

ALLOMAK LIMITED
ABN 50 113 883 560

NOTICE OF GENERAL MEETING

TIME: 11.30am (AEDT)
DATE: 23 January 2009
PLACE: Elizabeth Room
Royal Automobile Club
89 Macquarie Street
Sydney NSW 2000

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact Mr David Franks, Joint Company Secretary on (612) 9419 2966.



10 December 2008

Dear Shareholder

NOTICE OF GENERAL MEETING

Allomak Limited (the **Company**) is convening a General Meeting (**Meeting**) of shareholders on 23 January 2009 further to a notice dated 27 November 2008 under Section 249D of the Corporations Act 2001 (Cth). The Meeting has been called by Mr Gloss Pty Ltd as trustee of the Mr Gloss Unit Trust.

The meeting will be held at Elizabeth Room, Royal Automobile Club, 89 Macquarie Street, Sydney NSW 2000 at 11.30am and will consider:

- as individual resolutions, the removal of the current directors; Mr Anthony McLellan, Mr Robert Allan, Hon John Anderson and Mr Chris Sadler
- as individual resolutions, the appointment of two new directors, Mr Ray Malone and Mr Don Easter.

Attached to this letter is a Notice of General Meeting and an Explanatory Memorandum setting out details on each of the resolutions to be proposed at the Meeting. It is strongly recommended that you read the Explanatory Memorandum as it contains statements from both the current board of directors and Mr Gloss Pty Ltd.

If you are unable to attend the Meeting, I encourage you to vote using the Proxy Form, which is also enclosed. If you are able to attend, please bring this letter and package with you to facilitate your entitlement to vote.

The current Board recommends that you vote against all the Resolutions.

It is the intention of the Chairman to vote any undirected proxy votes against all the resolutions.

Thank you for your continued support.

Yours sincerely

A handwritten signature in blue ink, appearing to read "A. Anthony McLellan", with a horizontal line underneath.

A. Anthony McLellan
Chairman
Allomak Limited

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TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

A General Meeting of the Shareholders of Allomak Limited which this Notice of Meeting relates to will be held at 11.30am (AEDT), 23 January 2009 at:

Elizabeth Room
Royal Automobile Club
89 Macquarie Street
Sydney NSW 2000

YOUR VOTE IS IMPORTANT

The business of the General Meeting affects your shareholding and your vote is important.

VOTING IN PERSON

To vote in person, attend the General Meeting on the date and at the place set out above.

VOTING BY PROXY

To vote by proxy, please complete and sign the proxy form enclosed with this Notice of Meeting as soon as possible and:

- (a) deliver the proxy form to Allomak Limited, c/- Registries Limited, Level 7, 207 Kent Street, Sydney NSW 2000 Australia
- (b) send the proxy form to Allomak Limited, c/- Registries Limited, GPO Box 3993, Sydney NSW 2001, Australia; or
- (b) send the proxy form by facsimile to the Company on facsimile number (612) 9279 0664.

so that it is received not later than 11.30am (AEDT), 21 January 2009.

Proxy forms received later than this time will be invalid.

NOTICE OF GENERAL MEETING

Notice is given that a General Meeting of Shareholders of Allomak Limited will be held at Elizabeth Room, Royal Automobile Club, 89 Macquarie Street, Sydney NSW 2000 at 11.30am (AEDT) on 23 January 2009.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the General Meeting. The Explanatory Statement and the proxy form are part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the General Meeting are those who are registered Shareholders of the Company on 21 January 2009 at 7.00pm (AEDT).

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

AGENDA

BUSINESS

RESOLUTION 1– REMOVAL OF MR ANTHONY MCLELLAN AS A DIRECTOR

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

"That Mr Anthony McLellan be removed as a director of Allomak Limited effective as at the close of the meeting."

RESOLUTION 2 – REMOVAL OF MR ROBERT ALLAN AS A DIRECTOR

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

"That Mr Robert Allan be removed as a director of Allomak Limited effective as at the close of the meeting."

RESOLUTION 3 – REMOVAL OF HON. JOHN ANDERSON AS A DIRECTOR

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

"That Hon. John Anderson be removed as a director of Allomak Limited effective as at the close of the meeting."

RESOLUTION 4 – REMOVAL OF MR CHRIS SADLER AS A DIRECTOR

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

"That Mr Chris Sadler be removed as a director of Allomak Limited effective as at the close of the meeting."

