



ALLOMAK LIMITED

ABN 50 113 883 560

**TO BE RENAMED
AMA GROUP LIMITED
(Subject to approval)**

NOTICE OF ANNUAL GENERAL MEETING

TIME: 11.00am (AEDT)

DATE: 30th November 2009

PLACE: The Seaview Terrace
The Brighton Savoy
159 the Esplanade
Brighton. Victoria. 3186

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.



26th October 2009

Dear Shareholder

Allomak Limited (the **Company**) is convening the Annual General Meeting (**AGM**) of shareholders on 30th November 2009 and we invite you to attend. The meeting will be held at the Seaview Terrace, at the Brighton Savoy, 159 the Esplanade, Brighton. Victoria. 3186 to commence at 11.00am and will consider:

- The 2009 Annual Report;
- Adoption of the Remuneration Report;
- Re-election of Mr Duncan Fischer and Mr Simon Doyle, who were appointed as additional directors during the year;
- Ratification of past issues of shares under Listing Rule 7.4;
- Approval of the issue of shares to Mr Don Easter, a related party of the Company;
- Re-approval of the Employee Share Option Plan and the Executive Share Option Plan for the purpose of ASX Listing Rule 7.1;
- Appointment of Moore Stephens as Company Auditor; and
- Approval to change the Company name from Allomak Limited to AMA Group Limited.

Attached to this letter is a Notice of the AGM meeting and an Explanatory Memorandum setting out details on each of the resolutions to be proposed at the meeting.

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 Board recommends that you vote in favour of all resolutions.

The Board looks forward to meeting those shareholders who can attend the Annual General Meeting in person. For those who are unable to attend, should you have any queries in relation to the Annual General Meeting or have any other matters you wish to discuss at any other time throughout the upcoming year, please do not hesitate to contact either of the Joint Company Secretaries either by phone or in writing.

Thank you for your continued support.

Yours sincerely

A handwritten signature in black ink, appearing to be "Duncan Fischer".

Duncan Fischer
Chairman

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders of Allomak Limited will be held at the Seaview Terrace, at the Brighton Savoy, 159 the Esplanade, Brighton, Victoria 3186 at 11.00am (AEDT) on 30th November 2009.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual 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 Annual General Meeting are those who are registered Shareholders of the Company on 28 November 2009 at 7.00pm (AEDT).

AVAILABILITY OF 2009 ANNUAL REPORT

Shareholders are reminded that the 2009 Annual Report is only mailed to those shareholders who have elected to receive it in hard copy. The 2009 Annual Report can be viewed on the Company's web site at http://www.allomak.com/Investor-Relations/Financial-Results/Allomak_2009_Annual_Report.pdf

BUSINESS

ADOPTION OF THE ANNUAL FINANCIAL REPORT

To receive the Annual Financial Report, including Directors' declarations and accompanying reports of the Directors and auditors for the financial year ended 30 June 2009.

RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

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

"That, for the purposes of Section 250R(2) of the Corporations Act and for all other purposes, approval is given to the adoption of the Remuneration Report as contained in the Company's financial report for the year ended 30 June 2009."

RESOLUTION 2 – RE-ELECTION OF DIRECTOR, MR DUNCAN FISCHER

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

"That, for all purposes, Mr Duncan Fischer, a director of the Company appointed as an additional director, retires in accordance with clause 15.1(c) of the Constitution and, being eligible, is re-elected as a Director of the Company."

RESOLUTION 3 – RE-ELECTION OF DIRECTOR, MR SIMON DOYLE

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

"That, for all purposes, Mr Simon Doyle, a director of the Company appointed as an additional director, retires in accordance with clause 15.1(c) of the Constitution and, being eligible, is re-elected as a Director of the Company."

RESOLUTION 4 – RATIFICATION OF ISSUE OF SHARES TO THE VENDORS OF AUTOLAC NEWCASTLE

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

"That for the purposes of ASX Listing Rule 7.4, the Shareholders grant subsequent approval for the issue of 139,236 fully paid Shares to Habost Holdings Pty Ltd and to GJ & LA O'Brien Pty Ltd, the vendors of the Autolac Newcastle business, issued on 3 April 2009 at an issue price of \$0.2945 per Share, pursuant to the Share Sale Agreement completed on 26 June 2007."

Voting Exclusion: The Company will disregard any votes cast on this resolution by any person who participated in the issue of the Shares and any of their associates.

