



CMA Corporation Ltd
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www.cmacorp.net
ABN 40 113 329 016

24 October 2008

Company Announcements
Australian Stock Exchange Limited
Level 8, Exchange Plaza
2 The Esplanade
Perth WA 6000

Dear Sirs,

ANNOUNCEMENT: Notice of Annual General Meeting 2008

We attach an Announcement for immediate release to the Market.

Herewith is a copy of the CMA Notice of Annual General Meeting 2008 which is being sent to shareholders today.

Yours faithfully,

A handwritten signature in black ink, appearing to read 'T Schmitt', written over a horizontal line.

**Trevor Schmitt
Company Secretary
CMA Corporation Ltd**

Enc

Notice of Annual General Meeting

CMA Corporation Limited

ABN 40 113 329 016

Notice is hereby given that the 2008 Annual General Meeting of CMA Corporation Limited (**Company**) will be held at:

Venue: **AGL Theatre, Level 2
Museum of Sydney
Cnr Phillip and Bridge Streets
Sydney NSW 2000**

Day and Date: **Monday, 24 November 2008**

Time: **3.00pm (AEDST)**

The explanatory notes which accompany and form part of this notice of meeting should be considered by members of the Company prior to voting on the various matters to be considered at the meeting.

BUSINESS OF THE MEETING

Annual Report

To receive and consider the financial report together with the directors' report (including the remuneration report) and the auditor's report for the financial year ended 30 June 2008.

Resolutions

1. Adoption of Remuneration Report

To consider, and if thought fit, to pass, with or without amendment, the following as an **ordinary resolution**:

"That for the purpose of section 250R of the Corporations Act and for all other purposes, the remuneration report for the financial year ended 30 June 2008 be adopted."

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

2. Re-election of Joseph Tong Hong Chung as a director of the Company

To consider, and if thought fit, to pass, with or without amendment, the following as an **ordinary resolution**:

"That following his retirement in accordance with the Company's constitution, Joseph Tong Hong Chung be re-elected as a director of the Company."

3. Election of Terry Woods as a director of the Company

To consider, and if thought fit, to pass, with or without amendment, the following as an **ordinary resolution**:

"That following his retirement in accordance with the Company's constitution, Terry Woods be elected as a director of the Company."

4. Election of Grant Anderson as a director of the Company

To consider, and if thought fit, to pass, with or without amendment, the following as an **ordinary resolution**:

"That following his retirement in accordance with the Company's constitution, Grant Anderson be elected as a director of the Company."

5. Ratification of the issue of 37,500,000 fully paid ordinary Shares to Meretec Limited

To consider, and if thought fit, to pass, with or without amendment, the following as an **ordinary resolution**:

"That for the purpose of Listing Rule 7.4 and for all other purposes, shareholders ratify the allotment and issue on 13 August 2008 of a total of 37,500,000 fully paid ordinary Shares in the capital of the Company to Meretec Limited."

Voting exclusion statement:

In accordance with the Listing Rules, the Company will disregard any votes cast on resolution 5 by Meretec Limited and any of Meretec Limited's associates. However, the Company need not disregard a vote if it is cast by (a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or (b) a person chairing the meeting in accordance with a direction on the proxy form to vote as the proxy decides.

6. Ratification of the issue of 3,391,491 fully paid ordinary Shares to BBY Nominees Pty Limited

To consider, and if thought fit, to pass, with or without amendment, the following as an **ordinary resolution**:

"That for the purpose of Listing Rule 7.4 and for all other purposes, shareholders ratify the allotment and issue on 30 April 2008 of a total of 3,391,491 fully paid ordinary Shares in the capital of the Company to BBY Nominees Pty Limited."

Voting exclusion statement:

In accordance with the Listing Rules, the Company will disregard any votes cast on resolution 6 by BBY Nominees Pty Limited and any of BBY Nominees Pty Limited's associates. However, the Company need not disregard a vote if it is cast by (a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or (b) a person chairing the meeting in accordance with a direction on the proxy form to vote as the proxy decides.

7. Ratification of the issue of 1,394,495 fully paid ordinary Shares to Metal Recovery Limited

To consider, and if thought fit, to pass, with or without amendment, the following as an **ordinary resolution**:

"That for the purpose of Listing Rule 7.4 and for all other purposes, shareholders ratify the allotment and issue on 3 April 2008 of a total of 1,394,495 fully paid ordinary Shares in the capital of the Company to Metal Recovery Limited."

Voting exclusion statement:

In accordance with the Listing Rules, the Company will disregard any votes cast on resolution 7 by Metal Recovery Limited and any of Metal Recovery Limited's associates. However, the Company need not disregard a vote if it is cast by (a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or (b) a person chairing the meeting in accordance with a direction on the proxy form to vote as the proxy decides.

8. Ratification of the issue of 11,012,266 fully paid ordinary Shares to Meretec Limited

To consider, and if thought fit, to pass, with or without amendment, the following as an **ordinary resolution**:

"That for the purpose of Listing Rule 7.4 and for all other purposes, shareholders ratify the allotment and issue on 8 February 2008 of a total of 11,012,266 fully paid ordinary Shares in the capital of the Company to Meretec Limited."

Voting exclusion statement:

In accordance with the Listing Rules, the Company will disregard any votes cast on resolution 8 by Meretec Limited and any of Meretec Limited's associates. However, the Company need not disregard a vote if it is cast by (a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or (b) a person chairing the meeting in accordance with a direction on the proxy form to vote as the proxy decides.

9. Ratification of the issue of 611,920 fully paid ordinary Shares to Truck Cranes NZ Limited

To consider, and if thought fit, to pass, with or without amendment, the following as an **ordinary resolution**:

"That for the purpose of Listing Rule 7.4 and for all other purposes, shareholders ratify the allotment and issue on 4 February 2008 of a total of 611,920 fully paid ordinary Shares in the capital of the Company to Truck Cranes NZ Limited."

Voting exclusion statement:

In accordance with the Listing Rules, the Company will disregard any votes cast on resolution 9 by Truck Cranes NZ Limited and any of Truck Cranes NZ Limited's associates. However, the Company need not disregard a vote if it is cast by (a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or (b) a person chairing the meeting in accordance with a direction on the proxy form to vote as the proxy decides.

