

MARBLETREND GROUP LIMITED

ACN 087 730 667

NOTICE OF ANNUAL GENERAL MEETING

incorporating

EXPLANATORY MEMORANDUM

and

PROXY FORM

Date of meeting: Thursday, 26 November, 2009

Time of meeting: 2.30 pm (Melbourne Time)

Place of meeting: Marbletrend Pty Ltd
22 Jersey Road
Bayswater VIC 3153

CHAIRMAN'S LETTER

Dear Shareholder,

Please find enclosed with this letter, the Notice of Annual General Meeting and accompanying Explanatory Memorandum and Proxy Form for the 2009 Annual General Meeting of the Company.

Your Directors encourage you to attend the meeting to be convened at 2:30 pm on Thursday, 26 November, 2009 at the offices of Marbletrent Pty Ltd, 22 Jersey Road, Bayswater, Victoria 3153 to consider them.

If you are unable to attend, please complete and return the accompanying proxy form so that it is received by the Company at least 48 hours before the meeting.

Yours sincerely



Mr Hamish Giles
Executive Chairman
Marbletrent Group Limited

22 October 2009

MARBLETREND GROUP LIMITED
ACN 087 730 667

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS GIVEN that the 2009 Annual General Meeting of Shareholders of Marbletrend Group Limited (**Company**) will be held at 2:30 pm (Melbourne time) on Thursday, 26 November 2009 at the offices of Marbletrend Pty Ltd, 22 Jersey Road, Bayswater, Victoria 3153.

The Explanatory Memorandum and Proxy Form accompanying this Notice of Annual General Meeting are incorporated in and comprise part of this Notice of Annual General Meeting.

ORDINARY BUSINESS

1. Annual Financial Report

To receive and consider the Annual Financial Report of the Company and the reports of the Directors and Auditor for the year ended 30 June 2009.

2. Resolution 1 – Remuneration Report for the Financial Year ended 30 June 2009

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

“That, for the purposes of section 250R of the Corporations Act 2001, the Remuneration Report for the year ended 30 June 2009 be adopted.”

Please note that the vote on this resolution is advisory only and does not bind the Directors or the Company.

3. Resolution 2 – To re-elect Mr Hamish Giles as a Director

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

“That Mr Hamish Giles, who retires in accordance with Rule 77.1 of the Constitution of the Company, being eligible for re-election, be re-elected as a director of the Company.”

OTHER BUSINESS

To consider any other business that may lawfully be brought forward.

QUESTIONS AND COMMENTS BY SHAREHOLDERS AT GENERAL MEETING

A reasonable opportunity will be given to Shareholders as a whole at the Annual General Meeting to ask questions about or make comments on the remuneration report and the management of the Company and to ask the auditors or their representative questions relevant to the conduct of the audit, the preparation and content of their report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and their independence in relation to the conduct of the audit.

BY ORDER OF THE BOARD

Hamish Giles

Company Secretary

Dated: 22 October 2009

PROXIES

Shareholders entitled to attend and vote at the Annual General Meeting are entitled to appoint a proxy. The proxy may be an individual or a body corporate.

A Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If a Shareholder appoints 2 proxies and the appointment does not specify the proportion or number of the Shareholder's votes such proxy may exercise, each proxy may exercise half of the votes disregarding fractions.

For an appointment of proxy to be valid, the form appointing the proxy and, if the form is signed under a power of attorney or other authority, the authority under which the form is signed (or a certified copy of the authority) must be received at or sent by facsimile transmission to the registered office of the Company, C/- Salmon Giles Pty Ltd, Level 2, 409 St Kilda Road, Melbourne, Victoria 3004 or facsimile number (+61 3 9820 2158), at least 48 hours prior to the meeting or adjourned meeting, as the case may be, at which the proxy named in the proxy form proposes to vote.

A proxy must be signed by the Shareholder or the Shareholder's attorney duly authorised in writing or, if the Shareholder is a company, in a manner permitted by the *Corporations Act 2001*. The proxy may, but need not, be a Shareholder.

A proxy form accompanies this Notice of Annual General Meeting. Additional proxy forms are available on request from the registered office of the Company or its share registrar.

BODIES CORPORATE

A body corporate may appoint an individual as a representative to exercise all or any of the powers the body corporate may exercise at meetings of the Company's Shareholders or in the capacity of a Shareholder's proxy. The appointment may be a standing one. Unless otherwise specified in the appointment, the representative may exercise, on that body corporate's behalf, all of the powers that the body could exercise at a meeting or in voting on a resolution.

