

For personal use only



ONTERRAN LIMITED (Formerly known as Nomad Building Solutions Limited)
ACN 117 371 418

NOTICE OF
ANNUAL GENERAL MEETING
AND EXPLANATORY STATEMENT

**ANNUAL GENERAL MEETING
TO BE HELD AT**

The Christie Corporate Centre
Oxley Room
Level 1/320 Adelaide Street
Brisbane QLD 4000

on **Tuesday, 29 November 2016**
commencing at 11.00am (AEST)

IMPORTANT DATES

SNAPSHOT DATE FOR ELIGIBILITY TO VOTE
11.00am AEST, Friday 25 November 2016

LAST DAY FOR RECEIPT OF PROXY FORMS
11.00am AEST, Sunday 27 November 2016

ANNUAL GENERAL MEETING
11.00am AEST, Tuesday 29 November 2016

The Notice of Annual General Meeting, Explanatory Statement and Proxy Form should be read in their entirety.
If you are in doubt as to how you should vote, you should seek advice from your accountant, solicitor or other professional adviser prior to voting.

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Onterran Limited ACN 117 371 418 (Company) will be held at The Christie Corporate Centre, Oxley Room, Level 1/320 Adelaide Street, Brisbane, Queensland 4000, on Tuesday, 29 November 2016, commencing at 11.00am AEST.

AGENDA

FINANCIAL STATEMENTS AND REPORT

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2016 together with the directors' report and the auditor's report.

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, the Remuneration Report contained in the Company's annual financial report for the year ended 2016 be adopted by the Company.

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

VOTING EXCLUSION

The Company will disregard any votes cast on Resolution 1 by or on behalf of a member of the Key Management Personnel whose remuneration is detailed in the Remuneration Report and a closely related party (which includes spouse, child, dependent, other family members and any controlled company) of such a member, however, the Company need not disregard a vote on Resolution 1 if it is cast by the person as a proxy for a person who is entitled to vote, in accordance with a direction of how to vote on the Proxy Form, or the Chairman of the Meeting as proxy for a person who is entitled to vote, in accordance with an express authorisation on the Proxy Form.

RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MS HEATHER GARDNER

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

That for the purposes of rule 5.1 of the Constitution and for all other purposes, Ms Heather Gardner, being a Director of the Company who retires by rotation, and being eligible offers herself for re-election, be re-elected as a Director of the Company.

VOTING EXCLUSION

The Company will disregard any votes cast on Resolution 2 by Heather Gardner and any of her associates. However, the Company need not disregard a vote on Resolution 2 if it is cast by the person as a proxy for a person who is entitled to vote, in accordance with a direction of how to vote on the Proxy Form, or the Chairman of the Meeting as proxy for a person who is entitled to vote, in accordance with an express authorisation on the Proxy Form.

GENERAL BUSINESS

To transact any business that may be properly brought before the meeting.

For further information, please refer to the Explanatory Memorandum which forms part of this Notice of Meeting.

By order of the Board



Mr Oliver Schweizer
Company Secretary

28 October 2016

PROXY APPOINTMENT AND VOTING INSTRUCTIONS



PROXY FORM

The Proxy Form (and any power of attorney or other authority, if any, under which it is signed) or a copy or facsimile which appears on its face to be an authentic copy of the proxy form (and the power of attorney or other authority) must be lodged no later than 11.00am AEST on 27 November 2016. Proxy Forms must be lodged with Link Market Services Limited:

By hand: 1A Homebush Bay Drive,
Rhodes NSW 2138; or

Level 12, 680 George Street,
Sydney, NSW, 2000

By mail: Locked Bag A14,
Sydney South, NSW, 1235, Australia

By fax: +61 2 9287 0309

Online: www.linkmarketservices.com.au

Any Proxy Form received after that time will not be valid for the scheduled Meeting.

APPOINTMENT OF A PROXY

Shareholders are advised that:

- Each Shareholder that is entitled to attend and vote at the Meeting is entitled to appoint a proxy.
- The proxy need not be a shareholder of the Company.
- A Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

Please write the name of the person you wish to appoint as your proxy in the Proxy Form. If you leave this section blank, or your named proxy does not attend the Meeting, the Chairman will be your proxy.

If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning Link Market Services Limited on +61 1300 554 474 or you may photocopy the Proxy Form.

To appoint a second proxy you must state on each Proxy Form (in the appropriate box) the percentage of your voting rights which are the subject of the relevant proxy. If both Proxy Forms do not specify that percentage, each proxy may exercise half your votes. Fractions of votes will be disregarded.

