

IN THE SUPREME COURT OF VICTORIA AT MELBOURNE
COMMERCIAL AND EQUITY DIVISION
COMMERCIAL COURT

LIST E

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IN THE MATTER OF TIMBERCORP SECURITIES LIMITED
(IN LIQUIDATION) (ACN 092 311 469)

TIMBERCORP SECURITIES LIMITED (IN LIQUIDATION) (ACN 092 311 469)
IN ITS CAPACITY AS RESPONSIBLE ENTITY OF THE 2004 TIMBERCORP CITRUS PROJECT
(ARSN 108 887 538) AND THE 2005 TIMBERCORP CITRUS PROJECT (ARSN 114 091 299)
AND ORS ACCORDING TO THE SCHEDULE

CERTIFICATE IDENTIFYING EXHIBIT

Date of document: 23 February 2011

Filed on behalf of: The Plaintiffs


Prepared by:

Allens Arthur Robinson
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Matthew.Whittle@aar.com.au
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This is the exhibit marked '**PWK27**' now produced and shown to PAUL WILLIAM KIRK at the time
of swearing his affidavit on 23 February 2011.

Before me



DANIELLE RUTH NAHUM
of 530 Collins Street, Melbourne
Victoria 3000
An Australian Legal Practitioner
within the meaning of the
Legal Profession Act 2004

Exhibit '**PWK27**'

Notice of Meeting and Explanatory
Memorandum to meetings held on
14 September 2010

Notice of meeting of Members of 2005 Timbercorp Citrus Project ARSN 114 091 299

The attached List of Members of the 2005 Timbercorp Citrus Project ARSN 114 091 299 ("Project") who hold interests in the Project carrying at least 5% of the votes that may be cast at a meeting of the Project's members HEREBY GIVE NOTICE that they have pursuant to section 252D of the *Corporations Act, 2001* requisitioned a meeting of Members ("Members") of the Project at the time, date and place listed below to consider and vote on the resolutions specified in this notice and any other business conducted at the meeting.

Please refer to the Explanatory Memorandum that accompanies this Notice of Meeting for important information on the resolutions proposed.

Date: Tuesday 14 September 2010

Time: 3.00pm

Venue: Seafarers Mission

717 Flinders Street

Docklands Melbourne Victoria

Business: Election of Chairperson

Pursuant to section 252S of the Corporations Act, 2001, the members present must elect a member present to chair the meeting. Nominations will be accepted on the floor of the meeting and a member will be elected to chair the meeting from those nominations

Extraordinary Resolution 1 — Removal of Current Responsible Entity

*Subject to Extraordinary Resolution 2 being passed, that the current responsible entity of the Project, **Timbercorp Securities Limited** ACN 092 311 469 (In Liquidation) be removed as responsible entity of the Project, effective from the time referred to in Extraordinary Resolution 2*

Extraordinary Resolution 2 — Appointment of New Responsible Entity

***Food and Beverage Australia Limited** ACN 007 996 081 (**FABAL**) to be appointed as the new Responsible Entity (RE), such appointment to take effect immediately upon the Australian Financial Services License of FABAL being amended to allow it to accept such appointment*

NOTES

Explanatory Memorandum

An explanation of the resolutions is set out in the accompanying Explanatory Memorandum.

Proxies

1. Members have a right to appoint a proxy.
2. A proxy form accompanies this Notice of Meeting.
3. A proxy does not have to be a Member.
4. If a Member appoints 2 proxies the Member must specify the proportion or the number of votes each proxy is appointed to exercise.
5. The Member or the Member's attorney must sign the proxy form. Proxies given by a corporation must be executed in accordance with the Corporations Act and the Constitution of that corporation.
6. Please forward your original proxy:

TGG Citrus Committee Inc
8 Hygieta St,
Noosaville Qld 4566

Please also email to kerree@siger.com.au or fax 0754 730 796

not less than 72 hours before (by Saturday 11 September) the time set for the holding of the meeting or adjourned meeting at which the person named in the proxy form proposes to vote.

