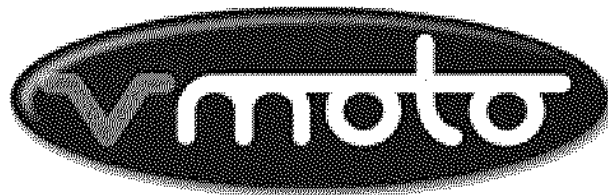


# OPTIMA

Corporation Limited

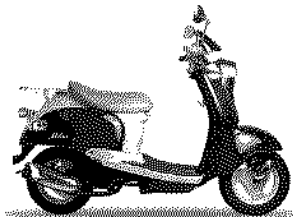
ABN 36 098 455 460



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NOTICE OF GENERAL MEETING  
EXPLANATORY MEMORANDUM  
PROXY FORM

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**Date of Meeting**

Friday, 30 June 2006

**Time of Meeting**

10.00 am (WST)

**Place of Meeting**

The Celtic Club  
48 Ord Street  
West Perth, Western Australia

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## NOTICE OF GENERAL MEETING

NOTICE IS HEREBY GIVEN that a General Meeting of the shareholders of Optima Corporation Limited, ABN 36 098 455 460 (the "Company") will be held at The Celtic Club, 48 Ord Street, West Perth, Western Australia on 30 June 2006 at 10.00 am (WST), for the purpose of transacting the business referred to in this Notice of General Meeting ("Notice of Meeting").

The Explanatory Memorandum that accompanies and forms part of this Notice describes the matters to be considered at this meeting.

### BUSINESS

#### **Resolution 1 – Ratification of the Issue of 12,500,000 Shares**

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

*"That, for the purpose of Listing Rule 7.4 of the Listing Rules of the ASX and all other purposes, the Company ratifies the allotment and issue of 12,500,000 Shares at an issue price of 7.5 cents each on 6 April 2006, to the parties and on the terms and conditions set out in the Explanatory Memorandum that forms part of this Notice."*

The Company will disregard any votes cast on Resolution 1 by any of the persons who participated in the issue the subject of Resolution 1 and any associate of any of those persons. However, the Company need not disregard a vote if the vote is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or the vote is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

#### **Resolution 2 – Issue of Shares to acquire 100% of Capital Pacific Pty Ltd**

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

*"That, for the purpose of Listing Rule 7.1 of the Listing Rules of the ASX and all other purposes, the Company approves the allotment and issue of 60,000,000 Shares at a deemed issue price of 7.5 cents each, to acquire 100% of the issued capital of Capital Pacific Pty Ltd, on the terms and conditions set out in the Explanatory Memorandum that forms part of this Notice"*.

The Company will disregard any votes cast on Resolution 2 by a person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed, and any associate of any of those persons. However, the Company need not disregard a vote if the vote is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or the vote is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

#### **Resolution 3 – Issue of up to 30,000,000 Shares to raise additional capital**

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

*"That, for the purpose of Listing Rule 7.1 of the Listing Rules of the ASX and all other purposes, the Company approves the allotment and issue of up to 30,000,000 Shares in the capital of the Company at an issue price of not less than 80% of the average market price of the Company's Shares on the ASX over the last 5 days on which sales of the Shares are recorded before the date of issue (or if there is a prospectus relating to the issue, over the last 5 days on which sales in the Shares are recorded before the date of the prospectus) as more particularly described in the Explanatory Memorandum that forms part of this Notice"*.