10. Ratification of the issue of 2,961,172 fully paid ordinary Shares to Cableco Metal Industries Limited

To consider, and if thought fit, to pass, with or without amendment, the following as an **ordinary resolution**:

"That for the purpose of Listing Rule 7.4 and for all other purposes, shareholders ratify the allotment and issue on 21 December 2007 of a total of 2,961,172 fully paid ordinary Shares in the capital of the Company to Cableco Metal Industries Limited."

Voting exclusion statement:

In accordance with the Listing Rules, the Company will disregard any votes cast on resolution 10 by Cableco Metal Industries Limited and any of Cableco Metal Industries Limited's associates. However, the Company need not disregard a vote if it is cast by (a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or (b) a person chairing the meeting in accordance with a direction on the proxy form to vote as the proxy decides.

11. Approval of issue of securities under the Tax Exempt Plan

To consider, and if thought fit, to pass, with or without amendment, the following as an **ordinary resolution**:

"That for the purpose of exception 9(b) of Listing Rule 7.2 and for all other purposes, the Company approve the issue of shares under the Tax Exempt Plan for a period of 3 years after the date of this meeting."

Voting exclusion statement:

In accordance with the Listing Rules, the Company will disregard any votes cast on resolution 11 by any director of the Company (except one who is ineligible to participate in any of the Company's employee remuneration schemes) and any associates of those persons. However, the Company need not disregard a vote if it is cast by (a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or (b) a person chairing the meeting in accordance with a direction on the proxy form to vote as the proxy decides.

12. Approval of issue of securities under the Tax Deferred Plan

To consider, and if thought fit, to pass, with or without amendment, the following as an **ordinary resolution**:

"That for the purpose of exception 9(b) of Listing Rule 7.2 and for all other purposes, the Company approve the issue of shares under the Tax Deferred Plan for a period of 3 years after the date of this meeting."

Voting exclusion statement:

In accordance with the Listing Rules, the Company will disregard any votes cast on resolution 12 by any director of the Company (except one who is ineligible to participate in any of the Company's employee remuneration schemes) and any associates of those persons. However, the Company need not disregard a vote if it is cast by (a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or (b) a person chairing the meeting in accordance with a direction on the proxy form to vote as the proxy decides.

13. Approval of issue of securities under the Performance Share Plan

To consider, and if thought fit, to pass, with or without amendment, the following as an **ordinary resolution**:

"That for the purpose of exception 9(b) of Listing Rule 7.2 and for all other purposes, the Company approve the issue of shares under the Performance Share Plan for a period of 3 years after the date of this meeting."

Voting exclusion statement:

In accordance with the Listing Rules, the Company will disregard any votes cast on resolution 13 by any director of the Company (except one who is ineligible to participate in any of the Company's employee remuneration schemes) and any associates of those persons. However, the Company need not disregard a vote if it is cast by (a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or (b) a person chairing the meeting in accordance with a direction on the proxy form to vote as the proxy decides.

14. Approval of issue of securities under the Share Option Plan

To consider, and if thought fit, to pass, with or without amendment, the following as an **ordinary resolution**:

"That for the purpose of exception 9(b) of Listing Rule 7.2 and for all other purposes, the Company approve the issue of options under the Share Option Plan for a period of 3 years after the date of this meeting."

Voting exclusion statement:

In accordance with the Listing Rules, the Company will disregard any votes cast on resolution 14 by any director of the Company (except one who is ineligible to participate in any of the Company's employee remuneration schemes) and any associates of those persons. However, the Company need not disregard a vote if it is cast by (a) a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or (b) a person chairing the meeting in accordance with a direction on the proxy form to vote as the proxy decides.

By order of the Board



Mr Trevor Schmitt
Company Secretary
CMA Corporation Limited

24 October 2008

BACKGROUND INFORMATION

To assist you in deciding how to vote on the above resolutions, further details as background information to the resolutions are set out in the explanatory note forming part of this notice of meeting.

GLOSSARY

Words defined in the explanatory note have the same meaning when used in this notice of meeting unless the context requires otherwise. For assistance in considering the notice of meeting, the following words are defined here:

AGM means annual general meeting.

Annual Report means the annual report of the Company for the financial year ended 30 June 2008.

ASX means the Australian Securities Exchange Limited.

Board means all or some of the directors of the Company acting as a board.

Company means CMA Corporation Limited ABN 40 113 329 016.

Corporations Act means the *Corporations Act 2001* (Commonwealth).

Employee Remuneration Schemes means each of the Tax Exempt Plan (described in resolution 11), Tax Deferred Plan (described in resolution 12), Performance Share Plan (described in resolution 13) and Share Option Plan (described in resolution 14).

Listing Rules means the official listing rules of the ASX.

Share means a share in the capital of the Company.

RECOMMENDATION

The Board of the Company believes that the above resolutions are in the best interests of the shareholders of the Company and (save where otherwise indicated in the explanatory note) unanimously recommend that you vote in favour of each of them.

ENTITLEMENT TO ATTEND AND VOTE

In accordance with regulation 7.11.37 of the Corporations Regulations 2001, the Company has determined that the shareholding of each person for the purpose of determining entitlements to attend and vote at the meeting will be the entitlement of that person set out in the Company's share register as at 3pm (AEDST) Saturday 22 November 2008. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

HOW TO VOTE

Voting in person

A shareholder that is an individual may attend and vote in person at the meeting. If you wish to attend the meeting, please bring the enclosed proxy form to the meeting to assist in registering your attendance and number of votes. Please arrive 20 minutes prior to the start of the meeting to facilitate this registration process.

A shareholder that is a corporation may appoint an individual to act as its representative to vote at the meeting in accordance with section 250D of the Corporations Act. The appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's share registry or at www.computershare.com.

Voting by proxy

If you do not wish to attend the meeting, you may appoint a proxy to attend and vote on your behalf. A body corporate may also appoint a proxy. A proxy need not be a shareholder. If a representative of a corporate proxy is to attend the meeting, the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's share registry or at www.computershare.com.

You are entitled to appoint up to 2 proxies to attend the meeting and vote on your behalf. If you wish to appoint a second proxy, an additional proxy form may be obtained by telephoning the Company's share registry or you may copy the enclosed proxy form. To appoint a second proxy, you must follow the instructions on the reverse of the proxy form.