RESOLUTION 5 – APPOINTMENT OF MR RAY MALONE AS A DIRECTOR

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

"That Mr Ray Malone be appointed as a director of Allomak Limited, effective as at the close of the meeting."

RESOLUTION 6 – APPOINTMENT OF MR DON EASTER AS A DIRECTOR

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

"That Mr Don Easter be appointed as a director of Allomak Limited, effective as at the close of the meeting."

DATED: 10 December 2008

BY ORDER OF THE BOARD



**ALLOMAK LIMITED
MR DAVID FRANKS
JOINT COMPANY SECRETARY**

Voting Exclusion Note: Where a voting exclusion applies, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the proxy form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders of the Company in connection with the business to be conducted a General Meeting to be held at 11.30am (AEDT), 23 January 2009 at:

Elizabeth Room
Royal Automobile Club
89 Macquarie Street
Sydney NSW 2000

This purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

1 NOTICE UNDER SECTION 249D OF THE CORPORATIONS ACT 2001 (Cth)

Under Section 249D of the Corporations Act 2001 (Cth) members may call, and the Company must hold, a general meeting when requested by:

- members with at least 5% of the votes that may be cast at the general meeting; or
- At least 100 members who are entitled to vote at the general meeting.

A notice dated 27 November 2008 under Section 249D of the Corporations Act 2001 (Cth) ("S249D Notice") was received. The Meeting has been called by Mr Gloss Pty Ltd as trustee of the Mr Gloss Unit Trust who holds more than 5% of the votes that may be cast at the general meeting.

The purpose of the General Meeting is to consider the resolutions proposed by Mr Gloss Pty Ltd under the S249D Notice.

2 STATEMENT ACCOMPANYING SECTION 249D NOTICE DATED 27 NOVEMBER 2008 FROM MR GLOSS PTY LTD

The following statement has been received from Mr Gloss Pty Ltd:

"The parties requisitioning the meeting of shareholders have requested the meeting due to serious concerns about the performance and activities of Allomak Limited.

It is proposed that Ray Malone and Don Easter be appointed to the Board.

Brief summaries of the relevant experience of Mr Malone and Mr Easter are set out below.

If elected, it will be intention of the new board to identify suitably skilled and qualified independent directors to sit on the board. It is intended that when those directors are identified, Mr Malone will step down from the board to concentrate his efforts in his ongoing role as Managing Director of Mr Gloss Holdings Pty Ltd.

Ray Malone

Ray Malone is the founder and General Manager of the Mr Gloss business, the leading prestige car repair business in Victoria.

Ray has over 20 years experience in the automotive repair industry and will bring substantial business skills and industry knowledge to the board of Allomak Limited.

Don Easter

Don Easter is an experienced senior executive and company director who has extensive experience in dealing with turnaround situations and delivering large programs of change in large and small companies. Don has previously held senior executive positions in Westpac Banking Corporation, ABN AMRO Bank (The Netherlands), EDS and has experience as a director and executive in small private companies and also consulting including capital advisory. Don is currently a non-executive director of Peoplebank Ltd (ASX : PBA).

Don holds a B.Sc Computing (UTS) and a Masters of Management (MIT Sloan School Boston) and is a MAICD. Don worked at Allomak Limited as Group Executive Manager April-September 2008. Don is not a party to the S249D notice but is suitably experienced to be nominated as a director."

3 STATEMENT FROM CURRENT BOARD OF DIRECTORS, MR ANTHONY MCLELLAN, MR ROBERT ALLAN, HON JOHN ANDERSON AND MR CHRIS SADLER

On 28 November 2008, as released to the ASX and as presented at the 2008 Annual General Meeting, the current board of Allomak Limited outlined the process currently being implemented to address the economic and Company-specific issues currently being experienced by Allomak Limited.

These processes have included cutting costs where we can and scaling back to reflect the realities of the present market. Two small business units are being closed, and others may consolidate. Unnecessary corporate overhead is being eliminated in order to prepare for continuing weakness in the external environment. No major acquisitions are planned in the short term, as the group consolidates, and concentrates on maximising the returns from its existing business units. Some business units continue to perform well—even above budget. Notwithstanding the setbacks, sales overall are tracking well, although further contracting may occur as the year wears on. Notwithstanding this, the board remains optimistic about the opportunities in the medium term.

