

## Lodge your vote:



**Online:**  
[www.investorvote.com.au](http://www.investorvote.com.au)



**By Mail:**  
Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia

Alternatively you can fax your form to  
(within Australia) 1800 783 447  
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For Intermediary Online subscribers only  
(custodians) [www.intermediaryonline.com](http://www.intermediaryonline.com)

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(within Australia) 1300 850 505  
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## Proxy Form



Vote online or view the annual report, 24 hours a day, 7 days a week:

**[www.investorvote.com.au](http://www.investorvote.com.au)**



**Cast your proxy vote**



**Access the annual report**



**Review and update your securityholding**

**Your secure access information is:**

**Control Number:**

**SRN/HIN:**



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

**For your vote to be effective it must be received by 10:00am Monday 28 November 2011**

### How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

#### Appointment of Proxy

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

### Signing Instructions for Postal Forms

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

### Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the information tab, "Downloadable Forms".

**Comments & Questions:** If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,  
or turn over to complete the form** →

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

# Proxy Form

Please mark  to indicate your directions

## STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Countplus Limited hereby appoint

the Chairman of the meeting **OR**

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of Countplus Limited to be held at Level 19, Gold Fields House, 1 Alfred Street Sydney NSW 2000 on Wednesday, 30 November 2011 at 10:00am and at any adjournment of that meeting.

### Important for Item 2 - If the Chairman of the Meeting is your proxy or is appointed as your proxy by default

By marking this box, you are directing the Chairman of the Meeting to vote in accordance with the Chairman's voting intentions on Item 2 as set out below and in the Notice of Meeting. If you do not mark this box, and you have not directed your proxy how to vote on Item 2, the Chairman of the Meeting will not cast your votes on Item 2 and your votes will not be counted in computing the required majority if a poll is called on this item. If you appoint the Chairman of the Meeting as your proxy you can direct the Chairman how to vote by either marking the boxes in Step 2 below (for example if you wish to vote against or abstain from voting) or by marking this box (in which case the Chairman of the Meeting will vote in favour of Item 2).

The Chairman of the Meeting intends to vote all available proxies in favour of Item 2 of business.

I/We direct the Chairman of the Meeting to vote in accordance with the Chairman's voting intentions on Item 2 (except where I/we have indicated a different voting intention below) and acknowledge that the Chairman of the Meeting may exercise my proxy even though Item 2 is connected directly or indirectly with the remuneration of a member of key management personnel.

## STEP 2 Items of Business

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

### ORDINARY BUSINESS

		For	Against	Abstain
2	To adopt the Remuneration Report for the financial year ended 30 June 2011	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	To re-elect Barry Lambert as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	To re-elect David Smith as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

## SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date / /



Countplus Limited  
ABN 11 126 990 832

## Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of the shareholders of Countplus Limited will be held on Wednesday 30 November 2011 at 10.00 am, at the offices of the Company which are located at:

Level 19  
Gold Fields House  
1 Alfred Street  
Sydney NSW 2000

### Ordinary Business:

#### 1. Financial Statements and Reports

To receive and consider the annual financial report of the Company and its controlled entities and the reports of the Directors and of the auditors for the year ended 30 June 2011.

#### 2. Adoption of Remuneration Report

To consider and, if thought fit, to pass the following resolution, as an ordinary resolution:

“To adopt the Remuneration Report for the financial year ended 30 June 2011 as set out in the Company’s 2011 Annual Report.”

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

#### Voting Prohibition Statement

A vote on Item 2 must not be cast (in any capacity) by or on behalf of any of the following persons:

- (a) A member of the key management personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) A closely related party of such a member.

However, a person described above may cast a vote on Item 2 if:

- (c) The person does so as a proxy appointed by writing that specifies how the proxy is to vote on the proposed resolution; and
- (d) The vote is not cast on behalf of a person described in sub-paragraphs (a) or (b) above.

#### 3. Re-election of Director

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“That **Barry Lambert** who retires by rotation in accordance with the Constitution of the Company and, being eligible, offers himself for re-election is re-elected as a director of the Company.”

#### 4. Re-election of Director

To consider and, if thought fit, to pass the following resolutions as an ordinary resolution:

“That **David Smith** who retires by rotation in accordance with the Constitution of the Company and, being eligible, offers himself for re-election is re-elected as a director of the Company.”

#### Other Business

To transact any other business that may properly be brought forward, in accordance with the Company’s Constitution and the Corporations Act (2001).

#### By order of the Board

**Caress Andrews**  
Company Secretary

## VOTING ENTITLEMENTS

For the purpose of the Corporations Act 2001, the Company has determined that all securities of the company that are quoted securities at **7.00 pm AEDT on Monday, 28 November 2011** will be taken, for the purpose of the meeting, to be held by the persons who held them at the time.

## PROXIES

A member entitled to attend and vote, is entitled to appoint one proxy if the member is entitled to cast one vote or two proxies if the member is entitled to cast two or more votes to attend and vote instead of that member. If two proxies are appointed, you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Sep 1 on the Proxy Form. A proxy need not be a member of the Company.

The Board has determined that a person's entitlement to vote at the meeting will be the entitlement of that person set out in the Register of Shareholders as at 48 hours before the appointed time for holding the meeting.

