



MIKOH CORPORATION LIMITED

ABN 41 003 218 862

NOTICE OF ANNUAL GENERAL MEETING AND EXPLANATORY MEMORANDUM

IMPORTANT INFORMATION

*This is an important document that should be read in its entirety.
If you do not understand it, you should consult your professional adviser without delay.*

*If you wish to discuss any aspect of this document with the Company, please contact
Wanda Mackinnon at Radar Group on 02 8256 3316*

MIKOH CORPORATION LIMITED

ABN 41 003 218 862

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2009 Annual General Meeting of members of MIKOH Corporation Limited (the **Company**) will be held at **2.30 pm (Sydney time) on Friday 27 November 2009** at:

**L'Aqua
The Rooftop Terrace Level
Cockle Bay Wharf
Darling Harbour
Sydney NSW 2000**

This Notice should be read in conjunction with the accompanying Explanatory Memorandum. The Explanatory Memorandum forms part of this Notice. Certain terms used in this Notice and in the Explanatory Memorandum are defined in the Glossary which appears at the end of the Explanatory Memorandum.

A Proxy Form accompanies this Notice. You are encouraged to use this Proxy Form, if you are unable to attend the Meeting. The completed Proxy Form must be received by the Company no later than 2.30 pm (Sydney time) on 25 November 2009.

CONSIDERATION OF FINANCIAL STATEMENTS AND REPORTS

To receive and consider the Financial Statements, the Directors' Report and the Independent Audit Report of the Company for the financial year ended 30 June 2009.

ITEMS FOR APPROVAL

Resolution 1 – Adoption of Remuneration Report

To consider and, if thought fit, pass the following as an advisory resolution of the Company:

“That the Company’s Remuneration Report (as set out in the Directors’ Report) for the financial year ended 30 June 2009 be and is hereby adopted.”

Resolution 2 – Re-election of Director – Mr Doug Halley

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

“That Mr Doug Halley, who retires by rotation in accordance with the Company’s Constitution, and who offers himself for re-election, and being eligible, be and is hereby re-elected as a Director of the Company.”

Resolution 3 – Re-election of Director – Mr Peter Tyree

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

“That Mr Peter Tyree, having been appointed as a Director since the last Annual General Meeting, and who offers himself for re-election, be and is hereby re-elected as a Director of the Company.”

Resolution 4 – Re-election of Director – Mr Riad Tayeh

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

“That Mr Riad Tayeh, having been appointed as a Director since the last Annual General Meeting, and who offers himself for re-election, be and is hereby re-elected as a Director of the Company.”

Resolution 5 – Annual Remuneration of Directors

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

“That the maximum aggregate remuneration payable by the Company to its non-executive Directors, as envisaged in Article 39 of the Constitution, be and is hereby determined to be \$300,000 per annum (exclusive of the mandatory superannuation levy applicable from time to time), until next determined.”

Resolution 6 – Grant of Options to Mr Peter Tyree

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

“That, subject to and conditional on the passing of Resolutions 7 to 10 (all inclusive), the grant and issue by the Company to Mr Peter Tyree (or his nominee) of 1,000,000 options to subscribe for fully paid ordinary shares on the terms and conditions described in the accompanying Explanatory Memorandum be and is hereby approved.”

The Company will disregard any votes cast on this Resolution by Mr Peter Tyree and any associate of Mr Peter Tyree. However, the Company need not disregard a vote if it 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 it 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 7 – Grant of Options to Mr Doug Halley

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

“That, subject to and conditional on the passing of Resolutions 6 and 8 to 10 (all inclusive), the grant and issue by the Company to Mr Doug Halley (or his nominee) of 1,000,000 options to subscribe for fully paid ordinary shares on the terms and conditions described in the accompanying Explanatory Memorandum be and is hereby approved.”

The Company will disregard any votes cast on this Resolution by Mr Doug Halley and any associate of Mr Doug Halley. However, the Company need not disregard a vote if it 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 it 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 8 – Grant of Options to Mr John Keniry

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

“That, subject to and conditional on the passing of Resolutions 6 to 7 and 9 to 10 (all inclusive), the grant and issue by the Company to Mr John Keniry (or his nominee) of 1,000,000 options to subscribe for fully paid ordinary shares on the terms and conditions described in the accompanying Explanatory Memorandum be and is hereby approved.”