The Company will disregard any votes cast on Resolution 3 by any person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, and any associate of any of those persons. However, the Company need not disregard a vote if the vote is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form or the vote is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

**Resolution 4 – Election of Mr Patrick Davin as a Director**

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

*"Subject to the passing of Resolution 2 and completion of the Security Sale Agreement that, in accordance with the Company's Constitution and for all other purposes, Mr Patrick Davin, having been recommended by the Directors and consented to act, be elected as a Director".*

*For the purposes of Resolutions 1 to 4, the following definitions apply:*

*"ASX" means Australian Stock Exchange Limited;*

*"Company" or "Optima" means Optima Corporation Limited ABN 36 098 455 460;*

*"Capital Pacific Pty Ltd" means Capital Pacific Pty Ltd ACN 083 623 447, a proprietary limited company duly incorporated in Australia, and the owner of the Vmoto Motorcycles Australia business operations;*

*"Director" means a director of the Company;*

*"Notice" or "Notice of Meeting" means this Notice of General Meeting;*

*"Security Sale Agreement" means the Security Sale Agreement dated 9 May 2006 between the Company and the shareholders of Capital Pacific Pty Ltd; and*

*"Shares" means fully paid ordinary shares in the capital of the Company.*

**DATED THIS 30<sup>th</sup> DAY OF MAY 2006  
BY ORDER OF THE BOARD**



**Blair Sergeant**  
*Director*

## PROXIES

1. Votes at the general meeting may be given personally or by proxy, attorney or representative.
2. A member entitled to attend and vote is entitled to appoint not more than two proxies to attend and vote on behalf of the member. A proxy need not be a member of the Company, but must be a natural person (not a corporation). A proxy may also be appointed by reference to an office held by the proxy (eg "the Company Secretary").
3. Where more than one proxy is appointed, each proxy may be appointed to represent a specified proportion of the member's voting rights. If no such proportion is specified, each proxy may exercise half of the member's votes.
4. A proxy form is enclosed. A separate form must be used for each proxy. An additional form can be obtained by writing to the Company at Level 1, 189 Hay Street, Subiaco, Western Australia 6008 or by fax to (61-8) 9382 1322. Alternatively, you may photocopy the enclosed form.
5. A duly completed proxy form and (where applicable) any power of attorney or a certified copy of the power of attorney must be received by the Company at its registered office or the address or fax number set out below, not less than 48 hours before the time for commencement of the meeting. Please send by post to PO Box 8210, Subiaco East, Western Australia 6008 or by fax to (61-8) 9382 1322.
6. The Company will accept proxy appointments by a corporate member executed in accordance with either section 127(1) (not under seal) or section 127(2) (under seal) of the Corporations Act.
7. For the purposes of section 1074E(2) of the Corporations Act 2001 and regulation 7.11.37 of the Corporations Regulations 2001, the Company determines that members holding ordinary shares at the close of business on 28 June 2006 will be entitled to attend and vote at the General Meeting.
8. The Explanatory Memorandum attached to this Notice forms part of this Notice.

## EXPLANATORY MEMORANDUM

This Explanatory Memorandum is intended to provide shareholders with sufficient information to assess the merits of the resolutions contained in the preceding Notice of General Meeting of the Company.

The Explanatory Memorandum and all attachments are important documents. They should be read carefully. The Directors recommend shareholders read this Explanatory Memorandum in full before making any decision in relation to the resolutions.

### RESOLUTION 1 - RATIFICATION OF THE ISSUE OF 12,500,000 SHARES

The Directors issued 12,500,000 Shares at an issue price of 7.5 cents each on 6 April 2006 to raise \$937,500, before costs.

Resolution 1 seeks shareholder approval to ratify the issue of those Shares pursuant to Listing Rule 7.4. Listing Rule 7.4 enables the shareholders of a company to ratify an issue of securities provided that the issue did not fall within one of the exceptions of Listing Rule 7.1 and does not breach the 15% restriction contained in Listing Rule 7.1.

If the issue is ratified by this resolution then the Company will be entitled to issue further securities in accordance with the terms and restrictions of ASX Listing Rule 7.1.