RESOLUTION 5 – RATIFICATION OF ISSUE OF SHARES TO CERTAIN EMPLOYEES

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

"That for the purposes of ASX Listing Rule 7.4, the Shareholders grant subsequent approval for the issue of 4,566,013 fully paid ordinary shares to certain employees of the Company, issued pursuant to an employee incentive program on 13 August 2009 for nil consideration."

Voting Exclusion: The Company will disregard any votes cast on this resolution by any person who participated in the issue of the Shares and any of their associates.

RESOLUTION 6 – RATIFICATION OF ISSUE OF SHARES TO SURREY PANELS VENDORS

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

"That for the purposes of ASX Listing Rule 7.4, the Shareholders grant subsequent approval for the issue of 5,031,250 fully paid ordinary shares to Yerrus Holdings Pty Ltd (atf Surrey Panels Pension Fund) issued on 13 August 2009, at an issue price of \$0.04 per Share, in part satisfaction of the Company's obligations under a Settlement and Release Deed dated 30 June 2009 with Surrey PanelCare Pty Ltd and Tamadene Pty Ltd, the vendors of the Surrey Panelcare business."

Voting Exclusion: The Company will disregard any votes cast on this resolution by any person who participated in the issue of the Shares and any of their associates.

RESOLUTION 7 – RATIFICATION OF ISSUE OF SHARES TO ALANCO VENDORS

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

"That for the purposes of ASX Listing Rule 7.4, the Shareholders grant subsequent approval for the issue of 7,678,125 fully paid ordinary shares in the Company to NOWA Pty Ltd atf Golding Property Trust issued on 13 August 2009 at an issue price of \$0.04 per Share, in part satisfaction of the Company's obligations under the Settlement and Release Deed dated 30 June 2009 with OCNALA Pty Ltd, the vendor of the Alanco business."

Voting Exclusion: The Company will disregard any votes cast on this resolution by any person who participated in the issue of the Shares and any of their associates.

RESOLUTION 8 – RATIFICATION OF ISSUE OF SHARES TO KT CABLES VENDORS

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

*"That for the purposes of ASX Listing Rule 7.4, the Shareholders grant subsequent approval for the issue of 3,062,00 fully paid ordinary shares to Lachlan McGillivray and Jocelyn McGillivray (**Vendors**) on 13 August 2009 for an issue price of \$0.04 per Share in part satisfaction of the Company's obligations under the Settlement and Release Deed dated 30 June 2009 with the Vendors."*

Voting Exclusion: The Company will disregard any votes cast on this resolution by any person who participated in the issue of the Shares and any of their associates.

RESOLUTION 9 – ISSUE OF SHARES TO MR DON EASTER

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

"That, for the purposes of ASX Listing Rule 10.11, approval is given for the Company to issue and allot up to 5,000,000 Shares at an issue price of \$0.04 to Donald Easter (or his nominee) on the terms set out in the Explanatory Statement."

Voting Exclusion: The Company will disregard any votes cast on this resolution by Mr Easter and any associate of the Mr Easter.

RESOLUTION 10(a) and (b)– APPROVAL OF COMPANY OPTION PLANS

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

- (a) *"That the Company approve any securities issued under the Company Employee Share Option Plan as an exception to ASX Listing Rule 7.1"; and*
- (b) *"That the Company approve any securities issued under the Company Executive Share Option Plan as an exception to ASX Listing Rule 7.1"*

Voting Exclusion: The Company will disregard any votes cast on this resolution by a director of the entity (other than one who is ineligible to participate in the any employee incentive scheme in relation to the Company) and any of their associates.

RESOLUTION 11 – CHANGE OF AUDITORS

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

"That Moore Stephens Chartered Accountants, having consented in writing, be appointed as the Auditors of the Company."

RESOLUTION 12 – CHANGE OF COMPANY NAME

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

"That, for the purposes of Section 157(1) of the Corporations Act and for all other purposes, the name of the Company be changed to AMA Group Limited."

DATED: 26th October 2009

BY ORDER OF THE BOARD



MR TOM McDONALD
JOINT COMPANY SECRETARY

ALLOMAK LIMITED

Important information for shareholders

1. The business of the General Meeting affects your shareholding and your vote is important.
2. To vote in person, attend the General Meeting on the date and at the place set out above.
3. 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
 - (c) send the proxy form by facsimile to the Company on facsimile number (612) 9279 0664

so that it is received not later than 11.00am (AEDT), 28 November 2009.

Proxy forms received later than this time will be invalid.

