



HRL Holdings Limited

Level 8 Waterfront Place, 1 Eagle Street
Brisbane Queensland 4000, Australia

GPO Box 216

Brisbane Queensland 4001, Australia

Tel +61 7 3105 5960

Email admin@hrlholdings.com

ASX Announcement

29 March 2017

Results of Extraordinary General Meeting

Notice is hereby given, in accordance with Listing Rule 3.13.2 and Corporations Law Section 251AA(2) that at the Extraordinary General Meeting of the Company held today that the resolutions as set out below were passed by a show of hands without amendment.

Resolution 1 - Approval of Integrated Transaction

To consider and, if thought fit, pass the following resolution, as an Ordinary Resolution of the Company:

“That subject to the passing of Resolutions 2, 3, 4 and 5 and under Chapter 2E and Official Listing Rule 10.1 and for all other purposes, the Company be authorised, with effect from passing this Resolution 1, to proceed with the proposed acquisition of Integrated Holdings Group Pty Ltd ABN 69 163 669 118 (Integrated) for a consideration of up to \$3.5 million on the terms set out in this Notice of Meeting and accompanying Explanatory Memorandum (Proposed Transaction).”

Resolution 2 - Approval of Placement of Tulla Shares

To consider and, if thought fit, pass the following resolution, as an Ordinary Resolution of the Company:

“That in accordance with the provisions of Official Listing Rule 10.11 and for all other purposes, and subject to Resolutions 1, 3, 4 and 5 being passed, the Company be authorised to issue 13,750,000 fully paid ordinary shares at an issue price of \$0.10 per share to Tulla Property Partners Pty Ltd ACN 126 992 103 (Tulla) as trustees for the Tulla Property Partners Trust (Tulla Property Partners Trust) an entity associated with Kevin Maloney, the Chairman of the Company (Tulla Shares) being one of the Integrated Vendors, to raise a total of \$1,375,000 being part of the Placement announced on 16 February 2017 on the terms set out in this Notice of Meeting and accompanying Explanatory Memorandum.”

Resolution 3 - Approval of Placement of DG and JE Anderson Family Trust Shares

To consider and, if thought fit, pass the following resolution, as an Ordinary Resolution of the Company:

“That in accordance with the provisions of Official Listing Rule 10.11 and for all other purposes, and subject to Resolutions 1, 2, 4 and 5 being passed, the Company be authorised to issue 4,583,333 fully paid ordinary shares at an issue price of \$0.10 per share to the Darren Anderson and Julie Anderson as trustees for the DG and JE Anderson Family Trust (DG and JE Anderson Family Trust) an entity associated with Darren Anderson, an Executive Director of the Company, being one of being the Integrated Vendors, to raise a total of \$458,333.30 (DG and JE Anderson Family Trust Shares) being part of the Placement announced on 16 February 2017 on the terms set out in this Notice of Meeting and accompanying Explanatory Memorandum.”



Resolution 4 - Approval of Placement of GJ and NJ Anderson Family Trust Shares

To consider and, if thought fit, pass the following resolution, as an Ordinary Resolution of the Company:

“That, in accordance with Listing Rule 7.1, and for all other purposes, and subject to Resolutions 1,2, 3 and 5 being passed the Company be authorised to issue 4,583,334 fully paid ordinary shares at an issue price of \$0.10 per share to Greg Anderson and Nancy Anderson as trustees for the GJ and NJ Anderson Family Trust (GJ and NJ Anderson Family Trust) being one of being the Integrated Vendors, to raise a total of \$458,333.40 (GJ and NJ Anderson Family Trust Shares) being part of the Placement announced on 16 February 2017 on the terms set out in this Notice of Meeting and accompanying Explanatory Memorandum.”

Resolution 5 - Approval of Placement of Shares to the CA and AM Anderson Family Trust

To consider and, if thought fit, pass the following resolution, as an Ordinary Resolution of the Company:

“That, in accordance with Listing Rule 7.1, and for all other purposes, and subject to Resolutions 1, 2 , 3 and 4 being passed the Company be authorised to issue 4,583,333 fully paid ordinary shares at an issue price of \$0.10 per share to Craig Anderson and Amanda Anderson as trustees for the CA and AM Anderson Family Trust (CA and AM Anderson Family Trust) being one of being the Integrated Vendors, to raise a total of \$458,333.30 (CA and AM Anderson Family Trust Shares) being part of the Placement announced on 16 February 2017 on the terms set out in this Notice of Meeting and accompanying Explanatory Memorandum.”

Resolution 6 - Approval of Financial Assistance

To consider and, if thought fit, pass the following resolution, as a Special Resolution of the Company:

“That in accordance with sections 208(1) and 260B(1) of the Corporations Act and, subject to Resolutions 1, 2, 3, 4 and 5 being passed, and for all other purposes, the Company be authorised to apply the sum of \$2,750,000 payable on completion of the Proposed Transaction to issue to the Integrated Vendors;

- a) the Tulla Shares;*
- b) the DG and JE Anderson Family Trust Shares;*
- c) the GJ and NJ Anderson Family Trust Shares; and*
- d) the CA and AM Anderson Family Trust Shares*

on the same terms as shares issued to eligible shareholders under the proposed Rights Issue and otherwise on the terms set out in this Explanatory Memorandum.”

In respect of each resolution, the total number of proxy votes exercisable by all proxies validly appointed and the total number of proxy votes in respect of which the appointments specified that:

- I. The proxy was to vote for the resolution; and
- II. The proxy was to vote against the resolution; and
- III. The proxy was able to vote at the proxy’s discretion; and
- IV. The proxy was to abstain on the resolution

Are set out below:



<u>Resolution</u>	<u>For</u>	<u>Against</u>	<u>Discretion</u>	<u>Abstain</u>
1	54,606,603	1,015,120	1,208,732	14,670
2	54,606,603	1,015,120	1,208,732	14,670
3	102,064,208	1,017,006	1,208,732	14,670
4	102,064,208	1,017,006	1,208,732	14,670
5	102,064,208	1,017,006	1,208,732	14,670
6	54,606,603	1,015,120	1,208,732	14,670

Paul Marshall
Company Secretary
HRL Holdings Ltd