The current board is of the opinion that with important discussions and negotiations under way with many stakeholders of the Allomak Limited business operations, it is in the best interests of shareholders to support the present Board.

The Board has outlined to shareholders its planned approach to addressing the issues being experienced, and with the shareholders support, wishes to implement these processes accordingly.

A brief curriculum vitae of each of the current board members is outlined below:

Mr Anthony McLellan - Chairman

Mr McLellan is Chairman of Norton Gold Fields Ltd and, until recently, was Chairman of Bemax Resources Limited. He was also previously a Director of Felix Resources Limited, President and CEO of the predecessor of Barrick Gold, and President of LJ Hooker Corporation in America. Mr McLellan is currently also a Director of The Menzies Research Centre Limited. Mr McLellan is active in social causes, having recently resigned as Chairman of Habitat for Humanity Australia Incorporated; and he remains a Director of Opportunity International Australia Limited.

Mr Robert Allan – Managing Director

Mr Allan is the founder of Allomak Ltd. He has a strong background in management consulting, venture capital, mergers and acquisitions and strategy. Immediately prior to founding Allomak, Mr Allan was a partner in the Silicon Valley based venture capital and venture accelerator firm, EnterVentures. His venture capital experience also included time with The Anvil Group in New York and PoleStar, an early stage investment and advisory firm in Sydney. Prior to starting his career in venture capital, Mr Allan worked with the international management consulting firm, McKinsey and Co., as well as Egon Zehnder International, in both Sydney and Palo Alto, California. Mr Allan serves on the board of a number of not-for-profit organisations including as Chairman of Bright Hope Australia.

Hon John Anderson – Non Executive Director

Mr Anderson is the former Deputy Prime Minister of Australia and former Minister for Transport and Regional Services. Mr Anderson's expertise in the political and regulatory aspects impacting the automotive industry, and his skill and experience in the transport sector are an asset to the Allomak group.

Mr Chris Sadler – Non Executive Director

Mr Sadler has twenty years' experience in investment banking, working in the United States, Europe, and Asia Pacific. He has an extensive track record of leading major mergers & acquisitions and corporate restructurings including equity and debt financings. He is a director of Mitre 10 Australia, Gloucester Coal Limited, Austock Group Limited, Chairman of the Asia Pacific region for the Alpha organisation, Alpha International in London and Alpha boards in China, India, Indonesia, and Japan. Mr Sadler has an MBA from the University of Rochester New York and has studied at the Victoria University of Wellington New Zealand.

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CONSENT TO ACT AS A DIRECTOR AND DECLARATION OF INTEREST

It is noted that a 'Consent to Act as a Director and Declaration of Interest' dated 26 November 2008 have been received from both Mr Ray Malone and Mr Don Easter.

5 CLAUSE 17.8(B) OF THE CONSTITUTION

It is noted that a quorum of directors under the Constitution is currently three directors. Under Clause 17.8(b) of the Constitution, if the number of remaining Directors is not sufficient to constitute a quorum, the remaining Director or Directors may act only for the purpose of increasing the number of Directors to the minimum number required under this Constitution to constitute a quorum or for calling a general meeting, but for no other purpose.

Mr Gloss Pty Ltd has confirmed in Section 2 of the Explanatory Memorandum that if all resolutions are passed and the nominated individuals are elected, it will be the intention of the new board (comprising Mr Malone and Mr Easter) to identify suitably skilled and qualified independent directors to sit on the board. Until there are at least 3 directors on the Board, the Company would not be able to transact any business which either the Corporations Act 2001 or the Constitution requires to be approved or executed at a Board level.

GLOSSARY

General Meeting means the meeting convened by the Notice.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited (ABN 98 008 624 691).

Board means the board of Directors of the Company as constituted from time to time.

Company or **Allomak** means Allomak Limited (ABN 50 113 883 560).

Constitution means the Constitution of the Company.

Corporations Act means the Corporations Act 2001 (Cth).

Directors mean the directors of the Company.

AEDT means Australian Eastern Daylight Time, Sydney, New South Wales.

Explanatory Statement means the explanatory statement accompanying the Notice.

Listing Rules means the Listing Rules of ASX.

Notice means the notice of meeting, which forms part of this Memorandum.

Option or **Options** means an option to acquire a fully paid ordinary share in the capital of the Company.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

S249D Notice means the notice dated 27 November 2008 under Section 249D of the Corporations Act received from by Mr Gloss Pty Ltd as trustee of the Mr Gloss Unit Trust.