To be valid, your proxy form (and any power of attorney or certified copy of that power under which it is signed) must be received at an address given below no later than 48 hours before the commencement of the meeting. Any proxy form received after that time will not be valid for the scheduled meeting.

By mail **Computershare Investor Services Pty Limited, GPO Box 242, Melbourne VIC 3001**

By fax **(03) 9473 2555**

In person **Computershare Investor Services Pty Limited, Level 2, 45 St George's Terrace, Perth WA 6000**

QUESTIONS FROM SHAREHOLDERS

The chairman of the meeting will allow a reasonable opportunity for shareholders to ask questions or make comments on the management of the Company at the meeting.

Mr Arthur Milner of PKF East Coast Practice ABN 83 236 985 726, as the auditor responsible for preparing the auditor's report for the financial year ended 30 June 2008 (or his representative), will attend the meeting. The chairman of the meeting will allow a reasonable opportunity for the members as a whole to ask the auditor questions at the meeting about:

- the conduct of the audit;
- the preparation and content of the auditor's report;
- the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- the independence of the auditor in relation to the conduct of the audit.

To assist the Board and the auditor of the Company in responding to any questions you may have, please submit any questions by fax or to the address below by no later than 5pm (AEDST) on Monday, 17 November 2008.

By mail **Company Secretary, PO Box 1256, Queen Victoria Building NSW 1230**

By fax **(02) 9200 3501**

In person **Level 5, 160 Sussex Street, Sydney NSW 2000**

As required by section 250PA of the Corporations Act, the Company will make available at or before the start of the meeting copies of the list of questions directed to the auditor that are relevant to the content of the auditor's report or the conduct of the audit of the annual financial report for the financial year ended 30 June 2008. The chairman of the meeting will allow a reasonable opportunity for the auditor to respond to the questions set out on this list.

Explanatory Note

RECEIPT OF FINANCIAL STATEMENTS

To receive the financial report, directors' report and auditor's report.

Section 317 of the Corporations Act requires the directors of the Company to lay before the AGM the financial report (including the remuneration report), the directors' report and the auditor's report for the last financial year that ended before the AGM.

In accordance with section 250S of the Corporations Act, shareholders will be provided with a reasonable opportunity to ask questions or make comments in relation to the management of the Company, the financial report, directors' report and the auditor's report but no formal resolution to adopt the reports will be put to shareholders at the AGM (save for resolution 1 for adoption of the remuneration report which is advisory only and does not bind the directors or the Company).

RESOLUTION 1

Adoption of Remuneration Report

Section 250R of the Corporations Act requires that a resolution that the remuneration report be adopted be put to the vote at the Company's AGM. The vote on this resolution is advisory only and does not bind the directors or the Company.

The remuneration report is set out on pages 22 to 26 of the 2008 Annual Report.

In accordance with section 250SA of the Corporations Act, the chairman will allow members a reasonable opportunity to ask questions or make statements in relation to the remuneration report.

RESOLUTIONS 2 TO 4

Under Rule 9.2 of the Company's constitution, any director appointed to fill a casual vacancy in the period since the Company's previous (2007) AGM holds office only until the Company's next AGM and is eligible for re-election at that AGM but is not taken into account in determining the number of directors who must retire by rotation at that AGM.

Terry Woods was appointed as a non-executive director of the Company on 3 December 2007. Grant Anderson was appointed as a non-executive independent director of the Company on 1 October 2008. Their appointments are required to be confirmed at the 2008 AGM.

Rule 6.1 of the Company's constitution requires that 1/3 of the directors of the Company must retire from office at each AGM and further, that if the number of directors is not equal to a multiple of 3 then the number nearest to but not greater than 1/3 retire from office.

In accordance with Rule 6.7 the Managing Director is not subject to retirement by rotation and is not taken into account in determining the rotation of retirement of directors. Additionally, in accordance with Rule 9.2 of the Company's constitution, Terry Woods and Grant Anderson (as directors appointed to fill casual vacancies since the 2007 AGM) are not taken into account in determining the rotation of directors.

Therefore one director must retire by rotation. Rule 6.2 of the Company's constitution requires that those directors who have been longest in office since their election should be the directors to retire at the AGM. Rule 6.4 of the Company's constitution provides that a retiring director is eligible for re-election without the necessity of giving any previous notice of his or her intention to submit himself or herself for re-election.

The director who has been longest in office is Joseph Tong Hong Chung who retires by rotation and being eligible, offers himself for re-election.

Further information on each of resolutions 2 to 4 are set out below.

RESOLUTION 2 – Re-election of Joseph Tong Hong Chung

Joseph Tong Hong Chung

Joseph Tong Hong Chung was a founding shareholder of the T & T Group and has over 20 years experience in the demolition and recycling industry. Joseph is an expert in project management and has managed a number of high value contracts with Australia's leading companies. Joseph also has a number of years experience in exporting scrap metal from major ports in Australia to clients in South East and North East Asia.

Joseph is a non-independent director of CMA, being a major shareholder in CMA, and was initially appointed to the Board on 11 March 2005.

The Board of the Company, with the exception of Mr Joseph Tong Hong Chung, unanimously recommend that you vote in favour of Mr Joseph Tong Hong Chung's re-election.

RESOLUTION 3 – Election of Terry Woods

Terry Woods

Terry Woods has over 10 years experience in the waste management, recovery and recycling industries across Australia and New Zealand. Terry is the Managing Director for Mergers & Acquisitions for the Transpacific Industries Group, a position he has held for 3 years. Terry has previously held senior management positions in the cement, concrete and quarrying sectors.

Transpacific Industries Group Limited (ASX: TPI) became a strategic investor in December 2007 after it subscribed for 49.8 million shares. As at 29 September 2008 TPI held a 13.91% stake in the expanded capital of the Company. TPI has since become a key customer of the Company and it is expected that further synergies and benefits will be captured from the relationship in the future.

The Board of the Company, with the exception of Mr Terry Woods, unanimously recommend that you vote in favour of Mr Terry Woods' election.