4. 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 at the Annual General Meeting to be held at 11.00am (AEDT), 30 November 2009 at:

The Seaview Terrace
The Brighton Savoy
159 the Esplanade
Brighton, Victoria, 3186

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 ADOPTION OF THE ANNUAL FINANCIAL REPORT

In accordance with the Company's Constitution, the business of the meeting will include receipt and consideration of the Company's Financial Report and reports of Directors and Auditors for the year ended 30 June 2009.

In accordance with the Corporations Act 2001, Shareholders will be given a reasonable opportunity at the Annual General Meeting to ask questions and make comments on the Financial Report.

During the discussion of this item, the Company's auditor will be present and will answer qualifying questions.

Written questions for the auditor

If you would like to submit a written question to the Company's auditor, please post your question to the Company Secretary or fax it to (612) 9419 2944. Written questions must relate to the content of the auditor's report to be considered at the Annual General Meeting or the conduct of the audit. A list of qualifying questions will be addressed at the Annual General Meeting.

Please note that all questions must be received at least five business days before the Annual General Meeting; that is by no later than 11.00am on 23 November 2009.

2 RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

The Annual Report of 30 June 2009 contains a Remuneration Report which sets out the remuneration policy of the Company for the Directors and key management personnel. At a listed company's Annual General Meeting, a resolution that the Remuneration Report be adopted must be put to the Shareholders. The vote on this resolution is advisory only and does not bind the Directors or the Company.

RESOLUTION 2 - RE-ELECTION OF DIRECTOR, MR DUNCAN FISCHER

Clause 15.1(c) of the Constitution requires that any director appointed to fill a casual vacancy or as an addition to the Board, holds office under the next Annual General Meeting and is then eligible for re-election.

Mr Fischer will retire at the Annual General Meeting and seeks re-election.

Mr Duncan Fischer – Non-executive Director – Appointed 14th October 2009
FCA, FAICD, Age 61

Mr Fischer has many years professional, business and board experience in Australia and overseas.

He practiced as a Chartered Accountant in Australia from 1977 to 1992, retiring from the profession and joining Tattersall's where he went on to become the Managing Director and Chief Executive Officer, a position he retired from in 2006.

His experience covers all aspects of management, strategy, mergers, new business start-ups and leading a major listing and IPO process and has held a number of board positions. He is a member of the Australia Day Committee (Victoria) and has held a number of committee and not for profit board roles, including Committee for Melbourne and the Arts Angels Council.

RESOLUTION 3 - RE-ELECTION OF DIRECTOR, MR SIMON DOYLE

Clause 15.1(c) of the Constitution requires that any director appointed to fill a casual vacancy or as an addition to the Board, holds office under the next Annual General Meeting and is then eligible for re-election.

Mr Doyle will retire at the Annual General Meeting and seeks re-election.

Mr Simon Doyle – Non-executive Director – Appointed 14th October 2009
Age 54

Mr Doyle has nearly 30 years experience, in Australia and overseas, in commercial law, company executive roles and non-executive director roles with an emphasis on strategic direction, governance and compliance.

Previous executive roles include responsibility for legal functions, compliance, corporate affairs, human resources and company secretarial as well as specific leadership roles in mergers, acquisitions, corporate restructures, due diligence and initial public offering.

Previous non-executive roles include board positions in start ups, mature businesses, businesses in transition and Board member and Chairman in the not for profit sector.

5 **RESOLUTION 4 – RATIFICATION OF ISSUE OF SHARES
TO THE VENDORS OF AUTOLAC NEWCASTLE**

5.1 **Background**

As announced to the market on 3 April 2009, the Company issued 139,236 shares to the vendors of the Autolac Newcastle *business* (**Autolac Newcastle Vendor Placement**) pursuant to a Share Sale Agreement completed on 26 June 2007 (**Autolac Newcastle Share Sale Agreement**). The Autolac Newcastle Vendor Placement was made without shareholder approval under Listing Rule 7.1

5.2 **Purpose of resolution and listing rule 7.1**

ASX Listing Rule 7.1 prohibits a listed entity from issuing or agreeing to issue more than 15% of its issued capital in a 12 month period without shareholder approval (**15% Limit**), unless an exception applies.

Pursuant to ASX Listing Rule 7.4, an issue of securities made without approval is deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1 provided that:

- (a) the issue did not breach the 15% Limit; and
- (b) the company in general meeting subsequently approves the issue.

Shareholder ratification for the issue of the Autolac Newcastle Vendor Placement is now sought pursuant to ASX Listing Rule 7.4 to reinstate the Company's capacity to issue up to 15% of its issued capital, if required, in the next 12 months without shareholder approval.