CORPORATE SHAREHOLDERS

Corporate Shareholders should comply with the execution requirements set out on the Proxy Form or otherwise with the provisions of section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:

- two directors of the company;
- a director and a company secretary of the company; or
- for a proprietary company that has a sole director who is also the sole company secretary – that director.

CORPORATE REPRESENTATIVES

A corporation may elect to appoint an individual to act as its representative in accordance with section 250D of the Corporations Act, in which case the Company will require a certificate of appointment of the corporate representative executed in accordance with the Corporations Act. The certificate of appointment must be lodged with the Company and/or the Company's share registry, Link Market Services Limited, before the Meeting or at the registration desk on the day of the Meeting.

VOTES ON RESOLUTIONS

You may direct your proxy how to vote by marking For, Against or Abstain for each Resolution. All your shareholding will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on the Resolutions by inserting the percentage or number of Shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the Resolutions, your proxy may vote as he or she chooses. If you mark more than one box on a Resolution your vote on will be invalid on that Resolution.

For personal use only

PROXY APPOINTMENT AND VOTING INSTRUCTIONS

CONTINUED

VOTING RESTRICTIONS THAT MAY AFFECT YOUR PROXY APPOINTMENT – REMUNERATION RESOLUTION

Members of the Key Management Personnel (except for the Chairman) and their closely related parties are not able to vote your proxy on Resolution 1 (Adoption of Remuneration Report) unless you have directed them how to vote. This exclusion does not apply if the person is the Chairman and their appointment as proxy expressly authorises them to vote on matters of Key Management Personnel remuneration. Please refer to section 2 of the Explanatory Statement for more information about the voting exclusions that apply to Resolution 1.

If you intend to appoint the Chairman, a Director or any other member of Key Management Personnel or any of their closely related parties as your proxy, you are encouraged to direct them how to vote on Resolution 1.

HOW THE CHAIRMAN WILL VOTE UNDIRECTED PROXIES

At the date of this Notice of Meeting, the Chairman intends to vote all undirected proxies FOR each of the Resolutions. In exceptional cases the Chairman's intentions may change subsequently and in this event, the Company will make an announcement to the market.

The Proxy Form expressly authorises the Chairman to exercise undirected proxies in his/her discretion in relation to all Resolutions including Resolution 1 (Adoption of Remuneration Report) even though this Resolution is connected directly or indirectly with the remuneration of a member of Key Management Personnel.

VOTING ELIGIBILITY – SNAPSHOT DATE

The Directors have determined that the persons eligible to attend and vote at the Annual General Meeting are those persons who are registered Shareholders at 11.00am AEST on 25 November 2016. Transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

DEFINED TERMS

Capitalised terms used in the Notice and the Explanatory Statement are defined in the Glossary.

QUESTIONS FROM SHAREHOLDERS

At the Meeting the Chairman will allow a reasonable opportunity for Shareholders to ask questions or make comments on the management of the Company and the Remuneration Report.

Liam Murphy, a Partner of PKF Hacketts Audit, as the auditor responsible for preparing the auditor's report for the year ended 2016 (or his representative) will attend the Meeting. The Chairman will also allow a reasonable opportunity for Shareholders to ask the auditor questions about:

- the conduct of the audit;
- the preparation and content of the auditor's report;
- the accounting policies adopted by the Company in relation to the preparation of financial statements; and
- the independence of the auditor in relation to the conduct of the audit.

In addition to asking questions at the Meeting, written questions to the Board about the management of the Company or the Remuneration Report, or to the Company's auditor about the content of the auditor's report or the conduct of the audit, may be submitted by no later than 11.00am AEST on Friday, 25 November 2016:

By hand: Level 1, 201 Leichhardt Street,
Spring Hill, QLD 4000

By mail: PO Box 150,
Spring Hill, QLD 4004

By email: shareholders@onterran.com

Copies of written questions will be available at the Meeting.

EXPLANATORY STATEMENT



This Explanatory Statement has been prepared to provide information to Shareholders about the business to be conducted at the Meeting.

This Explanatory Statement should be read in conjunction with the Notice of Annual General Meeting. Capitalised terms in this Explanatory Statement are defined in the Glossary.

1. ANNUAL FINANCIAL REPORT

The Directors' report, auditor's report and the financial statements of the Company for the year ended 30 June 2016 will be tabled at the Meeting.

There is no requirement for Shareholders to approve these reports. However, the Chairman will allow a reasonable opportunity for Shareholders to ask questions about, or make comments on, the reports and the management of the Company.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

The Remuneration Report of the Company for the financial year ended 30 June 2016 is set out in the Company's Annual Report which is available at www.onterran.com. The Remuneration Report sets out the remuneration arrangements for Directors and Key Management Personnel of the Company. The Chairman will allow a reasonable opportunity for Shareholders to ask questions about, or make comments on, the Remuneration Report.