For the purpose of Listing Rule 7.5 the following information is provided:

1. a total of 12,500,000 Shares were issued;
2. the Shares were issued at an issue price of 7.5 cents each;
3. the Shares issued are ordinary fully paid shares and rank equally in all respects with the existing ordinary fully paid shares issued in the capital of the Company;
4. the Shares were issued to the following parties:

Investor	Number of fully paid ordinary shares
Archdall Investments Pty Ltd	1,000,000
Michael Joel Silbert	266,667
Barry D Silbert <BD & BJ Silbert S/F A/C>	130,000
William John Butterworth	133,000
Professional Payment Services Pty Ltd	600,000
John Gilbert Beyfus	500,000
Trenene Holdings Pty Ltd	100,000
Finance Associates Pty Ltd <Gregory Family A/C>	600,000
Nadine Ruth Tolcon	300,000
Mr DJ Stockton & Mrs J Munday <Madam A/C>	133,334
Mr WF Connell & Mrs BH Connell <Connell S/F A/C>	133,334
Cambrian Holdings Pty Ltd	400,000
Sabosa Finance Co Pty Ltd	550,000
Nefco Nominees Pty Ltd	650,000
Troy (Qld) Pty Ltd <RCG Super Fund A/C>	100,000
Mr M & Mrs M Schlotterbach <Melbach Construction S/F A/C>	150,000
Mrs Jane Fiona Scott	300,000
Versailles Holdings Pty Ltd	941,998

Planmoor Investments Pty Ltd	666,667
Planmoor Investments Pty Ltd <B&A Lee Super Fund>	333,333
Toni De Villers	130,000
John Warren Booth <John Booth Super Fund A/C>	200,000
Vince Truda <Super Fund A/C>	600,000
Trimstar Plastering Pty Ltd	90,000
Tirol Investments Pty Ltd <Mogul A/C>	86,000
Murray William Brown	67,000
Colin Kenneth Locke	80,000
Mrs Lisa Nicole Harding Ride <Ride Family A/C>	260,000
Blackmort Nominees Pty Ltd <45697 A/C>	470,000
Anthony Kurt Black	65,000
Silverstone Investments Pty Ltd	67,000
Tomislav Sare	500,000
Techinvest Holdings Pty Ltd	150,000
MJ Jacob & M Gracey <Aquatika Super A/C>	50,000
Mrs Lesley Johnson	46,667
DM Brown <DB Enterprises Investment Fund>	50,000
Justin Hyde	70,000
Edward A O'Feeffe	50,000
Mrs Susan Greenup	80,000
Ida-Marie Leuba	90,000
Gemworth Pty Ltd	65,000
Mrs Jennifer Jill Fogarty	500,000
Minjah Pty Ltd	70,000
Lennin Michael Smith	65,000
Benjamin Michael Wilde	60,000
Marekar Pty Ltd <Marekar Account>	150,000
Frank Scullino	400,000
<b>TOTAL</b>	<b>12,500,000</b>

None of the allottees referred to above are related parties of the Company; and

- the funds raised will be applied towards the ongoing development of the US market for the Company's West and Creatures of Leisure products and general working capital.

## **RESOLUTION 2 - ISSUE OF SHARES TO ACQUIRE 100% OF CAPITAL PACIFIC PTY LTD**

As announced to ASX on 9 May 2006, the Company has entered into a Security Sale Agreement to acquire a 100% interest in Capital Pacific Pty Ltd ("Capital Pacific"), the owner of Vmoto Motorcycles Australia. Resolution 2 seeks shareholder approval to issue 60,000,000 Shares at a deemed issue price of 7.5 cents each ("Consideration Shares"), to acquire a 100% interest in Capital Pacific.

The acquisition is subject to a number of conditions which are as follows:

- completion of due diligence by both parties by no later than 7 June 2006;
- removal by the vendors of Capital Pacific of those assets and associated liabilities which do not relate to the Vmoto Motorcycles Australia business operations or assets;
- Optima shareholder approval by no later than 30 June 2006; and
- the Consideration Shares not being classified or determined by ASX as "restricted securities" as defined by the Listing Rules, or, if the ASX determines the Consideration Shares are "restricted securities" under Chapter 9 of the Listing Rules, the terms and conditions of the restrictions are, at the sole and absolute discretion of the vendors of Capital Pacific, acceptable to the vendors of Capital Pacific.