5.3 **Notice requirements under listing rule 7.5**

It is a requirement of ASX Listing Rule 7.5, that a listed entity seeking subsequent shareholder approval under listing rule 7.4 provides the following information:

- (a) the total number of shares issued was 139,236;
- (b) the price at which the securities were issued was \$0.2945;
- (c) the terms and conditions of the Shares allotted and issued are identical to the Company's existing fully paid ordinary Shares;
- (d) the names of the allottees are GJ & LA O'BRIEN PTY LTD and HABOST HOLDINGS PTY LTD who each received 69,618 shares. The allottees are not related parties of the Company; and
- (e) no funds were raised from the issue as the Autolac Newcastle Vendor Placement was made in satisfaction of the Company's consideration obligations under the Autolac Newcastle Share Sale Agreement.

6 RESOLUTION 5 – RATIFICATION OF ISSUE OF SHARES TO CERTAIN EMPLOYEES

6.1 Background

As announced to the market on 19 August 2009, the Company issued 4,566,013 shares in connection with an employee incentive program (**Employee Incentive Placement**). These shares were not issued under the Company's Employee Share Option Plan or Executive Option Plan.

The Employee Incentive Placement was made without Shareholder approval under ASX Listing Rule 7.1 to various members of management to reward and incentivise key staff.

6.2 Purpose of resolution and ASX Listing Rule 7.1

As stated above, ASX Listing Rule 7.1 prohibits a listed company from issuing or agreeing to issue more than 15% of the issued capital in a 12 month period without shareholder approval (**15% Limit**), unless an exception applies.

Pursuant to ASX Listing Rule 7.4 an issue of securities made without approval is deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1 provided that

- (a) the issue did not breach the 15% Limit; and
- (b) the company in general meeting subsequently approves the issue.

Shareholder ratification for the issue of the Employee Incentive Placement is now being sought pursuant to ASX Listing Rule 7.4 to reinstate the Company's capacity to issue up to 15% of its issued capital, if required, in the next 12 months without shareholder approval.

6.3 ASX listing rule 7.5

It is a requirement of ASX Listing Rule 7.5 that a listed entity seeking subsequent shareholder approval under listing rule 7.4 provides the following information:

- (a) the total number of securities allotted and issued was 4,566,013 Shares;
- (b) the Shares were issued at Nil consideration;
- (c) the terms and conditions of the Shares allotted and issued are identical to the Company's existing fully paid ordinary Shares;
- (d) the allottees of the Shares were to employees as outlined below. The allottees were not related parties or associates of the Company:

Raymond Smith-Roberts	2,739,600
Trevor Long	228,300
Andrew Sibley	228,300
Paul Torrisi	228,300
Amy-Jo Laverty	228,300
David Thomson	228,300
Kevin Aland	228,300
Raman Nair	114,150
Keith Brewer	114,150
Janine McVay	114,150
Aaron Crump	57,082
Tim Ross	57,081
Total	4,566,013

- (e) no funds were raised from the issue as the Employee Incentive Placement as the purpose of the issue was to reward and incentivise key employees.

7 RESOLUTION 6 – RATIFICATION OF ISSUE OF SHARES TO SURREY PANELS VENDORS

7.1 Background

As announced to the market on 19 August 2009, the Company issued 5,031,250 fully paid shares to Yerrus Holdings Pty Ltd atf Surrey Panels Pension Fund, a nominee of a vendor of the Surrey Panelcare business (**Surrey Vendor Placement**) pursuant to a Deed of Settlement and Release dated 30 June 2009 with the vendors of Surrey PanelCare (**Surrey Settlement Deed**). The Surrey Vendor Placement was made without Shareholder approval under Listing Rule 7.1.

The balance of the shares which were required to be issued under the Surrey Settlement Deed was issued with Shareholder approval obtained at the Extraordinary General Meeting of the Company held on 2 October 2009.

7.2 Purpose of resolution and ASX Listing Rules 7.1

As stated above, ASX Listing Rule 7.1 prohibits a listed company from issuing or agreeing to issue more than 15% of the issued capital in a 12 month period without shareholder approval (**15% Limit**), unless an exception applies.

Pursuant to ASX Listing Rule 7.4 an issue of securities made without approval is deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1 provided that:

- (a) the issue did not breach the 15% Limit; and
- (b) the company in general meeting subsequently approves the issue.

