



Notice of Meeting

Notice is hereby given that the 94th Annual General Meeting of Shareholders in the Company will be held in the Green Room, Wrest Point Hotel Casino, 410 Sandy Bay Road, Sandy Bay on Thursday 28 September 2017 at 10.30 am.

Business

1. To receive and consider the financial report and the reports of the Directors and of the Auditor for the year ended 31 May 2017.

2. To elect two (2) Directors.

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

That Mrs S M Allison-Rogers, who will retire by rotation at the close of the meeting in accordance with clause 11.3 of the company's constitution, be re-elected as a director of the company.

That Mr R M Rex, who filled a casual vacancy on 21 October 2016, be elected as a director of the company. Mr Rex is an ex Manager for Melbourne Stockbroking firm R O Williams, Tolhurst & Co., partner Philatelic Firm Rex & Fair (Melbourne) 20 years, St Michaels' Collegiate ex Board Member and Family Property & Financial interests Hobart.

3. To transact any other business which may lawfully be brought forward.

By Order of the Board

Peter Stone, Secretary, Hobart, 10 August 2017

✂ _____

Appointment of Proxy

I _____

of _____

being a shareholder of **Kemp & Denning Limited**, hereby appoint _____

of _____

or failing the person named above, or if no person is named, the **Chairman of the Meeting**, to vote in accordance with the directions on the reverse side of this form or, if no directions have been given, as he or she sees fit, at the Annual General Meeting of the Company to be held on Thursday 28 September 2017 and at any adjournment thereof.

Signature of Shareholder(s) _____ Date _____

Note:

1. A Shareholder entitled to attend and vote is entitled to appoint not more than two proxies.
2. A proxy need not be a Shareholder.
3. If two proxies are appointed, each proxy must be appointed to represent a specified proportion of the Shareholder's voting rights, otherwise half each will be assumed.
4. Proxies must be lodged at 103 Melville Street Hobart not less than 24 hours before the meeting.

Voting Directions on Next Page

Determination of Entitlement to Attend and Vote

For the purposes of the meeting, those shareholders holding shares at 5.00 pm on Wednesday 27 September 2017 will be voting members for the meeting.

Proxies

A Shareholder 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. A proxy need not be a Shareholder. Instruments appointing proxies must be lodged at 103 Melville Street Hobart not less than 24 hours before the meeting.

Invitation

Shareholders are invited to morning tea with Directors at the conclusion of the Meeting.

Questions

In accordance with the Corporations Act 2001 and best practice, a reasonable opportunity will be given to shareholders at the meeting to ask questions about, or make comments on, the operations of the company.

In order to give management and auditors sufficient notice to respond, it would be appreciated if questions could be forwarded to the Company Secretary at least 5 days prior to the meeting.

Please note that Mr J A Simon has resigned effective 28 September 2017 and Directors have elected not to replace him.

Directing Your Proxy How To Vote

Should you desire to direct your proxy how to vote on any item place a mark in the appropriate box. In the absence of a direction your proxy may vote as he or she thinks fit or abstain from voting. Unless instructed to the contrary, proxies in favour of the Chairman will be used in support of the specific matters set out in the Notice of Meeting.

Resolution	For	Against	Abstain
Elect Director:			
(1) Mrs S M Allison-Rogers	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
(2) Mr R M Rex	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>