

## National Hire Group Limited

ACN 076 688 938 ABN 61 076 688 938

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15 October 2009

ASX Online  
Australian Stock Exchange Limited  
20 Bridge Street  
SYDNEY NSW 2000

### **By eLodgement**

### **NATIONAL HIRE GROUP LIMITED (“COMPANY”) MAIL OUT TO SHAREHOLDERS**

The following documents were posted to the Company’s shareholders today:

1. Notice of Annual General Meeting
2. Explanatory Memorandum
3. Proxy Form

The 2009 Annual Report, which was lodged today under a separate announcement and which is available on the Company’s website ([www.nationalhire.com.au](http://www.nationalhire.com.au)), will be sent to those shareholders who have elected to receive a copy.

**Contact**  
**Gayle McGarry**  
**Company Secretary**

# NOTICE OF ANNUAL GENERAL MEETING

**NATIONAL HIRE GROUP LIMITED ABN 61 076 688 938**

Notice is given that the Annual General Meeting of members of National Hire Group Limited (**National Hire**) will be held at The University Club of Western Australia, University of Western Australia, Hackett Drive, Entrance #1, Carpark #3, Crawley, Western Australia on Friday 20 November 2009 at 10.00 am.

## ORDINARY BUSINESS

**FINANCIAL REPORTS**

To receive and consider the financial report and the reports of the directors and auditors of National Hire and its controlled entities for the year ended 30 June 2009.

No resolution is required to be moved in respect of this item.

**1 RESOLUTION 1 – REMUNERATION REPORT**

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

‘To approve the Remuneration Report for the year ended 30 June 2009.’

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

**2 RESOLUTION 2 (A) – RE-ELECTION OF MR DALE ELPHINSTONE**

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

‘That, Mr Dale Elphinstone, who retires in accordance with National Hire’s Constitution and, being eligible for re-election, be re-elected as a director of National Hire.’

**RESOLUTION 2(B) – RE-ELECTION OF MR JAMES WALKER**

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

‘That, Mr James Walker, who retires in accordance with National Hire’s Constitution and, being eligible for re-election, be re-elected as a director of National Hire.’

## OTHER BUSINESS

To transact any other business which may be brought forward pursuant to National Hire’s Constitution or by law.

Dated: 6 October 2009

By order of the Board



**GAYLE MCGARRY**  
Company Secretary

## EXPLANATORY NOTES FOR ORDINARY BUSINESS

### RECEIPT OF FINANCIAL REPORT

The first item of the Notice of Annual General Meeting deals with the presentation of the consolidated annual financial report of National Hire for the financial year ended 30 June 2009 together with the directors' declaration and report in relation to that financial year and the auditor's report on those financial statements. Shareholders should consider these documents and raise any matters of interest with the directors when this item is being considered.

No resolution is required to be moved in respect of this item.

Shareholders will be given a reasonable opportunity at the Annual General Meeting to ask questions and make comments on the accounts and on the business, operations and management of National Hire.

The Chairman will also provide shareholders a reasonable opportunity to ask the auditor questions relevant to:

- the conduct of the audit;
- the preparation and content of the independent audit report;
- the accounting policies adopted by National Hire in relation to the preparation of accounts; and
- the independence of the auditor in relation to the conduct of the audit.

### 1 RESOLUTION 1 – REMUNERATION REPORT

The consolidated annual financial report of National Hire for the year ended 30 June 2009 contains a remuneration report which sets out the remuneration policy for National Hire and reports the remuneration arrangements in place for the managing director and non-executive directors. A copy of the remuneration report is set out on pages 14 to 21 of the consolidated annual financial report of National Hire and can also be found on National Hire's website at [www.nationalhire.com.au](http://www.nationalhire.com.au).

Under the Corporations Act 2001 (Cth), the shareholder vote is advisory only and will not require National Hire to alter any arrangements detailed in the remuneration report, should the resolution not be passed. Notwithstanding the legislative effect of this requirement, the board has determined that it will take the outcome of the vote into account when considering the remuneration policy.

Shareholders will be given reasonable opportunity at the Annual General Meeting to ask questions and make comments on the remuneration report.

### 2 RESOLUTION 2 (A) – RE-ELECTION OF MR DALE ELPHINSTONE

Mr Dale Elphinstone retires by rotation in accordance with National Hire's Constitution. However, the retiring director may, if eligible in accordance with National Hire's Constitution, offer himself for re-election.

Mr Elphinstone offers himself for re-election.

Mr Elphinstone is the Executive Chairman of the Elphinstone/William Adams group of companies, which includes the Caterpillar dealerships in Victoria and Tasmania and other business interests in Australia and New Zealand. He is a director of Caterpillar Underground Mining Pty Ltd and was a director of Queensland Gas Company Limited until it was taken over in November 2008.

The remaining directors recommend to shareholders that Mr Elphinstone be re-elected as a director of National Hire.

### RESOLUTION 2 (B) – RE-ELECTION OF MR JAMES WALKER

Mr James Walker retires by rotation in accordance with National Hire's Constitution. However, the retiring director may, if eligible in accordance with National Hire's Constitution, offer himself for re-election.

Mr Walker offers himself for re-election.