Shareholder ratification for the issue of the Surrey Vendor Placement is now being sought pursuant to ASX Listing Rule 7.4 to reinstate the Company's capacity to issue up to 15% of its issued capital, if required, in the next 12 months without shareholder approval.

7.3 ASX Listing Rule 7.5

It is a requirement of ASX Listing Rule 7.5 that a listed entity seeking subsequent shareholder approval under listing rule 7.4 provides the following information:

- (a) the total number of securities allotted and issued was 5,031,250 Shares;
- (b) the Shares were issued at \$0.04
- (c) the terms and conditions of the Shares allotted and issued are identical to the Company's existing fully paid ordinary Shares;
- (d) the allottee of the Shares was Yerrus Holdings Pty Ltd atf Surrey Panels Pension Fund. The allottee is not a related party or associate of the Company; and
- (e) no funds were raised from the issue of the Surrey Share Placement as the allotment was made in part satisfaction of the Company's obligations under the Surrey Settlement Deed.

8 RESOLUTION 7 – RATIFICATION OF ISSUE OF SHARES TO ALANCO VENDORS

8.1 Background

As announced to the market on 19 August 2009, the Company issued 7,678,125 fully paid shares to NOWA Pty Ltd as trustee for the Golding Property Trust, a nominee of the vendor of the Alanco business (**Alanco Vendor Placement**) pursuant to a Deed of Settlement and Release dated 30 June 2009 (**Alanco Settlement Deed**). The Alanco Vendor Placement was made without Shareholder approval under Listing Rule 7.1.

The balance of the shares which were required to be issued under the Alanco Settlement Deed was issued with Shareholder approval obtained at the Extraordinary General Meeting of the Company held on 2 October 2009.

8.2 Purpose of resolution and ASX Listing Rule 7.1

As stated above, ASX Listing Rule 7.1 prohibits a listed company from issuing or agreeing to issue more than 15% of the issued capital in a 12 month period without shareholder approval (**15% Limit**), unless an exception applies.

Pursuant to ASX Listing Rule 7.4 an issue of securities made without approval is deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1 provided that:

- (a) the issue did not breach the 15% Limit; and
- (b) the company in general meeting subsequently approves the issue.

Shareholder ratification for the issue of the Alanco Vendor Placement is now being sought pursuant to ASX Listing Rule 7.4 to reinstate the Company's capacity to issue up to 15% of its issued capital, if required, in the next 12 months without shareholder approval.

8.3 ASX Listing Rule 7.5

It is a requirement of ASX Listing Rule 7.5 that a listed entity seeking subsequent shareholder approval under listing rule 7.4 provides the following information:

- (a) the total number of securities allotted and issued was 7,678,125 Shares;
- (b) the Shares were issued at \$0.04;
- (c) the terms and conditions of the Shares allotted and issued are identical to the Company's existing fully paid ordinary Shares;
- (d) the allottee of the Shares was NOWA Pty Ltd atf Golding Property Trust. The allottee is not a related party or associate of the Company; and
- (e) no funds were raised from the issue of the Surrey Share Placement as the allotment was made in part satisfaction of the Company's obligations under the Alanco Settlement Deed.

9 RESOLUTION 8 – RATIFICATION OF ISSUE OF SHARES TO KT CABLES VENDORS

9.1 Background

As announced to the market on 19 August 2009, the Company issued 3,062,500 fully paid shares to Lachlan Alexander McGillivray and Jocelyn May McGillivray the vendors of KT Cable Accessories Pty Ltd (**KT Cables Vendor Placement**) pursuant to a Deed of Settlement and Release dated 30 June 2009 (**KT Cables Settlement Deed**). The KT Cables Vendor Placement was made without Shareholder approval under Listing Rule 7.1.

The balance of the shares which were required to be issued under the KT Cables Settlement Deed was issued with Shareholder approval obtained at the Extraordinary General Meeting of the Company held on 2 October 2009.

9.2 Purpose of resolution and ASX Listing Rule 7.1

As stated above, ASX Listing Rule 7.1 prohibits a listed company from issuing or agreeing to issue more than 15% of the issued capital in a 12 month period without shareholder approval (**15% Limit**)

Pursuant to ASX Listing Rule 7.4 an issue of securities made without approval is deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1 provided that:

- (a) the issue did not breach the 15% Limit; and
- (b) the company in general meeting subsequently approves the issue.

Shareholder ratification for the issue of the KT Cables Vendor Placement is now being sought pursuant to ASX Listing Rule 7.4 to reinstate the Company's capacity to issue up to 15% of its issued capital, if required, in the next 12 months without shareholder approval.