RESOLUTION 4 – Election of Grant Anderson

Grant Anderson

Grant Anderson has more than 25 years executive experience in the manufacturing and logistics industries, both in Australia and abroad. His previous roles include CEO and President of PBR International, a leading supplier of brake system technology and subsidiary of ASX listed Pacific Group Ltd. Grant has also held a variety of positions at Britax International plc, a public company registered on the London Stock Exchange, including Regional Managing Director (Asia) of the Vision Systems Division which included operations in Australia, India, China, Korea, Thailand and Japan.

The Board of the Company, with the exception of Mr Grant Anderson, unanimously recommend that you vote in favour of Mr Grant Anderson's election.

RESOLUTIONS 5 TO 10

Resolutions 5 to 10 deal with the ratification of shares issued by the Company since the 2007 AGM. The resolutions are being put to shareholders for the purposes of Listing Rules 7.1 and 7.4.

Listing Rule 7.1

Subject to certain exceptions set out in Listing Rule 7.2, Listing Rule 7.1 prohibits a listed company from issuing or agreeing to issue equity securities (which includes shares and options) equal to an amount of more than 15% of a company's ordinary capital in any 12 month period without shareholder approval.

Listing Rule 7.4

Listing Rule 7.4 provides an exception to Listing Rule 7.1. That Listing Rule provides that where a company in a general meeting subsequently approves a previous issue of securities made without approval under Listing Rule 7.1, those securities shall be deemed to have been made with shareholder approval for the purpose of Listing Rule 7.1.

Shareholder approval for share issues made since the Company's 2007 AGM is being sought pursuant to Listing Rule 7.4 to reinstate the Company's capacity to issue up to 15% of its ordinary capital, if required, in the next 12 months without prior shareholder approval. This will maintain flexibility for the Company to issue or agree to issue further ordinary shares prior to seeking further shareholder approval (for example, to raise funds for working capital or in connection with business or asset acquisitions). Details for each of resolutions 5 to 10 is set out below.

RESOLUTION 5

Ratification of the issue of 37,500,000 fully paid ordinary Shares to Meretec Limited

Resolution 5 seeks shareholder ratification pursuant to Listing Rule 7.4 for the issue of 37,500,000 fully paid ordinary Shares to Meretec Limited.

The details of the issue are set out below.

Background

On 13 August 2008, CMA Corporation Limited issued 37,500,000 fully paid ordinary shares in consideration for the acquisition of the assets of UK-based Meretec Limited and of its US-based subsidiary Meretec Corporation.

In accordance with Listing Rule 7.5, the following information is provided to shareholders of the Company:

- the number of Shares issued the subject of resolution 5 was 37,500,000 fully paid ordinary Shares;
- the Shares were issued at a deemed issue price of \$0.45 per Share as consideration for the acquisition by the Company of the assets of UK-based Meretec Limited and of its US-based subsidiary Meretec Corporation;
- the Shares the subject of resolution 5 were issued on the same terms as, and rank *pari passu* with, all other existing fully paid ordinary Shares of the Company;
- the Shares were issued to Meretec Limited;
- the Shares issued to Meretec Limited are subject to voluntary escrow arrangements for a period of 12 months from their date of issue; and
- there were no funds raised pursuant to the issue of the Shares to Meretec Limited as the Shares were issued as consideration for the acquisition by the Company of the assets of UK-based Meretec Limited and of its US-based subsidiary Meretec Corporation.

The Board of the Company unanimously recommend that you vote in favour of Resolution 5.

RESOLUTION 6

Ratification of the issue of 3,391,491 fully paid ordinary Shares to BBY Nominees Pty Limited

Resolution 6 seeks shareholder ratification pursuant to Listing Rule 7.4 for the issue of 3,391,491 fully paid ordinary Shares to BBY Nominees Pty Limited.

The details of the issue are set out below.

Background

In April 2008, following the declaration by the Board of the Company's inaugural interim dividend of 0.5 cents per share (**2008 Interim Dividend**), the Board established the CMA Dividend Reinvestment Plan (**DRP**). The issue of shares under the DRP for the 2008 Interim Dividend was underwritten by BBY Limited. Pursuant to the underwriting agreement, BBY Nominees Pty Limited subscribed for 3,391,491 Shares being the shortfall in the number of shares that could have been taken up by the Company's shareholders under the DRP in relation to the 2008 Interim Dividend. The issue price of the Shares was \$0.53584 per Share being the same as the deemed issue price of shares issued to shareholders under the DRP (calculated in accordance with the rules of the DRP).

In accordance with Listing Rule 7.5, the following information is provided to shareholders of the Company:

- the number of Shares issued the subject of resolution 6 was 3,391,491 fully paid ordinary Shares;
- the Shares were issued at an issue price of \$0.53584 per Share to BBY Nominees Pty Limited as underwriter of the issue of shares by the Company under the DRP for the 2008 Interim Dividend;
- the Shares the subject of resolution 6 were issued on the same terms as, and rank pari passu with, all other existing fully paid ordinary Shares of the Company; and
- funds raised by the issue of the Shares to BBY Nominees Pty Limited are used by the Company for its ongoing working capital requirements and acquisitions as well as for meeting the Company's costs associated with the DRP.

The Board of the Company unanimously recommend that you vote in favour of Resolution 6.

RESOLUTION 7

Ratification of the issue of 1,394,495 fully paid ordinary Shares to Metal Recovery Limited

Resolution 7 seeks shareholder ratification pursuant to Listing Rule 7.4 for the issue of 1,394,495 fully paid ordinary Shares to Metal Recovery Limited.

The details of the issue are set out below.

Background

On 3 April 2008, CMA Corporation Limited issued 1,394,495 fully paid ordinary shares to Metal Recovery Limited in consideration for the acquisition of the business and assets of Bay Scrap Metal, a metal recycling business based in Tauranga, New Zealand.

In accordance with Listing Rule 7.5, the following information is provided to shareholders of the Company:

- the number of Shares issued the subject of resolution 7 was 1,394,495 fully paid ordinary Shares;
- the Shares were issued at a deemed issue price of \$0.6332 per Share as consideration for the acquisition by the Company of the business and assets of Bay Scrap Metal;
- the Shares the subject of resolution 7 were issued on the same terms as, and rank pari passu with, all other existing fully paid ordinary Shares of the Company;
- the Shares were issued to Metal Recovery Limited;
- the Shares issued to Metal Recovery Limited are subject to voluntary escrow arrangements for a period of 18 months from their date of issue; and
- there were no funds raised pursuant to the issue of the Shares to Metal Recovery Limited as the Shares were issued as consideration for the acquisition by the Company of the business and assets of Bay Scrap Metal.