Shareholders will be asked to vote for the adoption of the Remuneration Report at the Meeting. The vote on this Resolution is advisory only and does not bind the Directors or the Company. The Board will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the Meeting when reviewing the Company's remuneration policies.

In accordance with Division 9 of Part2G.2 of the Corporations Act, if 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive Annual General Meetings, Shareholders will be required to vote at the second of those Annual General Meetings on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's directors (other than the Managing Director) must go up for re-election.

It is noted that at the Company's 2015 annual general meeting the votes cast against the remuneration report was less than 25% of the total votes cast and accordingly, a spill resolution will not under any circumstances be required for the Annual General Meeting.

The Company encourages all Shareholders to cast their votes on Resolution 1 (Adoption of Remuneration Report).

DIRECTORS' RECOMMENDATION

The Directors unanimously recommend that Shareholders vote **FOR** Resolution 1.

VOTING EXCLUSIONS

The Company will disregard any votes cast on Resolution 1 by or on behalf of members of Key Management Personnel whose remuneration details are included in the Remuneration Report and any closely related parties of those persons.

Key Management Personnel of the Company are the Directors and those other persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. The Remuneration Report identifies the Company's Key Management Personnel for the financial year ended 30 June 2016. Their closely related parties are defined by the Corporations Act and include certain of their family members, dependants and companies they control.

If you appoint a member of the Key Management Personnel (other than the Chairman) whose remuneration details are included in the Remuneration Report, or a closely related party of such a person as your proxy, then you must direct your proxy how to vote on this Resolution. Undirected proxies held by these persons will be disregarded.

If the Chairman is appointed as your proxy, and you do not direct your proxies, the Chairman will be able to vote your undirected proxies on Resolution 1. This is because the Proxy Form expressly authorises the Chairman to exercise undirected proxies on Resolution 1 even though it is connected directly or indirectly with the remuneration of Key Management Personnel. The Chairman intends to vote all undirected proxies for Resolution 1.

EXPLANATORY STATEMENT

CONTINUED

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR – MS HEATHER GARDNER

In accordance with rule 5.1 of the Constitution, Ms Heather Gardner retires by rotation at this Meeting and, being eligible, offers herself for re-election.

Ms Gardner was first appointed to the Company's Board on 10 November 2014. Heather holds a Master's in Business Administration from James Cook University Brisbane and is a member of the Australian Institute of Company Directors, Fellow of the International Institute of Directors and Managers and a Certified CEO. Heather has over 30 years' experience in commercial and residential construction and development throughout Australia.

DIRECTORS' RECOMMENDATION

The Directors (other than Ms Gardner) unanimously recommend that Shareholders vote **FOR** Resolution 2.

A voting exclusion statement is set out in the Notice of Meeting.

For personal use only

GLOSSARY OF TERMS



In the Notice and Explanatory Statement, the following terms have the following meaning unless the context otherwise requires:

Annual General Meeting or Meeting

The Annual General Meeting of Shareholders of the Company or any adjournment thereof, convened by the Notice.

ASX

ASX Limited ACN 008 624 691.

Board

Board of Directors of the Company.

Business Day

Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

Chairman

The chairman of the Meeting.

Company or Onterran

Onterran Limited ACN 117 371 418.

Constitution

The Company's constitution.

Corporations Act

Corporations Act 2001 (Cth).

Director

A Director of the Company.

Explanatory Statement

This explanatory statement which accompanies and forms part of the Notice of Annual General Meeting.

Key Management Personnel

Those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any Director (whether executive or otherwise) of the Company.

Listing Rules

The listing rules of ASX, as amended from time to time.

Managing Director

The managing director of the Company.

Notice or Notice of Annual General Meeting

The notice of Annual General Meeting which accompanies the Explanatory Statement.

Proxy Form

The proxy form accompanying the Notice.

Remuneration Report

The remuneration report contained in the Directors' report for the year ended 30 June 2016.

Resolution

A resolution set out in the Notice.

Share

A fully paid ordinary share in the Company.