9.3 ASX Listing Rule 7.5

It is a requirement of ASX Listing Rule 7.5 that a listed entity seeking subsequent shareholder approval under listing rule 7.4 provides the following information:

- (a) 3,062,500 fully paid ordinary Shares were issued;
- (b) the issue price was \$0.04;
- (c) the terms and conditions of the Shares allotted and issued are identical to the Company's existing fully paid ordinary Shares;
- (d) the allottee of the Shares was Jocelyn McGillivray and Lachlan McGillivray; and
- (e) no funds were raised from the issue of the KT Cables Share Placement as the allotment was made in part satisfaction of the Company's obligations under the KT Cables Settlement Deed.

10 RESOLUTION 9 – ISSUE OF SHARES TO MR DON EASTER

10.1 Background

Resolution 9 seeks Shareholder approval for the allotment and issue of up to 5,000,000 Shares to Mr Don Easter or his nominee at an issue price of \$0.04 (**Easter Placement**).

Mr Easter was a non-executive Director of the Company and was instrumental in the recapitalisation program approved by Shareholders at the Extraordinary General Meeting held on 2 October 2009. Mr Easter is a related party of the Company by virtue of the fact that he was a Director of the Company in the past 6 months, having resigned as a director on 14th October 2009.

The Board is satisfied that the issue of Easter Placement satisfies one or more of the exceptions to the requirement that the Company obtain member approval for the giving of a financial benefit to a related party. On this basis, shareholder approval is not required for the purposes of Chapter 2E of the Corporations Act.

10.2 ASX Listing Rule 10.11

ASX Listing Rule 10.11 requires a listed entity to obtain shareholder approval by ordinary resolution prior to the issue of securities (including a share) to a related party.

The allotment of Shares will not be included in the 15% calculation for the purposes of ASX Listing Rule 7.1, as separate approval under ASX Listing Rule 7.1 is not required in order to allot the Easter Placement.

ASX Listing Rule 10.13 sets out a number of matters which must be included in a notice of meeting proposing an approval under ASX Listing Rule 10.11. The following information is provided to Shareholders for the purposes of Listing Rule 10.13:

- (a) the maximum number of Shares to be allotted is 5,000,000;
- (b) the Shares will be issued no later than one (1) month from the date of approval of the resolutions (or such later date as approved by ASX) and it is anticipated that the Shares will be issued on one date;
- (c) the Shares issued will rank equally in all respects with the Company's existing issued Shares;
- (d) the Shares will be issued at a price of \$0.04; and
- (e) the funds raised will be used to contribute to the general working capital of the Company.

11 **RESOLUTIONS 10 (a) and 10 (b)**
 – COMPANY EXECUTIVE SHARE OPTION PLAN AND EXECUTIVE OPTION PLAN

11.1 **Background**

As stated above, ASX Listing Rule 7.1 prohibits a listed company from issuing or agreeing to issue more than 15% of the issued capital in a 12 month period without shareholder approval (**15% Limit**), unless an exception applies

ASX Listing Rule 7.2 exception 9(b) excludes from the 15% Limit, issues made under an employee incentive scheme if, within 3 years before the date of the issue, holders of ordinary securities have approved the issue of the securities under the employee incentive scheme as an exception to ASX Listing Rule 7.1.

The terms of the Company's Employee Share Option Plan and Executive Share Option Plan were set out in the Company's initial public offering prospectus dated August 2006. Accordingly, shareholder approval is required in order that further issues made under the EOPS can continue to be issued as an exception to ASX Listing Rule 7.1. To the extent options are issued to Directors under either Plan, approval under ASX Listing Rule 10.14 is required.

11.2 **Notice requirements for ASX Listing Rule 7.2 exception 9**

It is a requirement of ASX Listing Rule 7.2 exception 9 that the notice of meeting proposing to seek shareholder approval under this Listing Rule contain the following information:

In respect of the Company's **Employee Share Option Plan**:

- (a) summary of the terms of the **Employee Share Option Plan**, which have not changed since their original adoption at the time of the initial public offering:
 - (i) *Eligibility*
 - The Board may issue options under the plan to any employee of the company and its subsidiaries, including directors.
 - (ii) *General terms of the Options*
 - Options will be issued free of charge, unless the Board determines otherwise;
 - Each option is to subscribe for one share ranking equally with other shares
 - The options are not transferrable;
 - The Company will apply to the ASX for official quotation of Shares issued on the exercise of options;
 - Options may be granted subject to conditions specified by the board which must be satisfied before the option can be exercised.
 - (iii) *Exercise of Options*
 - Options are exercisable during the exercise period as determined by the Board at the time of issue;
 - Options lapse upon termination of the employee's employment by the Company, other than vested options (being options in respect of which the Exercise Conditions have been met) which shall lapse within 3 months of the employee ceasing employment.