The Board of the Company unanimously recommend that you vote in favour of Resolution 7.

RESOLUTION 8

Ratification of the issue of 11,012,266 fully paid ordinary Shares to Meretec Limited

Resolution 8 seeks shareholder ratification pursuant to Listing Rule 7.4 for the issue of 11,012,266 fully paid ordinary Shares to Meretec Limited.

The details of the issue are set out below.

Background

On 8 February 2008, CMA Corporation Limited issued 11,012,266 fully paid ordinary shares to Meretec Limited in consideration for the acquisition of the business and assets of Meretec Corporation. Meretec Corporation is engaged in the business of developing proprietary commercially viable methods of removing and recovering zinc coatings from galvanized scrap metal, and is based in Chicago.

In accordance with Listing Rule 7.5, the following information is provided to shareholders of the Company:

- the number of Shares issued the subject of resolution 8 was 11,012,266 fully paid ordinary Shares;
- the Shares were issued at a deemed issue price of \$0.70 per Share as consideration for the acquisition by the Company of the business and assets of Meretec Corporation;
- the Shares the subject of resolution 8 were issued on the same terms as, and rank pari passu with, all other existing fully paid ordinary Shares of the Company;
- the Shares were issued to Meretec Limited;
- the Shares issued to Meretec Limited are subject to voluntary escrow arrangements for a period of 12 months from their date of issue; and
- there were no funds raised pursuant to the issue of the Shares to Meretec Limited as the Shares were issued as consideration for the acquisition by the Company of the business and assets of Meretec Corporation.

The Board of the Company unanimously recommend that you vote in favour of Resolution 8.

RESOLUTION 9

Ratification of the issue of 611,920 fully paid ordinary Shares to Truck Cranes NZ Limited

Resolution 9 seeks shareholder ratification pursuant to Listing Rule 7.4 for the issue of 611,920 fully paid ordinary Shares to Truck Cranes NZ Limited.

The details of the issue are set out below.

Background

On 4 February 2008, CMA Corporation Limited issued 611,920 fully paid ordinary shares to Truck Cranes NZ Limited in consideration for the acquisition of the business and assets of Bowman Bulk Freight Limited. Bowman Bulk Freight Limited is a scrap metal transportation business located in New Zealand.

In accordance with Listing Rule 7.5, the following information is provided to shareholders of the Company:

- the number of Shares issued the subject of resolution 9 was 611,920 fully paid ordinary Shares;
- the Shares were issued at a deemed issue price of \$0.6371 per Share as consideration for the acquisition by the Company of the business and assets of Bowman Bulk Freight Limited;
- the Shares the subject of resolution 9 were issued on the same terms as, and rank pari passu with, all other existing fully paid ordinary Shares of the Company;
- the Shares were issued to Truck Cranes NZ Limited;
- the Shares issued to Truck Cranes NZ Limited are subject to voluntary escrow arrangements for a period of 12 months from their date of issue; and
- there were no funds raised pursuant to the issue of the Shares to Truck Cranes NZ Limited as the Shares were issued as consideration for the acquisition by the Company of the business and assets of Bowman Bulk Freight Limited.

The Board of the Company unanimously recommend that you vote in favour of Resolution 9.

RESOLUTION 10

Ratification of the issue of 2,961,172 fully paid ordinary Shares to Cableco Metal Industries Limited

Resolution 10 seeks shareholder ratification pursuant to Listing Rule 7.4 for the issue of 2,961,172 fully paid ordinary Shares to Cableco Metal Industries Limited.

The details of the issue are set out below.

Background

On 21 December 2007, CMA Corporation Limited issued 2,961,172 fully paid ordinary shares to Cableco Metal Industries Limited in consideration for the acquisition of the business and assets of Cableco Metal Industries Limited, a scrap metal recycling business located in New Zealand.

In accordance with Listing Rule 7.5, the following information is provided to shareholders of the Company:

- the number of Shares issued the subject of resolution 10 was 2,961,172 fully paid ordinary Shares;
- the Shares were issued at a deemed issue price of \$0.734 per Share as consideration for the acquisition by the Company of the business and assets of Cableco Metal Industries Limited;
- the Shares the subject of resolution 10 were issued on the same terms as, and rank pari passu with, all other existing fully paid ordinary Shares of the Company;
- the Shares were issued to Cableco Metal Industries Limited;
- the Shares issued to Cableco Metal Industries Limited are subject to voluntary escrow arrangements for a period of 12 months from their date of issue; and
- there were no funds raised pursuant to the issue of the Shares to Cableco Metal Industries Limited as the Shares were issued as consideration for the acquisition by the Company of the business and assets of Cableco Metal Industries Limited.

The Board of the Company unanimously recommend that you vote in favour of Resolution 10.

RESOLUTIONS 11 TO 14

Approval of issue of securities under the Employee Remuneration Schemes

Resolutions 11 to 14 seek shareholder approval for future issues of securities pursuant to the Company's Employee Remuneration Schemes. The Employee Remuneration Schemes provide for the grant of shares and options to eligible employees of the Company.

The purpose of the Employee Remuneration Schemes is to enable the Company to appropriately attract, remunerate and incentivise employees. In order to continue rapid growth both by acquisition and organically, and consolidate this growth into sustainable long term earnings, the Board believes it is imperative to have in place appropriate employee remuneration schemes. The Board considers that the Employee Remuneration Schemes will contribute to the long-term financial performance of the Company by rewarding eligible employees for their performance and providing an incentive for retention of employees.

The Tax Deferred Plan allows employees to acquire shares tax effectively through salary deductions. The Tax Exempt Plan allows the Board to promote employee share acquisition by matching employee purchases with additional shares in proportion to the shares purchased (in a tax effective manner).

Share acquisition will encourage employees from formerly disparate organisations to identify with the consolidated Company, foster the image of the Company as a good place to work and be part of, and share a commitment to Company performance and results. The rules of the Employee Remuneration Schemes also provide the flexibility to recognise exceptional employee performance with a share grant. Lastly, the rules of the Employee Remuneration Schemes allow the Board to grant shares to recruit or retain certain employees with essential knowledge and skills necessary for Company operations.