A proxy form and the power of attorney or authority (if any) under which it is signed or a copy of that power of attorney or authority certified as a true copy, must be deposited not less than 48 hours before the commencement of the meeting at 10.00 am on Monday, 28 November 2011 or adjourned meeting at which the person named in the instrument proposes to vote.

**New sections 250BB and 250BC of the Corporations Act** will take effect on 1 August 2011 and apply to voting by proxy on or after 1 August 2011 (whether or not the proxy was appointed before, on or after that date). Shareholders and their proxies should be aware of these changes to the Corporations Act, as they will apply to this meeting. Broadly, the changes mean that:

- if proxy holders vote, they must cast all directed proxies as directed; and
- Any directed proxies which are not voted will automatically default to the Chair, who must vote the proxies as directed.

More detail on these changes is provided below:

### **Proxy vote if appointment specifies way to vote**

Section 250BB will provide that an appointment of a proxy may specify the way the proxy is to vote on a particular resolution and, if it does:

- The proxy need not vote on a show of hands, but if the proxy does so, the proxy must vote that way (ie as directed); and
- If the proxy has 2 or more appointments that specify different ways to vote on the resolution - the proxy must not vote on a show of hands; and
- If the proxy is the Chair of the meeting at which the resolution is voted on - the proxy must vote on a poll, and must vote that way (ie as directed); and
- If the proxy is not the Chair - the proxy need not vote on the poll, but if the proxy does so, the proxy must vote that way (ie as directed).

## Transfer of non-chair proxy to chair in certain circumstances

Section 250BC will provide that, if:

- (a) an appointment of a proxy specifies the way the proxy is to vote on a particular resolution at a meeting of the Company's members; and
- (b) the appointed proxy is not the Chair of the meeting; and
- (c) at the meeting, a poll is duly demanded on the resolution; and
- (d) either of the following applies:
  - (i) if a record of attendance is made for the meeting - the proxy is not recorded as attending;
  - (ii) the proxy does not vote on the resolution;

the Chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution of the meeting.

The proxy may be lodged using the reply paid envelope or:

**In Person** Registered Office - Level 19, Gold Fields House, 1 Alfred Street, Sydney NSW 2000  
Share Registry - Computershare Investors Services Pty Limited,  
Level 4, 60 Carrington Street, Sydney NSW 2000 Australia

**By Mail** Registered Office - GPO Box 1453, Sydney NSW 2000  
Share Registry - Computershare Investor Services Pty Limited,  
GPO Box 242, Melbourne VIC 3001 Australia

**By Fax** 1800 783 447 (within Australia)  
+ 61 3 9473 2555 (outside Australia)

**Electronically:** [www.investorvote.com.au](http://www.investorvote.com.au)

## Explanatory Notes on Resolutions

### Introduction

These Explanatory Notes are intended to provide shareholders in the Company with information to assess the merits of the Resolutions contained in the accompanying Notice of Annual General Meeting.

Shareholders are not required to vote on the financial report and directors' and auditor's statements included in the Annual Report that are laid before the meeting.

### Item 1 - Financial Statements and Reports

The Corporations Act 2011 (Cth) (Corporations Act) requires the Company to lay its Financial Report and the reports of the directors and auditor for the last financial year before the Annual General Meeting.

No resolution is required for this item, but shareholders will be given the opportunity to ask questions and to make comments on the reports and the management and performance of the Company.

The Company's auditor will be present at the meeting and shareholders will be given the opportunity 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 and the independence of the auditor.

The 2011 Annual Report is available on the Company's website at [www.countplus.com.au](http://www.countplus.com.au)

### Item 2 - Remuneration Report

Directors of listed public companies are required to provide detailed disclosure of director and senior executive remuneration in the Directors' Report. These disclosures are set out in the Remuneration Report on pages 27 to 31 of the 2011 Annual Report.

Currently, section 250R(3) of the Corporations Act provides that the vote on this resolution is advisory only, and does not bind the directors or the Company. However, on 21 June 2011 the *Corporations Amendment (Improving Accountability on Director and Executive Remuneration) Bill 2011 (Bill)* passed the Senate and will become law as soon as it receives Royal Assent. Under the Bill, and with effect from 1 July 2011, the Corporations Act will be amended so that, if a Company's Remuneration Report receives a "no" vote of 25 per cent or more at two consecutive Annual General Meetings, a resolution must then be put to Shareholders at the second Annual General Meeting as to whether another meeting should be held (within 90 days) at which all directors (other than the Managing Director) who were in office at the date of approval of the applicable directors' report must stand for re-election. In summary, Shareholders will be entitled to vote in favour of holding a General Meeting to re-elect the Board if the Remuneration Report receives "2 strikes".

### Item 3 - Re-election of Director

Shareholder approval is sought for the re-election of **Mr Barry Lambert** who retires by rotation at this Annual General Meeting. Barry's profile can be found at page 18 of the Annual Report.

### Item 4 - Re-election of Director

Shareholder approval is sought for the re-election of **Mr David Smith** who retires by rotation at this Annual General Meeting. David's profile can be found at page 19 of the Annual Report.