VOTING ENTITLEMENT

For the purposes of determining entitlements to vote at the Annual General Meeting, the Company's Shares will be taken to be held by the people registered as holders at 7:00 pm (Melbourne time) on Tuesday, 24 November, 2009. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Annual General Meeting.

MARBLETREND GROUP LIMITED
ACN 087 730 667

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared for the information of Shareholders in Marbletrend Group Limited (**Company**) in connection with the business to be considered at the Annual General Meeting of Shareholders to be held at 2:30 pm (Melbourne time) on Thursday, 26 November, 2009 at the offices of Marbletrend Pty Ltd, 22 Jersey Road, Bayswater, Victoria 3153.

This Explanatory Memorandum comprises part of the accompanying Notice of Annual General Meeting.

Details of the business to be considered at the Annual General Meeting are set out below.

1. Annual Financial Report

The first item of the Notice of Annual General Meeting deals with the presentation of the Company's Annual Financial Report for the year ended 30 June 2009. Shareholders should consider this document 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.

2. Resolution 1: Remuneration Report for the Year ending 30 June 2009

During this item of business, Shareholders at the meeting may comment on and ask questions about the Remuneration Report that appears in the Company's 2009 Annual Report.

Section 300A of the *Corporations Act 2001* requires the Directors' Report to contain a remuneration report containing information about the Board's policy for determining the nature and amount of the remuneration of directors and senior management. The report must also explain the relationship between the remuneration policy and the Company's performance.

The *Corporations Act 2001* (sections 250R (2) and 250R (3)) provides that the vote on the adoption of the Remuneration Report is advisory only and does not bind the Directors or the Company. However, the Board will take the outcome of the vote into consideration when reviewing the remuneration policies and practices of the Company.

3. Resolution 2: Re-election of Director – Hamish Giles

Rule 77.1 of the Constitution of the Company provides that a Director must not hold office for a continuous period in excess of 3 years or past the third annual general meeting following the Director's appointment, whichever is the longer, without resubmitting for re-election. Retiring Directors may immediately offer themselves up for re-election. Mr Giles retires by rotation and offers himself for re-election.

Mr Giles has in excess of 25 years experience and achievements as an accountant and taxation, business and corporate advisor to many listed and unlisted companies.

Mr Giles has advised upon a number of strategic acquisitions, divestments and business developments and brings to the Board significant commercial experience as a public company director. Mr Giles is also a director of Guilford Investments Limited.

Recommendation of Directors

The Directors (other than Mr Giles) unanimously recommend that you vote in favour of this resolution.

Marbletrent Group Limited

ACN 087 730 667

PROXY FORM

(Please turn over to sign this Proxy Form)

The Company Secretary
Marbletrent Group Limited
C/- Salmon Giles Pty Ltd
Level 2, 409 St Kilda Road
Melbourne Victoria 3004
Facsimile: +61 3 9820 2158

I/We _____

of _____

being a Shareholder (s) of Marbletrent Group Limited (**Company**),

hereby appoint _____

of _____

or in his/her absence _____

of _____

or, in the absence of those persons or if no person is nominated, the Chairman of the meeting as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting to be held at 2:30 pm (Melbourne time) on Thursday, 26 November, 2009 at the offices of Marbletrent Pty Ltd, 22 Jersey Road, Bayswater, Victoria 3153 and at any adjournment of that Annual General Meeting.

If you wish to indicate how your proxy is to vote, please tick the appropriate boxes below.

I/we direct my/our proxy to vote as indicated below:

	FOR	AGAINST	ABSTAIN
ORDINARY BUSINESS			
1. Approval of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Re-election of Mr Giles	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

IMPORTANT NOTE: The Chairman will vote in favour of all resolutions if no directions are given above.

As witness my/our hand/s this _____ day of _____ 2009

If a natural person:

SIGNED by:

Signature

Signature (if joint holder)

If a company:
Executed by
in accordance with section 127 of the
Corporations Act 2001:

Signature of Director

Signature of Director/Secretary

Name of director
(BLOCK LETTERS)

Name of director/secretary
(BLOCK LETTERS)

If by power of attorney:

SIGNED for and on behalf of)
by)
under a Power of Attorney dated and)
who declares that he/she has not received any)
revocation of such Power of Attorney in the)
presence of :

Signature of Attorney

Signature of Witness

NOTES

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