(iv) *Exercise Price*

- The exercise price per share for an option will be the amount determined by the Board at the time of the grant of the option.

(v) *New Issues of Securities*

- The Option holder will not be entitled to participate in any new issue of securities in the Company unless they exercise their options prior to the record date for the determination of entitlements to the new issue.

(vi) *Bonus issues*

- If the Company makes a bonus issue of securities to ordinary shareholders, each unexercised option will, on exercise, entitle its holder to receive the bonus securities as if the option has been exercised before the record date for the bonus issue.

(vii) *Rights Issues*

- If the Company makes a pro-rata rights issue of shares for cash to its ordinary shareholders, the exercise price of unexercised options is adjusted to reflect the diluting effect of the issue in accordance with ASX Listing Rule 6.22.2

(viii) *Capital Re-organisation*

- If there is any reorganization of the capital of the Company, the number of options and their exercise price will be adjusted in accordance with the Listing Rules.

(ix) *Limit on Number of Options*

- The maximum number of options on issue under the Plan must not at any time exceed 5% of the total number of shares on issue at that time.

- (b) the number of securities issued (and remaining) under the Employee Share Option Plan is 92,000.

In respect of the Company's **Executive Share Option Plan**:

- (a) summary of the terms of the **Executive Share Option Plan**, which have not changed since their original adoption at the time of the initial public offering:

(i) *Eligibility*

- The Board may issue options under the plan to any employee of the company and its subsidiaries, including directors.

(ii) *General Terms of the Options*

- Options will be issued free of charge, unless the Board determines otherwise;
- Each option is to subscribe for one share will rank equally with other shares;
- The options are not transferrable;
- The Company will apply to the ASX for official quotation of Shares issued on the exercise of options;
- Options may be granted subject to conditions specified by the board which must be satisfied before the option can be exercised.

(iii) *Exercise of Options*

- Options are exercisable during the exercise period as determined by the Board at the time of issue ;
- Options lapse upon termination of the employee's employment by the Company, other than vested options (being options in respect of which the Exercise Conditions have been met) which shall lapse within 6 months of the employee ceasing employment.

(iv) *Exercise Price*

- The exercise price per share for an option will be the amount determined by the Board at the time of the grant of the option.

(v) *New Issues of Securities*

- The Option holder will not be entitled to participate in any new issue of securities in the Company unless they exercise their options prior to the record date for the determination of entitlements to the new issue.

(vi) *Bonus issues*

- If the Company makes a bonus issue of securities to ordinary shareholders, each unexercised option will, on exercise, entitle its holder to receive the bonus securities as if the option has been exercised before the record date for the bonus issue.

(vii) *Rights Issues*

- If the Company makes a pro-rata rights issue of shares for cash to its ordinary shareholders, the exercise price of unexercised options is adjusted to reflect the diluting effect of the issue in accordance with ASX Listing Rule 6.22.2

(viii) *Capital Re-organisations*

- If there is any reorganization of the capital of the Company, the number of options and their exercise price will be adjusted in accordance with the Listing Rules.

- (b) the number of securities issued (and remaining) under the Executive Share Option Plan is 75,000.

12 **RESOLUTION 11 – CHANGE OF AUDITORS**

General

PKF, the Company's current auditor, has resigned with effect from the AGM. ASIC has approved the resignation of PKF.

Having sought interest from various accounting firms to provide cost effective auditing services to the Company, the Directors recommend Moore Stephens Chartered Accountants be appointed as Auditor. Moore Stephens Chartered Accountants has consented in writing to the appointment as the Company's Auditor and as at the date of this notice, Moore Stephens has not withdrawn such consent.

A copy of the nomination of Moore Stephens Chartered Accountants as auditors is annexed.

13 **RESOLUTION 12 – CHANGE OF COMPANY NAME**

General

Allomak Limited is the holding company for a group of companies which, whilst unrelated in their individual business product platforms, all operate within the Aftersales Market for Automobiles. It is noted that the Company is listed on the ASX with the code of AMA.

The synergies of the group and the future growth potential will all derive from within the Aftersales Market for Automobiles.