The Performance Share Plan and the Share Option Plan provide equity based incentives for focussing senior management on strategies and outcomes that ensure the Company's ambitious growth targets are realised. In addition, the long term nature of these plans also emphasises the need for this growth to be well consolidated so shareholder value creation can be sustained. Having both the Performance Share Plan and Share Option Plan will allow the Board to vary the type of securities offered according to the level of the employee's position in the Company and its focus. All awards under the Performance Share Plan and Share Option Plan must have performance hurdles before the awards are allowed to vest.

A copy of each of the Employee Remuneration Schemes may be requested from the Company Secretary, on (02) 9200 3500. A summary of rules common to each Employee Remuneration Scheme, and summaries of each Employee Remuneration Scheme and rules specific to each of the Employee Remuneration Schemes are provided in Annexure A to these explanatory notes.

Listing Rules Requirements

Subject to the exceptions in Listing Rule 7.2, Listing Rule 7.1 prohibits a listed company from issuing or agreeing to issue equity securities (which includes shares and options) equal to an amount of more than 15% of a company's ordinary capital in any 12 month period without shareholder approval (**15% Limit**).

Exception 9(b) of Listing Rule 7.2 permits securities issued under an employee incentive scheme (such as each of the Employee Remuneration Schemes) to be excluded from the 15% Limit where shareholders have approved the issue of securities under the employee incentive scheme within 3 years before the date they are issued.

Resolutions 11 to 14, if passed, will allow shares and options to be granted (and shares to be issued on exercise of those options) under the Employee Remuneration Schemes during the 3 years after the date of this annual general meeting without being counted towards the 15% Limit.

RESOLUTION 11

Approval of issue of securities under the Tax Exempt Plan

Under the Tax Exempt Plan, the Company may match eligible employees' post tax purchases of CMA shares with a tax exempt grant of shares on a one for one matching basis up to a maximum value of \$1,000 in any tax year. A summary of the Tax Exempt Plan is attached as Annexure A to these explanatory notes.

The Tax Exempt Plan was previously approved by shareholders at the Company's 2005 AGM. Since that time, the Company has issued 423,890 ordinary shares under the Tax Exempt Plan.

The non-executive directors of the Board of the Company unanimously recommend that you vote in favour of Resolution 11.

RESOLUTION 12

Approval of issue of securities under the Tax Deferred Plan

Under the Tax Deferred Plan, the Company may allocate shares to eligible employees to, amongst other things, reward performance, attract and retain key employees or in lieu of salary or bonuses as an encouragement for employees to purchase shares in the Company. A summary of the Tax Deferred Plan is attached as Annexure A to these explanatory notes.

The Tax Deferred Plan was previously approved by shareholders at the Company's 2005 AGM. Since that time, the Company has issued nil shares under the Tax Deferred Plan.

The non-executive directors of the Board of the Company unanimously recommend that you vote in favour of Resolution 12.

RESOLUTION 13

Approval of issue of securities under the Performance Share Plan

Under the Performance Share Plan, the Company may allocate shares to eligible executives of the Company to, amongst other things, reward performance and attract and retain key executives. A summary of the Performance Share Plan is attached as Annexure A to these explanatory notes.

The Performance Share Plan was previously approved by shareholders at the Company's 2005 AGM. Since that time, the Company has issued 1,096,875 ordinary shares under the Performance Share Plan.

The non-executive directors of the Board of the Company unanimously recommend that you vote in favour of Resolution 13.

RESOLUTION 14

Approval of issue of securities under the Share Option Plan

Under the Share Option Plan, the Company may allocate options to eligible executives of the Company to, amongst other things, reward performance and attract and retain key executives. A summary of the Share Option Plan is attached as Annexure A to these explanatory notes.

The Share Option Plan was previously approved by shareholders at the Company's 2005 AGM. Since that time, the Company has issued 825,000 options under the Share Option Plan.

The non-executive directors of the Board of the Company unanimously recommend that you vote in favour of Resolution 14.

Annexure A

SUMMARY OF EMPLOYEE REMUNERATION SCHEMES

1. Summary of Rules Applying To All Employee Remuneration Schemes

Variation of Rules

The Board may alter the rules subject to the Listing Rules and the Company's Constitution.

Limitation on Participation

No-one may participate or continue to participate in the Employee Remuneration Schemes if he or she is a non-executive director of the Company, or is an employee who beneficially owns or controls or would beneficially own or control 5% or more of the Company's ordinary shares (or would be in a position to cast, or control the casting of, more than 5% of the maximum number of votes that may be cast at a general meeting of the Company).

The Board may determine that any plan be terminated or suspended in whole or in part.

Limitation on Issues

The number of shares (or options) that may be issued under the Employee Remuneration Schemes when aggregated with the number of shares issued (or that would be issued if each outstanding offer with respect to shares, units of shares, and options to acquire unissued shares, were accepted or exercised) during the previous 5 years under all the Employee Remuneration Schemes or any other employee share plans established by the Company (but excluding offers that do not need disclosure under section 708 of the Corporations Act or to persons situated outside Australia) must not exceed 5% of the total number of shares on issue at the time of offer, subject to issue limitations imposed under the Listing Rules and to ensure compliance with any relevant Corporations Act exemptions and exclusions.

Shares (or options) can not be allocated to a participant under any Employee Remuneration Scheme if the total number of unissued shares and the total number of issued shares the subject of Employee Remuneration Schemes or any other employee share plans exceeds 10% of the Company's total number of shares on issue from time to time.

ASX Listing Rule 7.1 provides a formula that limits the number of equity securities the Company may issue to not more than 15% of its ordinary securities within any 12 month period without shareholder approval. An exception to this rule is set out in ASX Listing Rule 7.2, exception 9, which provides that issues under an employee incentive scheme are exempt from the 15% limit if they are issued within a period of three years after shareholders approve the employee incentive scheme. Resolutions 11, 12, 13 and 14 seek shareholder approval for the issue of securities under the schemes over the next three years as exceptions to ASX Listing Rule 7.1 15% limit. Further approval is required at the expiration of the three year period for the exemptions to continue to apply.