Mr Walker is the Managing Director of WesTrac Pty Limited and Chairman of WesTrac China Limited. WesTrac is the dealer for Caterpillar in Western Australia, New South Wales and the ACT, as well as provinces in North East China. WesTrac is a Western Australian owned company with over 4,000 employees.

Prior to his employment at WesTrac, Mr Walker spent considerable time with other Caterpillar dealers, namely Hastings Deering and Morgan Equipment in Australia and the Bougainville dealership in PNG.

The remaining directors recommend to shareholders that Mr Walker be re-elected as a director of National Hire.

## WHO CAN VOTE

You will be entitled to vote at the Annual General Meeting if you are registered as a holder of shares at 7.00 pm Sydney time on 18 November 2009.

## PROXIES

Please note that:

- a member who is entitled to attend and cast a vote at the meeting may appoint a person as the member's proxy (**Proxy**) to attend and vote for the member at the meeting;
- the appointment may specify the proportion or number of votes that the Proxy may exercise;
- a member who is entitled to cast two or more votes at the meeting may appoint two Proxies and may specify the proportion or number of votes each Proxy is appointed to exercise;
- if the member appoints two Proxies and the appointment does not specify the proportion or number of the member's votes each Proxy may exercise, each Proxy may exercise half of the votes;
- if the member appoints one Proxy only, that Proxy is entitled to vote on a show of hands. If a member appoints two Proxies, neither Proxy is entitled to vote on a show of hands;
- where two Proxies are appointed, any fractions of votes resulting from the appointment of two Proxies will be disregarded;
- a Proxy need not be a member of National Hire; and
- a Proxy Form accompanies this Notice of Meeting.

Unless the member specifically directs the Proxy how to vote, the Proxy may vote as he or she thinks fit or abstain from voting.

If you wish to appoint a Proxy, you should complete the attached Proxy Form. Your Proxy Form must be received by no later than 10am on Wednesday 18 November 2009 at the address below:

**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) 9279 0664

FOR ALL ENQUIRIES CALL:  
(within Australia) 1300 737 760  
(outside Australia) +61 2 9290 9600

FACSIMILE  
+61 2 9290 9655

ALL CORRESPONDENCE TO:  
Registries Limited  
GPO Box 3993  
Sydney NSW 2001  
Australia

Name and Address

#### Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction on the form. Securityholders sponsored by a broker should advise your broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

**YOUR VOTE IS IMPORTANT**

**FOR YOUR VOTE TO BE EFFECTIVE IT MUST BE RECORDED BEFORE 10.00AM WEDNESDAY 18 NOVEMBER 2009**

## TO VOTE BY COMPLETING THE PROXY FORM

### STEP 1 Appointment of Proxy

Indicate here who you want to appoint as your Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chairman of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a security holder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

#### Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

#### Appointment of a Second Proxy

You are entitled to appoint up to two 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 securities registry or you may copy this form.

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities 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.
- (b) return both forms together in the same envelope.

### STEP 2 Voting Directions to your Proxy

You can tell your Proxy how to vote

To direct your proxy how to vote, place a mark in one of the boxes opposite each item of business. All your securities 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 securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, 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.

### STEP 3 Sign the Form

The form **must** be signed

In the spaces provided you must sign this form as follows:

**Individual:** This form is to be signed by the securityholder.

**Joint Holding:** where the holding is in more than one name, all the securityholders must sign.

**Power of Attorney:** to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. **Please indicate the office held by signing in the appropriate place.**

### STEP 4 Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below not later than 48 hours before the commencement of the meeting at **10.00am on Friday, 20 November 2009**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

**Proxies may be lodged :**

**BY MAIL -** Share Registry – Registries Limited, GPO Box 3993, Sydney NSW 2001 Australia

**BY FAX -** + 61 2 9290 9655

**IN PERSON -** Share Registry – Registries Limited, Level 7, 207 Kent Street, Sydney NSW 2000 Australia

<BARCODE>

<Address 1>  
<Address 2>  
<Address 3>  
<Address 4>  
<Address 5>

**STEP 1 - Appointment of Proxy**

I/We being a member/s of **National Hire Group Limited** and entitled to attend and vote hereby appoint

the Chairman of the Meeting (mark with an 'X') **OR**

If you are not appointing the Chairman of the Meeting as your proxy please write here the full name of the individual or body corporate (excluding the registered Securityholder) you are appointing as your proxy.

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 at the **Annual General Meeting of National Hire Group Limited to be held at The University Club of Western Australia, University of Western Australia, Hackett Drive, Entrance #1, Carpark #3, Crawley, Western Australia on Friday 20 November 2009 at 10.00 am** and at any adjournment of that meeting, to act 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.

**STEP 2 - Voting directions to your Proxy – please mark  to indicate your directions**

Ordinary Business

		For	Against	Abstain*
Item 1	To adopt the remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2	(a) To re-elect Mr Dale Elphinstone as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2	(b) To re-elect Mr James Walker as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

\*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.

**STEP 3 - PLEASE SIGN HERE** This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Securityholder 1	Securityholder 2	Securityholder 3
<input type="text"/>	<input type="text"/>	<input type="text"/>
Sole Director and Sole Company Secretary	Director	Director/Company Secretary

Contact Name ..... Contact Daytime Telephone ..... Date / /2009