## Summary of Activities of Capital Pacific

Capital Pacific is the owner of the Vmoto brand of motor scooters. Vmoto is a wholly-owned Australian motor cycle brand specialising in the manufacture and distribution of scooters, all terrain vehicles and motorcycles. Vmoto's headquarters and distribution centre is located in Perth, Western Australia. Vmoto's scooters are produced under contract in facilities situated in the Peoples' Republic of China, one of which is currently the world's largest motor cycle factory.

All Vmoto scooters carry full volume compliance having passed the Australian Design Rules ("ADR"). In addition to ADR compliance, the Vmoto brand and trade mark is also registered in over 15 countries worldwide.

### *Range of Vmoto Products*

The Vmoto range of products covers a wide area, including retro styling of the Milan JX50 scooter, the tech-laden Monza and Australia's #1 selling 125cc scooter, the Vmoto Monaco. The product range also includes All Terrain Vehicles and Dirt Bikes, together with a series of new models expected to be ADR certified in 2006 & 2007.

After releasing its first model in December 2002, Vmoto rose to become Australia's #1 selling scooter in its first year and today is the fastest growing motorcycle brand in Australia (Source: ERC Competitive Position Motorcycle Tracker Report), forecast to sell approximately 3,500 units for the year ended 30 June 2006 and turning over an estimated \$5.5 million.

### *Distribution - Australia*

Vmoto currently has 65 dealers located throughout Australia's capital cities and regional areas, situated as follows:

Western Australia	16
Queensland	21
Victoria	16
New South Wales	7
South Australia	3
Northern Territory	1
Australian Capital Territory	1

### *Distribution - Rest of World*

Vmoto also has established distribution channels in New Zealand (8 dealers) and the United States (3 dealers), with a number of distribution agreements in new international markets currently under negotiation.

### *Financial*

The following is a summary of the unaudited trading results of Capital Pacific for the years ended 30 June 2004 and 2005 and the 10-month period ended 30 April 2006.

	<b>10 months to 30 April 2006</b>	<b>30 June 2005</b>	<b>30 June 2004</b>
Revenue	\$4,310,618	\$3,931,938	\$3,044,700
Gross Profit	\$2,271,996	\$2,509,294	\$1,336,381
EBITDA*	\$741,484	\$539,234	\$406,548
Operating Profit before Tax	\$620,475	\$422,974	\$333,162

\* Earnings before interest, tax, depreciation and amortization.

### Listing Rule 7.1

Listing Rule 7.1 broadly provides, subject to certain exceptions, that shareholder approval is required for any issue of securities by a listed company where the securities proposed to be issued represent more than 15% of the Company's securities then on issue. The issue of 60,000,000 shares as consideration for the acquisition of the 100% interest in Capital Pacific would be an issue of more than 15% of the Company's issued share capital. Shareholder approval is therefore sought pursuant to Resolution 2 in accordance with Listing Rule 7.1.

For the purpose of Listing Rule 7.3, the following information is provided:

1. the maximum number of Shares to be issued under Resolution 2 is 60,000,000;
2. the deemed issue price of the Shares to be issued under Resolution 2 is 7.5 cents per Share;
3. the allottees of the Shares will be as follows:

Allottee	Number of fully paid ordinary shares
Patrick Davin	20,000,000
Kevin Chard-Walker	20,000,000
William Colin Ali	20,000,000

4. the Shares are ordinary fully paid shares and will rank equally in all respects with the existing ordinary fully paid shares issued in the capital of the Company;
5. no funds will be raised by the issue, but rather the shares will be issued as consideration to acquire the 100% interest in Capital Pacific; and
6. subject to satisfaction of certain conditions precedent, the Shares will be issued, as described earlier in this Explanatory Memorandum, on a date no later than 3 months from the date of this General Meeting, or such later date as approved by ASX.