TGG Citrus Committee Inc will then attend to lodgment of your proxy with the responsible entity within the statutory time of 48 hours prior to the meeting.

Any problems?

Contact

Michael Pointer 0418 391 820
Email: mpointer@ycs.com.au

or

Irene Kamm
P: **(08) 8208 4000** | F: **(08) 8208 4099**
Email: admin@fabal.com.au

List of Members Calling Meeting

Name	Address	No. of Groves
Bagnati	Vic	7
Beekee P/L	Vic	7
Garthcorp P/L	Vic	6
Vive La P/L	Vic	6
Halit	Vic	58
Siger P/L	Vic	12
Alafaci	NSW	15
Davidson	NSW	15
Davidson	NSW	15
Buda	NSW	8
Pollicana	NSW	27
Loupis	NSW	10
Haggart	Vic	7
Thirugnanam	Vic	9
Tascoast P/L	Vic	4
Jeffers	Vic	14
Stadfam P/L	Vic	12

2005 Timbercorp Citrus Project ARSN 114 091 299

PROXY FORM

No. of Lots

I

.....
(Name of Member)

of

.....
(Address of Member)

being a Member of 2005 Timbercorp Citrus Project ARSN 114 091 299 appoint

.....
(Name of Proxy)

of

.....
(Address of Proxy)

or failing him/her, the Chair of the meeting as my proxy to attend and vote for me and on my behalf at the meeting of the Members on Tuesday 14th September 2010 to be held 3.00 at Seafarers Mission 717 Flinders St, Docklands and at any adjournment of that meeting.

This proxy is directed to vote as specified below in relation to the following matters. However if nothing is specified below then my proxy has a general proxy.

Extraordinary Resolution 1 — Removal of Current Responsible Entity

☐ FOR

☐ AGAINST

Extraordinary Resolution 2 — Appointment of New Responsible Entity

☐ FOR

☐ AGAINST

(A mark should be placed in the appropriate box if the Member wishes to direct the proxy to vote in a specified way in relation to the above resolutions if no direction is given the proxy may vote or not as the proxy see fit).

This form must be signed by the Member or by an attorney of the Member.

Dated:

If the Member is a company

EXECUTED by THE MEMBER in accordance with
section 127 of the Corporations Act, 2001:

Director/Secretary

Director

Name PLEASE PRINT

Name PLEASE PRINT

If the Member is an individual

SIGNED by THE first MEMBER in the
presence of:

Witness

Member

Name PLEASE PRINT

Name PLEASE PRINT

SIGNED by THE second MEMBER in
the presence of:

Witness

Member

Name PLEASE PRINT

Name PLEASE PRINT

JOINT VENTURES

If the member is a Joint Venture between an individual and a company, the individual signs above at the individual line and the company at the company line.

If the joint venture is between two companies with different directors, sign under the company, noting this as JV1 or JV2 and repeat, or copy the page and complete

If the member is a Joint Venture between an individual and another individual, use the from below the individual signs at the individual line and the company at the company line.

If the Member is two (joint) individuals

SIGNED by THE first MEMBER in the
presence of:

Witness

Member JV1

Name PLEASE PRINT

Name PLEASE PRINT

SIGNED by THE second MEMBER in
the presence of:

Witness

Member JV2

Name PLEASE PRINT

Name PLEASE PRINT

If the Member is two (joint) companies

EXECUTED by THE MEMBER in accordance with
section 127 of the Corporations Act, 2001:

Director JV1/Secretary

Director JV1

Name PLEASE PRINT

Name PLEASE PRINT

Director JV2/Secretary

Director JV2

Name PLEASE PRINT

Name PLEASE PRINT

**If the Member is a company or the Member is an individual and
the proxy is to be signed by the Member's attorney**

SIGNED for and on behalf of THE
MEMBER by the duly appointed attorney who
warrants that the attorney has received
no notice of revocation of the appointment in
the presence of:

Witness

Name PLEASE PRINT

Attorney

Name PLEASE PRINT

Date of Power of Attorney

2005 Timbercorp Citrus Project ARSN 114 091 299

Explanatory Memorandum to Members

These notes explain the resolutions set out in the Notice of Meeting and should be read in conjunction with the Notice.