2. Summary of Rules Applying to the CMA Employee Tax Exempt Plan (TEP)

The Company is comprised of a mix of employees who were inherited from the original companies merged to form the Company, new employees coming aboard with acquisitions since its listing and new recruits who add to the skill and knowledge base of the Company. Many of these employees have acquired job knowledge that may be difficult to readily replace in an era of full employment, particularly in the more remote localities. The TEP will be applied to generate employee commitment to, and identification with, the Company across all operations.

The TEP is designed to operate within Federal taxation legislation which provides for a special tax exemption for employees. Under the legislation, companies may give free grants of shares up to a value of \$1,000 per annum. To comply with the legislation certain conditions must apply, including the percentage of permanent employees covered, a non-discriminatory offer of shares and a restriction on disposal of shares.

While there is flexibility in the TEP rules to operate the TEP in other ways, the intent is to match employees' post tax purchase of the Company's shares with a tax exempt grant of shares on a one for one matching basis up to a maximum value of \$1,000 in any tax year (or such other amount as may be allowed as the maximum applicable tax exempt discount under applicable tax laws at the time). It is believed this provision will provide a reward to employees who want to be more committed over a longer term, and share in the Company's success.

The Board has determined that employees who participate in other CMA Employee Remuneration Schemes will not be able to participate in the TEP. The Board has determined that the TEP is open to permanent employees with 3 or more months' service.

Shares will be acquired on-market by trading on the ASX, other purchases or from a new issue of shares.

Participation in the TEP

Shares may be allocated to eligible employees as a match or partial match to shares acquired by employees via post tax salary contributions or in any other manner that the Board considers a cost effective method for ensuring employee identification with, and commitment to, the Company. The Board may subject offers to any terms and conditions determined by the Board.

Offers to participate in the TEP will include the following matters as determined by the Board:

- (a) eligibility criteria for the offer or identity or categories of employees being invited to participate in the TEP;
- (b) any performance, vesting or other criteria applying to Shares to be acquired by participants; and
- (c) any other terms or conditions the Board determines will apply to such offer.

Operation of TEP

The key components of the TEP are:

- The participant's ownership of the shares, and his or her right to deal with them, will be governed by the rules of the TEP.
- The Board may from time to time make offers to eligible employees.
- The Board may form policies for the operation of the TEP consistent with the rules.

Entitlement to Shares / Disposal Restrictions

Shares granted under the TEP are subject to disposal restrictions such that an employee may not dispose of (or otherwise deal with or encumber) those shares until the earlier of: the Board approving; the employee ceasing to be employed by the Company (or its related entities); or 3 years from the date the Shares are granted.

The Board may determine and specify in an invitation to an eligible employee, any matching purchase, service, performance, vesting or other criteria that must be met before Shares to which the invitation relates may be withdrawn from the TEP. Shares granted under the TEP are subject to disposal restrictions until the participant submits a withdrawal notice and the Board approves the withdrawal notice and any performance or other criteria have been satisfied.

Shareholding Rights

Participants are entitled to receive any dividends, or other distributions or entitlements made in respect of Shares. Participants are also entitled to participate in rights and bonus issues. Participants may also exercise voting rights on shares. Shares are otherwise issued on the same terms and conditions as the Company's ordinary shares and the Company will apply for their quotation on the ASX.

3. Summary of Rules Applying to the CMA Employee Tax Deferred Plan (TDP)

The TDP has three main purposes:

- (a) to encourage employees who either cannot, or choose not to, participate in the Tax Exempt Plan to purchase shares in the Company on a post-tax basis;
- (b) to recognise exceptional employee performance with a restricted grant of shares; and
- (c) to attract and retain key recruits with a restricted grant of shares in lieu of cash.

Shares will be acquired on-market by trading on the ASX, other purchases or from a new issue of shares. Shares will be subject to a holding lock that can only be removed by the Board.

Shares will be granted to participants for the price (if any) determined by the Board.

The Board will determine any performance or other pre-conditions to the grant of any shares under the TDP. The following is a summary of other major provisions of the TDP.

Participation in TDP

Shares may be allocated to eligible employees:

- in lieu of salary;
- as a match or partial match to employee pre tax salary sacrifice purchases of shares;
- in lieu of their annual bonus;
- in recognition of exceptional performance;
- as an inducement to join and/or remain with the Company; or
- in any other manner that the Board considers a cost effective method for attracting, retaining and motivating employees.

Offers to participate in the TDP will include the following matters as determined by the Board:

- (a) eligibility criteria for the offer or identity or categories of employees being invited to participate in the TDP;
- (b) any performance, vesting or other criteria applying to Shares to be acquired by participants; and
- (c) any other terms or conditions the Board determines will apply to such offer.

Entitlement to Shares / Restrictions on Disposal

Shares under the TDP are subject to disposal restrictions such that an employee may not dispose of (or otherwise deal with or encumber) those shares unless or until the earlier of the Board approving, the employee ceasing to be employed by the Company (or its related entities) or 10 years from the date the Shares are granted.

The Board may determine and specify in an invitation to an eligible employee, any performance, vesting or other criteria that must be met before Shares to which the invitation relates may be withdrawn from the TDP. Shares granted under the TDP are subject to disposal restrictions until the participant submits a withdrawal notice and the Board approves the withdrawal notice and any performance or other criteria have been satisfied.

Forfeiture of Shares

Shares may be forfeited in certain circumstances due to the acts or omissions of an employee, including but not limited to, the participant being dismissed as an employee (with cause), breaching a law or duty in relation to their employment or, in the opinion of the directors, the employee brings the Company into disrepute. In the case, the Company has the ability to buy-back the Shares or otherwise sell the shares and pay the proceeds to the Company.

Shareholding Rights

Participants are entitled to receive any dividends, or other distributions or entitlements made in respect of Shares. Participants are also entitled to participate in rights and bonus issues. Participants may also exercise voting rights on shares. Shares are otherwise issued on the same terms and conditions as the Company's ordinary shares and the Company will apply for their quotation on the ASX.

Change of Control

The Board will notify participants to enable them to withdraw shares from the TDP where there is publicly announced any proposal in relation to the Company which the Board reasonably believes may lead to a change in control of the Company. A participant's right to lodge a withdrawal notice for Shares in these circumstances may be affected by a requirement to satisfy certain criteria determined by the Board and recorded in the invitation given to the participant pursuant to which the participant applied for those Shares.