Shareholder

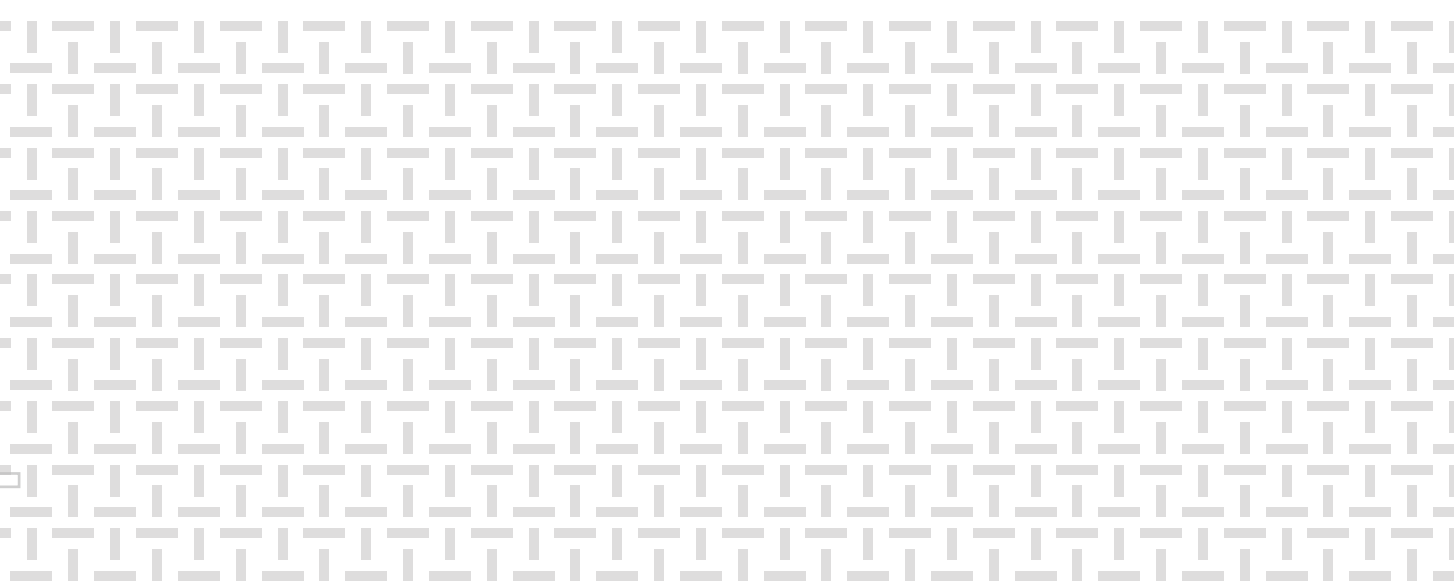
A registered holder of a Share.

AEST

Australian Eastern Standard Time, being the time in Brisbane, Queensland.

For personal use only

For personal use only



SUITE 1A/201 LEICHHARDT ST, SPRING HILL QLD 4000
PO BOX 150, SPRING HILL QLD 4004
T 07 3668 0600 E info@onterran.com
W www.onterran.com

ONTERRAN

PARTNER | BUILD | PERFORM


ABN 52 117 371 418


LODGE YOUR VOTE

 **ONLINE**
www.linkmarketservices.com.au

 **BY MAIL**
Onterran Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

 **BY FAX**
+61 2 9287 0309

 **BY HAND**
Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138; or
Level 12, 680 George Street, Sydney NSW 2000

 **ALL ENQUIRIES TO**
Telephone: +61 1300 554 474



X99999999999

PROXY FORM

I/We being a member(s) of Onterran Limited and entitled to attend and vote hereby appoint:

APPOINT A PROXY

the Chairman of the Meeting (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **11:00am on Tuesday, 29 November 2016 at The Christie Corporate Centre, Oxley Room, Level 1/320 Adelaide Street, Brisbane, QLD 4000** (the **Meeting**) and at any postponement or adjournment of the Meeting.

Important for Resolution 1: If the Chairman of the Meeting is your proxy, either by appointment or by default, and you have not indicated your voting intention below, you expressly authorise the Chairman of the Meeting to exercise the proxy in respect of Resolution 1, even though the Resolution is connected directly or indirectly with the remuneration of a member of the Company's Key Management Personnel (**KMP**).


The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

VOTING DIRECTIONS

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an .

Resolutions

	For	Against	Abstain*
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Director – Ms Heather Gardner	<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.

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

Sole Director and Sole Company Secretary

Director/Company Secretary (Delete one)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

OTR PRX1602C

For personal use only

STEP 1

STEP 2

STEP 3



HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolution is connected directly or indirectly with the remuneration of KMP.

VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

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, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at www.linkmarketservices.com.au.

LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **11:00am on Sunday, 27 November 2016**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



BY MAIL

Onterran Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



BY FAX

+61 2 9287 0309



BY HAND

delivering it to Link Market Services Limited*
1A Homebush Bay Drive
Rhodes NSW 2138
or
Level 12
680 George Street
Sydney NSW 2000

* During business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**