect from the end of the meeting.

Grant Thornton (WA) Partnership, the Company's previous auditors, have applied to ASIC for consent to resign its appointment, effective from the conclusion of this meeting. Grant Thornton (WA) Partnership submits its resignation due to a potential conflict of interest arising from the recent merger of the Grant Thornton network with William Buck Melbourne. William Buck Melbourne had previously acted for the Company in due diligence reviews of potential acquisitions and assisted the Company with claims under the Federal Government's ACIS programme. As a result of a potential conflict of interest the Board has accepted the intention to resign of Grant Thornton (WA) Partnership as auditor.

It is proposed to appoint RSM Bird Cameron Partners as auditor of the Company. The nomination to the appointment of RSM Bird Cameron Partners as auditor of the Company has been properly received from Temorex Pty Ltd in accordance with section 328B of the Corporations Act and a copy is attached as Annexure A to this Explanatory Memorandum. RSM Bird Cameron Partners has consented to act as auditor of the Company if this resolution is passed and subject to Grant Thornton receiving the consent of ASIC to its resignation.

If approval is received from shareholders and ASIC, RSM Bird Cameron Partners will commence as auditor of the Company on the date and from the conclusion of this meeting.

All of the Directors recommend that RSM Bird Cameron Partners be appointed as auditor of the Company.

GLOSSARY

The following terms have the following meanings in this Explanatory Memorandum:

"**ASIC**" means Australian Securities and Investments Commission;

"**Annual Report**" means the annual report of the Company for the year ended 30 June 2008;

"**Board**" means the board of Directors;

"**CDT**" means Australian Central Daylight Time;

"**Company**" means Autodom Limited ACN 009 123 782;

"**Constitution**" means the constitution of the Company;

"**Corporations Act**" means the Corporations Act 2001 (Cth);

"**Director**" means a director of the Company;

"**Notice**" means the notice of annual general meeting accompanying this Explanatory Memorandum; and

"**Resolution**" means a resolution the subject of the Notice.

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TEMOREX PTY LTD

ANNEXURE A

Nomination from a shareholder for the appointment of RSM Bird Cameron Partners as Auditor the subject of Resolution 4

20 October 2008

The Company Secretary
Autodom Limited
Suite 4
8 Alvan St
Henry James Building
Subiaco, W.A 6008

Dear Sir

NOMINATION OF RSM BIRD CAMERON PARTNERS AS AUDITOR OF AUTODOM LIMITED

We, Temorex Pty Ltd, being a shareholder of Autodom Limited ("**Company**"), hereby nominate *RSM Bird Cameron Partners* of 8 St Georges Terrace, Perth, WA, 6000 for appointment as auditor of the Company at its 2008 Annual General Meeting.

We consent to the distribution of a copy of this notice of nomination as an annexure to the Notice of Annual General Meeting and Explanatory Memorandum for the 2008 Annual General Meeting of the Company as required by section 328B(3) of the Corporations Act 2001.

Yours faithfully,



Robert Martin
Director

Temorex Pty Ltd
A.C.N. 061 621 896
Suite 4, Henry James Building, 8 Alvan Street, Subiaco, Western Australia. 6008.
P.O. Box 330, West Perth, Western Australia. 6872.
Phone: (08) 9381 8888 Fax: (08) 9381 9888

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

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 all enquiries call:

(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Proxy Form

 **For your vote to be effective it must be received by 10.00am (CDT) Wednesday 26 November 2008**

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.

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.computershare.com.

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 →



View the annual report or update your securityholding, 24 hours a day, 7 days a week:

www.investorcentre.com

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

www.autodom.com.au/

Your secure access information is:

SRN/HIN: I9999999999



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

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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.



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 Autodom 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, as the proxy sees fit) at the Annual General Meeting of Autodom Limited to be held at The Boardroom, aiAutomotive Pty Ltd, Charles Sturt Industrial Estate, 20 Cheltenham Parade, Woodville, South Australia on Friday, 28 November 2008 at 10.00am (CDT) and at any adjournment of that meeting.

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 1 Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2 Re-Election of Mr Robert Martin as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3 Election of Mr Scott Mutton as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4 Appointment of RSM Bird Cameron Partners as Auditor	<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.

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 ____/____/____

A I E

0 5 5 8 3 2 A

Computershare