The company's headline is Automobile After-care & Accessory - We keep your motor running.

Having recently restructured the business operations, changed management and recapitalised the debt structure of the Company, the Directors believe that the time is right for a new look. A new corporate name and image will reconfirm the new starting point for the company going forward.

The new name proposed to be adopted under Resolution 12 is 'AMA Group Limited' in line with the company's ASX code and the core synergies which are evolving from the Aftersales Market for Automobiles.

21st October 2009

The Directors
Allomak Limited
Level 5
1 Castlereagh Street
Sydney NSW 2000

Dear Sirs

Nomination of Moore Stephens as Auditor

Pursuant to section 328(1) of the *Corporations Act 2001 (Cth)*, I, Thomas McDonald being a shareholder of Allomak Limited ABN 50 113 883 560, hereby nominate Moore Stephens of 607 Bourke Street, Melbourne, Victoria for appointment as auditor of the company at the next annual general meeting of the company to be held on 30 November 2009.

Subject to ASIC consent, the office of auditor will become vacant by virtue of the resignation of PKF of 1 Margaret Street, Sydney from that position.

Please distribute copies of this notice as required by section 328(3) of the *Corporations Act 2001 (Cth)*.

Yours Faithfully



Thomas McDonald

22 October 2009

The Directors
Allomak Limited
Level 5
1 Castlereagh Street
SYDNEY NSW 2000

Dear Sirs

In accordance with Section 328A of the Corporations Act 2001, we hereby consent to act as auditor of Allomak Limited following appointment at the next AGM subject to ASIC granting consent. This consent is to remain in force until cancelled by us in writing.

Yours faithfully



Grant Sincock
Partner
MOORE STEPHENS

Moore Stephens ABN 39 533 589 331
Level 14, 607 Bourke Street, Melbourne VIC 3000
Telephone: +61 3 9614 4444 Facsimile: +61 3 9614 6039
Email: melbourne@moorestephens.com.au Web: www.moorestephens.com.au

Liability limited by a scheme approved under Professional Standards Legislation
An independent member of Moore Stephens International Limited - members in principal cities throughout the world
The Melbourne Moore Stephens firm is not a partner or agent of any other Moore Stephens firm and is a separate partnership in Victoria

PROXY FORM

Annual General Meeting 30 November 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 **The Seaview Terrace, The Brighton Savoy, 159 The Esplanade, Brighton VIC 3186** on **30 November 2009**, at **11:00 am** and at any adjournment of that meeting.

The Chair intends to vote 100% of all open proxies IN FAVOUR OF all resolutions noted below

IF THE CHAIRMAN IS TO BE YOUR PROXY IN RELATION TO RESOLUTIONS 1 TO 12 YOU MUST EITHER MARK THE BOXES DIRECTING YOUR PROXY HOW TO VOTE OR MARK THE BOX INDICATING THAT YOU DO NOT WISH TO DIRECT YOUR PROXY HOW TO VOTE, OTHERWISE THIS APPOINTMENT OF PROXY IN RELATION TO RESOLUTIONS 1 TO 12 WILL BE DISREGARDED.

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. Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Re-election of Director, Mr Duncan Fischer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Re-election of Director, Mr Simon Doyle	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Ratification of Issue of Shares to the vendors of Autolac Newcastle	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Ratification of Issue of Shares to certain Employees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. Ratification of Issue of Shares to Surrey Panels Vendors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. Ratification of Issue of Shares to Alanco Vendors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. Ratification of Issue of Shares to KT Cables Vendors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. Issue of Shares to Mr Don Easter	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10 (a) Approval of Company Employee Share Option Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10 (b) Approval of Company Executive Share Option Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. Change of Auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. Change of Company Name	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

OR

In relation to these Resolutions, if the Chair of the Meeting is appointed as your proxy, or may be appointed by default and you do **not** wish to direct your proxy how to vote as your proxy in respect of these Resolutions, please place a mark in this box ☐

By marking this box, you acknowledge that the Chair of the Meeting may exercise your proxy even if he has an interest in the outcome of the resolutions and votes cast by the Chair of the Meeting for those resolutions other than as proxy holder will be disregarded because of that interest.

If you do not mark this box, and you have not directed your proxy how to vote, the Chair of the Meeting will not cast your votes on these Resolutions and your votes will not be counted in computing the required majority if a poll is called on these Resolutions. The Chairman intends to vote in favour of these Resolutions. 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 CHESS 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 11:00 am on 28 November 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) 9290 9655