Kevin Chard-Walker and William Colin Ali are not related parties of the Company. Patrick Davin is a related party of the Company by virtue of section 228(6) of the Corporations Act. However, Listing Rule 10.11 approval is not required as the issue of shares to Mr Davin falls within the exception set out in Listing Rule 10.12, Exception 6.

### RESOLUTION 3 - ISSUE OF UP TO 30,000,000 SHARES TO RAISE ADDITIONAL CAPITAL

#### Background Information

The Company has exclusive licences to two complementary surf brands in the USA. In August 2004, the Company secured the exclusive USA distribution licence to the well respected surf accessory brand, Creatures of Leisure ("*Creatures*"). This acquisition was in addition to Optima's exclusive USA manufacturing, marketing and distribution licence for the hard core surfing wetsuit and apparel brand, *West*.

The Company intends to maintain its focus on the sales and marketing of its *West* and *Creatures* surfing brands in the USA. In both these brands, the Company will direct its resources to continue building on the existing distribution channel of core surf retailers. To this end, the Group continues to develop new marketing and promotional programmes aimed at increasing both brand awareness and brand acceptance in the USA market.

Further, as noted above, the Company has contracted to acquire a 100% interest in Capital Finance, the owner of Vmoto Motorcycles Australia.

## Capital Raising

The Company proposes to raise additional capital through the issue of up to 30,000,000 Shares. The total amount raised will be dependent upon the final issue price of the Shares the subject of Resolution 3.

## Use of Funds

The funds from the issue of Shares the subject of Resolution 3 will be allocated to the following requirements:

- ▲ development of Vmoto business operations;
- ▲ ongoing development of the USA market for *West* and *Creatures* products;
- ▲ repayment of debt; and
- ▲ general working capital.

## Listing Rule 7.1

Listing Rule 7.1 broadly provides, subject to certain exceptions, that shareholder approval is required for any issue of securities by a listed company where the securities proposed to be issued represent more than 15% of the Company's securities then on issue. If all 30,000,000 Shares were to be issued, this would be an issue of more than 15% of the Company's issued share capital. Shareholder approval is therefore sought pursuant to Resolution 3 and in accordance with Listing Rule 7.1.

For the purpose of Listing Rule 7.3, the following information is provided:

1. the maximum number of Shares to be issued under Resolution 3 is 30,000,000;
2. the issue price of the Shares to be issued under Resolution 3 will be no less than 80% of the average market price of the Company's Shares on the ASX over the last 5 days on which sales of the Shares are recorded before the date of issue (or if there is a prospectus relating to the issue, over the last 5 days on which sales in the Shares are recorded before the date of the prospectus);
3. the allottees of the Shares will be certain international and Australian institutions, sophisticated and professional investors, all of whom would not be related parties of the Company;
4. the Shares are ordinary fully paid shares and will rank equally in all respects with the existing ordinary fully paid shares issued in the capital of the Company; and
5. the Shares will be issued on a date no later than 3 months from the date of this General Meeting, or such later date as approved by ASX.

## RESOLUTION 4 - ELECTION OF MR PATRICK DAVIN AS A DIRECTOR

Pursuant to the Company's Constitution, a person recommended by the Directors for election is eligible for election to the office of Director at any General Meeting.

Upon successful completion of the Security Sale Agreement, the shareholders of Capital Pacific wish to appoint Mr Patrick Davin to the Company's board of directors. The Company may appoint a person as a director by an ordinary resolution passed in a general meeting.

Mr Davin (42) is presently the Managing Director of Capital Pacific. He was one of the original founders of the business, establishing the company in 1999 through his long term association with Chinese industry. He has been Managing Director of Capital Pacific since its inception and has directly overseen the growth of Vmoto to the number one position in the Australian Scooter market. He has extensive contacts in Chinese business and industry and spends more than 3 months in China on an annual basis.

Mr Davin is also co-founder and a non-executive director of Australian listed mining company Ferraus Limited, and worked for some of Perth's leading mining companies in senior marketing roles prior to starting his own businesses in 1995.