4. Summary of Rules Applying to the CMA Performance Share Plan (PSP)

The Performance Share Plan (**PSP**) will operate in conjunction with the Share Option Plan (**SOP**). The PSP and SOP together provide the Board with the flexibility to mix the type of incentive that the Board considers will be cost effective in attracting, retaining and focusing executives on outcomes that generate sustainable and growing shareholder returns.

No shares will be allocated unless the Company meets performance conditions over the defined performance period. The performance period will be at least two years. Therefore, no executive will receive any performance shares until after a minimum of at least two years, and only then after performance requirements have been attained. Because the Company is undergoing a period of rapid growth, the Board envisages that the performance hurdles required for optimal shareholder return may need to change from time to time.

The Board has the discretion to make conditional offers of shares that are subject to performance criteria. Each offer will take into account the total remuneration level and components for each executive, the Company's strategic intent, and overall remuneration policy.

Shares allocated under the PSP are otherwise issued on the same terms and conditions as the Company's other ordinary shares and will be listed on the ASX.

Cessation of Employment

Where a participant ceases to be employed by the Company prior to completion of the performance period, other than by a qualifying reason, any rights of the participant to the offered shares will lapse. Where a participant ceases to be employed by the Company due to a qualifying reason the Board may determine that some or all of the offered shares will be allocated (or that alternatively, some other form of payment will be made if appropriate). Qualifying reasons include death, permanent disablement, retrenchment and retirement.

Disposal Restrictions

Shares granted to employees under the PSP are subject to disposal restrictions. The employee cannot transfer or otherwise deal with or encumber their shares unless approved by the PSP administrator. Applications for approval of a transfer of shares cannot be made before the earlier of: the 10th anniversary of 1 July in the year which the shares are allocated; the employee ceases to be employed by the Company (or its related entities); a change of control event occurs; or the PSP administrator otherwise allows.

Forfeiture of Shares

The Company has the right to buy-back or otherwise sell shares granted under the PSP in particular circumstances, including where the employee is dismissed for cause or in the Board's opinion brings the Company into serious disrepute. The Company retains the proceeds of that sale.

Issue of Bonus Shares / Reorganisation of Capital

If the Company makes a bonus issue to holders of Shares or reconstructs the Company's capital, any employee who has been offered Shares under the PSP but has not been granted the Shares (for example due to performance conditions not yet being satisfied), then (subject to all other conditions of the grant being satisfied) the number of shares granted under the PSP to the employee will increase to include the number of bonus shares the employee would have received if the shares had been granted before the bonus issue occurred, or otherwise will be adjusted for the reconstruction in the manner specified in the Listing Rules.

Change of Control

Subject to the Corporations Act and Listing Rules, if there were a change of control or a Company restructuring, the offered shares would be allocated to the participant.

Participation in the PSP

Shares may be allocated to eligible employees who hold executive positions that significantly influence Company strategy and results.

5. Summary of the terms of the CMA Share Option Plan (SOP)

The Share Option Plan (**SOP**) will operate in conjunction with the Performance Share Plan (**PSP**). The PSP and SOP will together provide the Board with the flexibility to mix the type of incentive that the Board considers will be cost effective in attracting, retaining and focusing executives on outcomes that generate sustainable and growing shareholder returns.

The terms of the SOP allow the board to set performance criteria that must be achieved before the options become exercisable. In addition the board has determined that no options will be issued unless the Company meets performance conditions over the defined performance period. The performance period will be at least two years after they are granted the option. Therefore, no executive will be able to exercise any share option until after a minimum of at least two years after they are granted the option, and only then after performance requirements have been attained. Because the Company is undergoing a period of rapid growth, the Board envisages that the performance hurdles required for optimal shareholder return may need to change from time to time.

The Board has the discretion to grant options subject to performance criteria. Each grant will take into account the total remuneration level and components for each executive, the Company's strategic intent, and overall remuneration policy.

Participation in the SOP

Options may be granted to eligible employees who hold executive positions that significantly influence Company strategy and results.

Operation of the SOP

Exercise Price – unless the Board determines otherwise the exercise price for an option will be the amount determined by the calculation of the weighted average market price of the Company's shares traded on the ASX over the one week period up to and including the date the relevant options are offered to the employee.

Performance Hurdles – the Board has determined that the vesting or exercise of options is to be conditional on the achievement of performance hurdles set out in the terms of the specific grant.

Exercise of Options – the Board will prescribe a date or dates on which options become exercisable. On or after the prescribed date, and provided any other vesting or exercise conditions prescribed by the Board have been achieved, the Employee may acquire that number of the Shares by exercising the same number of options. An option will expire if it is not exercised within the life of the option. The life of the option will lapse 5 years after the grant of the option, provided that no other event has caused the option to lapse at an earlier date in accordance with the SOP.

Terms of Grant – a participant must not dispose of or otherwise deal with or encumber options granted under the SOP and options will not be quoted on the ASX. Options do not confer any right to notices of general meetings (except as may be required by law) nor any right to attend, speak or vote at general meetings of the Company.

Cessation of Employment

Where a participant ceases to be employed by the Company prior to completion of the performance period, other than by a qualifying reason, any unexercised options held by the participant will lapse. Where a participant ceases to be employed by the Company due to a qualifying reason the Board may determine that some or all of the options will become exercisable. Qualifying reasons include death, permanent disablement, retrenchment and retirement.

Change of Control

Subject to the Corporations Act and ASX Listing Rules, if there were a change of control or a Company restructuring, any options held by a participant that were otherwise not exercisable would become exercisable in accordance with the SOP rules.

Reconstruction and Participation in Future Issues

A participant may only participate in new issues of securities, rights issues and bonus issues or other securities pro rata if shares have been issued as a result of exercising an option before the date for determining entitlements to the issue.

If there is a pro-rata issue (other than a bonus issue) before an option is exercised, the option exercise price will be reduced in accordance with the formula provided in the Listing Rules. In essence, the position of the option holder prior to the pro-rata issue is maintained.

A participant's entitlement to shares under options shall be adjusted to take account of bonus issues as if the options had been exercised before the determination of entitlements to those issues.

If there is a reorganisation of capital, a participant's entitlement to shares under options or the exercise price or both will be changed to the extent necessary to comply with the Listing Rules applying to a reorganisation of capital at the time of the reorganisation.