Your Vote is Vital

Please ensure that if you cannot attend you send in a proxy voting in a proxy. Your vote is crucial to the future of the Project of which you are a member

Extraordinary Resolution 1— Removal of Current Responsible Entity and

Extraordinary Resolution 2 — Appointment of New Responsible Entity

Section 601FM(1) of the Corporations Act, 2001 provides that If members of a registered scheme want to remove the responsible entity, they may take action under Division 1 of Part 2G.4 for the calling of a members' meeting to consider and vote on a resolution that the current responsible entity should be removed and a resolution choosing a company to be the new responsible entity. These resolutions must be extraordinary resolutions if the scheme is not listed.

The Members of the Project who have called this meeting consider that Member's interests will be better served by the removal the current responsible entity **Timbercorp Securities Limited ACN 092 311 469 (In Liquidation) ACN 092 311 469(TSL)** and the appointment of **Food and Beverage Australia Limited (FABAL) ACN 007 996 081** as the replacement Responsible Entity.

A review of the Project will be undertaken once FABAL is appointed to determine its viability. This will include an examination of the current level of fees payable to the responsible entity

Subject to ASIC varying its current Australians financial services license number 246650 to admit it to operate the project, FABAL has consented to its appointment as the responsible entity of the project

Consequence of resolutions not being passed

In the event that the resolutions are not passed by the requisite 50% majority, the meeting will be adjourned to another date so that the resolutions can be put a second time.

Appointing A Proxy

In the event that you are unable to attend the meeting, you are urged to provide your proxy. You may direct your proxy to vote the way that you require, or you may leave the proxy to vote at their discretion.

You may appoint a proxy of your choice to attend the meeting on your behalf, or appoint the Chairperson of the meeting.

Notice of meeting of Members of 2004 Timbercorp Citrus Project ARSN 108 887 538

The attached List of Members of the 2004 Timbercorp Citrus Project ARSN 108 887 538 ("Project") who hold interests in the Project carrying at least 5% of the votes that may be cast at a meeting of the Project's members HEREBY GIVE NOTICE that they have pursuant to section 252D of the *Corporations Act, 2001* requisitioned a meeting of Members ("Members") of the Project at the time, date and place listed below to consider and vote on the resolutions specified in this notice and any other business conducted at the meeting.

Please refer to the Explanatory Memorandum that accompanies this Notice of Meeting for important information on the resolutions proposed.

Date: Tuesday 14 September 2010

Time: 2.30pm

Venue: Seafarers Mission**717 Flinders Street****Docklands Melbourne Victoria**

Business: Election of Chairperson

Pursuant to section 252S of the Corporations Act, 2001, the members present must elect a member present to chair the meeting. Nominations will be accepted on the floor of the meeting and a member will be elected to chair the meeting from those nominations

Extraordinary Resolution 1 — Removal of Current Responsible Entity

*Subject to Extraordinary Resolution 2 being passed, that the current responsible entity of the Project, **Timbercorp Securities Limited** ACN 092 311 469 (In Liquidation) be removed as responsible entity of the Project, effective from the time referred to in Extraordinary Resolution 2*

Extraordinary Resolution 2 — Appointment of New Responsible Entity

***Food and Beverage Australia Limited** ACN 007 996 081 (**FABAL**) to be appointed as the new Responsible Entity (RE), such appointment to take effect immediately upon the Australian Financial Services License of FABAL being amended to allow it to accept such appointment*

NOTES

Explanatory Memorandum

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4. If a Member appoints 2 proxies the Member must specify the proportion or the number of votes each proxy is appointed to exercise.
5. The Member or the Member's attorney must sign the proxy form. Proxies given by a corporation must be executed in accordance with the Corporations Act and the Constitution of that corporation.
6. Please forward your original proxy:

TGG Citrus Committee Inc
8 Hygieta St,
Noosaville Qld 4566

Please also email to kerree@siger.com.au or fax 0754 730 796

not less than 72 hours before (by Saturday 11 September) the time set for the holding of the meeting or adjourned meeting at which the person named in the proxy form proposes to vote.