Subject to successful completion of the Security Sale Agreement, the Directors support the election of Mr Davin and believe it is in the best interests of shareholders that he be appointed as a Director.

## DIRECTORS' RECOMMENDATION

The Directors recommend shareholders vote in favour of all the Resolutions.

## GLOSSARY

"**ASX**" means Australian Stock Exchange Limited;

"**Capital Pacific Pty Ltd**" or "**Capital Pacific**" means Capital Pacific Pty Ltd ACN 083 623 447, a limited liability private company duly incorporated in Australia, and the owner of the Vmoto Motorcycles Australia business operations;

"**Company**" or "**Optima**" means Optima Corporation Limited ABN 36 098 455 460;

"**Corporations Act**" means the Corporations Act 2001 (Cth);

"**Directors**" means the directors of the Company;

"**General Meeting**" means the meeting the subject of the Notice;

"**Group**" means the Company and its subsidiaries;

"**Listing Rules**" means the Listing Rules of ASX;

"**Notice**" or "**Notice of Meeting**" means the notice of meeting which accompanies this Explanatory Statement;

"**Security Sale Agreement**" means the Security Sale Agreement dated 9 May 2006 between the Company and the shareholders of Capital Pacific Pty Ltd;

"**Shares**" means fully paid ordinary shares in the Company; and

"**WST**" means Australian Western Standard Time.

**PROXY FORM**

(Name of member/s)

of

(Address of member/s)

**Appointment of Proxy**

I/We being a member/s of Optima Corporation Limited and entitled to attend and vote hereby appoint

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

If you are appointing **someone other than** the Chairman of the Meeting, write here the name of the company or person you are appointing

or, failing a company or person named, or if no company or person is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if not directions have been given, as the proxy sees fit) at the General Meeting of Optima Corporation Limited to be held at The Celtic Club, 48 Ord Street, West Perth, Western Australia on Friday, 30 June 2006 commencing at 10.00 am and at any adjournment of that meeting.

**Voting directions to your proxy – please mark  to indicate your directions**

	FOR	AGAINST	ABSTAIN*
1. Ratification of the Issue of 12,500,000 Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Issue of Shares to acquire 100% of Capital Pacific Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Issue of up to 30,000,000 Shares to raise additional capital	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Election of Mr Patrick Davin as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

\* 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.

**Appointing a second Proxy**

I/We wish to appoint a second proxy

Mark with an 'X' if you wish to appoint a second proxy

AND

%

OR

State the percentage of your voting rights or the number of securities for this Proxy Form.

**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

Individual/ Sole Director and  
Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/ Company Secretary

Contact Name

Contact Daytime Telephone

Date

## HOW TO COMPLETE THE PROXY FORM

### 1. Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the company or person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that company or person. 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 securityholder of the company.

If you have appointed a company as your proxy and a representative of that company wishes to attend the meeting, the representative will be required to provide the Company with the appropriate written documentation evidencing that the person is a representative of the proxy. Should you require it, the Company will provide you with a corporate representative form free of charge. Please contact the Company Secretary if you require a corporate representative form.

### 2. Votes on Items of Business

You may direct your proxy how to vote by placing a mark in one of the three 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.

### 3. Appointment of a Second Proxy

You are entitled to appoint up to two persons as 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 share registry or you may copy this form.

To appoint a second proxy you must:

- (a) indicate that you wish to appoint a second proxy by marking the box.
- (b) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or 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.
- (c) return both forms together in the same envelope.

### 4. Signing Instructions

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

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

Power of Attorney: to sign under Power of Attorney, you must have already lodged this document with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

If a representative of the corporation 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.

### Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at the address given below no later than 48 hours before the commencement of the meeting at 10.00am (WST) on Friday, 30 June 2006. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Documents may be lodged by posting, delivery or facsimile to Optima Corporation Limited:-

PO Box 8210  
Subiaco East WA 6008  
Fax: (61-8) 9382 1322

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