Share or **Shares** means a fully paid ordinary share in the capital of the Company.

Shareholder means a holder of a Share.

PROXY FORM

General Meeting 23 January 2009

Appointment of Proxy

If appointing a proxy to attend the General Meeting on your behalf, please complete the form and submit it in accordance with the directions on the reverse of the page.

I/We being a shareholder/shareholders of the Company pursuant to my/our right to appoint not more than two proxies, appoint

☐ The Chairman of the Meeting
(mark with an "X")

OR

Write here the name of the person you are appointing if this person is **someone other than** the Chairman of the Meeting.

or failing him/her

Write here the name of the other person you are appointing.

or failing him/her, (or if no proxy is specified above), the Chairman of the meeting, as my/our proxy to act generally at the meeting and to vote for me/us and on my/our behalf at the Annual General Meeting to be held at **Elizabeth Room, Royal Automobile Club, 89 Macquarie Street, Sydney NSW 2000** on **23 January 2009**, at **11:30 am** and at any adjournment of that meeting.

The Chair intends to vote 100% of all open proxies AGAINST all resolutions noted below

This proxy is to be used in respect of _____ % of the ordinary shares I/we hold.

Voting directions to your proxy – please mark ☒ to indicate your directions

RESOLUTION	For	Against	Abstain*
1. Removal of Mr Anthony McLellan as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Removal of Mr Robert Allan as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Removal of Hon John Anderson as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Removal of Mr Chris Sadler as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Appointment of Mr Ray Malone as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Appointment of Mr Don Easter as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

- If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

PLEASE SIGN HERE

This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Executed in accordance with section 127 of the Corporations Act:

Individual or Shareholder 1

Joint Shareholder 2

Joint Shareholder 3

Sole Director & Sole Company Secretary

Director

Director / Company Secretary

Dated this _____ day of _____ 2008

Contact Name

Contact Business Telephone / Mobile

INSTRUCTIONS FOR COMPLETING PROXY FORM

1. Your pre-printed name and address is as it appears on the share register of the Company. If you are Issuer Sponsored and this information is incorrect, make the correction on the form, sign it and return it to us. Securityholders sponsored by a broker on the CHES subregister should advise their broker of any changes. Please note, you cannot change ownership of your securities using this form.
2. Completion of a proxy form will not prevent individual shareholders from attending the Meeting in person if they wish. Where a shareholder completes and lodges a valid proxy form and attends the Meeting in person, then the proxy's authority to speak and vote for that shareholder is suspended while the shareholder is present at the Meeting.
3. A shareholder of the Company entitled to attend and vote is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the shareholder's voting rights. If the shareholder appoints two proxies and the appointment do not specify this proportion, each proxy may exercise half of the votes.
4. A proxy need not be a shareholder of the Company.
5. If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item on a show of hands or on a poll and that your shares are not to be counted in computing the required majority on a poll.
6. If a representative of a company shareholder is to attend the Meeting, a properly executed original (or certified copy) of the appropriate "Certificate of Appointment of Corporate Representative" should be produced for admission to the Meeting. Previously lodged "Certificates of Appointment of Corporate Representative" will be disregarded by the Company.
7. If a representative as Power of Attorney of a shareholder is to attend the meeting, a properly executed original (or originally certified copy) of an appropriate Power of Attorney should be produced for admission to the Meeting. Previously lodged Powers of Attorney will be disregarded by the Company.

8. Signing Instructions

You must sign this form as follows in the spaces provided:

- | | |
|---------------------------|--|
| Individual: | Where the holding is in one name, the holder must sign. |
| Joint Holding: | Where the holding is in more than one name, all of the shareholders should sign. |
| Power of Attorney: | If you are signing under a Power of Attorney, you must lodge an original or certified photocopy of the appropriate Power of Attorney with your completed Proxy Form. |
| 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 indicate the office held by signing in the appropriate place. |

9. Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at the address below not later than 11:30 am on 21 January 2009 (48 hours before the commencement of the meeting). Any Proxy Form received after that time will not be valid for the scheduled meeting.

Hand deliveries

Registries Limited
Level 7
207 Kent Street
Sydney NSW 2000

Postal address:

Registries Limited
GPO Box 3993
Sydney NSW 2001

Fax number:

(02) 9279 0664