TGG Citrus Committee Inc will then attend to lodgment of your proxy with the responsible entity within the statutory time of 48 hours prior to the meeting.

Any problems?

Contact

Michael Pointer 0418 391 820
Email: mpointer@ycs.com.au

or

Irene Kamm
P: (08) 8208 4000 | F: (08) 8208 4099
Email: admin@fabal.com.au

List of Members Calling Meeting

[illegible]

2004 Timbercorp Citrus Project ARSN 108 887 538

PROXY FORM

I

No of Lots

.....
(Name of Member)

of

.....
(Address of Member)

being a Member of 2004 Timbercorp Citrus Project ARSN 108 887 538 appoint

.....
(Name of Proxy)

of

.....
(Address of Proxy)

or failing him/her, the Chair of the meeting as my proxy to attend and vote for me and on my behalf at the meeting of the Members on Tuesday 14th September 2010 to be held 2.30 at Seafarers Mission 717 Flinders St, Docklands and at any adjournment of that meeting.

This proxy is directed to vote as specified below in relation to the following matters. However if nothing is specified below then my proxy has a general proxy.

Extraordinary Resolution 1 — Removal of Current Responsible Entity

☐ FOR

☐ AGAINST

Extraordinary Resolution 2 — Appointment of New Responsible Entity

☐ FOR

☐ AGAINST

(A mark should be placed in the appropriate box if the Member wishes to direct the proxy to vote in a specified way in relation to the above resolutions if no direction is given the proxy may vote or not as the proxy see fit).

This form must be signed by the Member or by an attorney of the Member.

Dated:

If the Member is a company

EXECUTED by THE MEMBER in accordance with
section 127 of the Corporations Act, 2001:

Director/Secretary

Director

Name PLEASE PRINT

Name PLEASE PRINT

If the Member is an individual

SIGNED by THE first MEMBER in the
presence of:

Witness

Member

Name PLEASE PRINT

Name PLEASE PRINT

SIGNED by THE second MEMBER in
the presence of:

Witness

Member

Name PLEASE PRINT

Name PLEASE PRINT

JOINT VENTURES

If the member is a Joint Venture between an individual and a company, the individual signs above at the individual line and the company at the company line.

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If the member is a Joint Venture between an individual and another individual, use the from below the individual signs at the individual line and the company at the company line.

If the Member is two (joint) individuals

SIGNED by THE first MEMBER in the
presence of:

Witness

Member JV1

Name PLEASE PRINT

Name PLEASE PRINT

SIGNED by THE second MEMBER in
the presence of:

Witness

Member JV2

Name PLEASE PRINT

Name PLEASE PRINT

If the Member is two (joint) companies

EXECUTED by THE MEMBER in accordance with
section 127 of the Corporations Act, 2001:

Director JV1/Secretary

Director JV1

Name PLEASE PRINT

Name PLEASE PRINT

Director JV2/Secretary

Director JV2

Name PLEASE PRINT

Name PLEASE PRINT

**If the Member is a company or the Member is an individual and
the proxy is to be signed by the Member's attorney**

SIGNED for and on behalf of THE
MEMBER by the duly appointed attorney who
warrants that the attorney has received
no notice of revocation of the appointment in
the presence of:

Witness

Name

PLEASE PRINT

Attorney

Name

PLEASE PRINT

Date of Power of Attorney

2004 Timbercorp Citrus Project ARSN 108 887 538

Explanatory Memorandum to Members

These notes explain the resolutions set out in the Notice of Meeting and should be read in conjunction with the Notice.

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A review of the Project will be undertaken once FABAL is appointed to determine its viability. This will include an examination of the current level of fees payable to the responsible entity

Subject to ASIC varying its current Australians financial services license number 246650 to admit it to operate the project, FABAL has consented to its appointment as the responsible entity of the project

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