The Company will disregard any votes cast on this Resolution by Mr John Keniry and any associate of Mr John Keniry. However, the Company need not disregard a vote if it 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 it 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 9 – Grant of Options to Mr Richard Holcomb

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

“That, subject to and conditional on the passing of Resolutions 6 to 8 and 10 (all inclusive), the grant and issue by the Company to Mr Richard Holcomb (or his nominee) of 1,000,000 options to subscribe for fully paid ordinary shares on the terms and conditions described in the accompanying Explanatory Memorandum be and is hereby approved.”

The Company will disregard any votes cast on this Resolution by Mr Richard Holcomb and any associate of Mr Richard Holcomb. However, the Company need not disregard a vote if it 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 it 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 10 – Grant of Options to Mr Riad Tayeh

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

“That, subject to and conditional on the passing of Resolutions 6 to 9 (all inclusive), the grant and issue by the Company to Mr Riad Tayeh (or his nominee) of 1,000,000 options to subscribe for fully paid ordinary shares on the terms and conditions described in the accompanying Explanatory Memorandum be and is hereby approved.”

The Company will disregard any votes cast on this Resolution by Mr Riad Tayeh and any associate of Mr Riad Tayeh. However, the Company need not disregard a vote if it 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 it 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 11 – Grant of Shares to Mr Peter Tyree

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

“That the grant and issue by the Company to Mr Peter Tyree (or his nominee) of 4,000,000 fully paid ordinary shares for nil cash consideration be and is hereby approved.”

The Company will disregard any votes cast on this Resolution by Mr Peter Tyree and any associate of Mr Peter Tyree. However, the Company need not disregard a vote if it 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 it 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.

Dated: 21 October 2009

BY ORDER OF THE BOARD

Gary Phipps
Company Secretary

NOTES

Proxies

A member entitled to attend and vote at the Meeting is entitled to appoint not more than 2 proxies to attend and vote in his/her stead.

A proxy need not be a member of the Company.

If the member appoints 2 proxies, the member may specify the proportion or number of votes each proxy is entitled to exercise. If no proportion or number of votes is specified, each proxy may exercise half of the votes. If the specified proportion or number of votes exceed that which the member is entitled to, each proxy may exercise half of the member's votes. Any fractions of votes brought about by the apportionment of votes to a proxy will be disregarded.

Proxy Forms must be:

- (a) lodged by posting them or delivering them by hand to the address specified below; or
- (b) received at the fax number specified below,

not later than 48 hours before the Meeting, namely by 2.30 pm (Sydney time) on 25 November 2009.

Postal Address:	Computershare Investor Services, GPO BOX 242 Melbourne, Victoria 3001, Australia
Delivery Address:	Level 2, 60 Carrington Street, Sydney, NSW 2000
Fax Number:	+61 3 9473 2555

A Proxy Form accompanies this Notice.

Entitlement to Vote

In accordance with Section 1074E(2)(g)(i) of the Corporations Act and Regulation 7.11.37 of the Corporations Regulations, the Company has determined that, for the purposes of the Meeting, all shares in the capital of the Company will be taken to be held by the persons who held them as registered holders at 7.00 pm on 25 November 2009. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum relates to the Annual General Meeting of the Company to be held at L'Aqua, The Rooftop Terrace Level, Cockle Bay Wharf, Darling Harbour, Sydney NSW 2000, at 2.30 pm (Sydney time) on Friday 27 November 2009.

The purpose of this Explanatory Memorandum is to provide members with information that is reasonably required by members in deciding how to vote on the Resolutions.

Financial Statements and Reports

This item allows members the opportunity to consider the Financial Statements, the Directors' Report and the Auditor's Report of the Company. Under Section 317 of the Corporations Act, the Company is required to lay these documents, together comprising the Company's Annual Report, before its members at its Annual General Meeting.

Members should note that the sole purpose of tabling these documents is to provide members with the opportunity to ask questions, or discuss matters, properly arising from the Financial Statements and Reports at the Meeting. It is not the purpose of the Meeting that the Financial Statements be accepted, rejected or modified in any way. Further, as it is not required by the Corporations Act, no Resolution to adopt, receive or consider the Company's Financial Statements will be put to the members at the Meeting.

Resolution 1 – Adoption of Remuneration Report

The Remuneration Report is included as part of the Directors' Report in the 2009 Annual Report and can also be viewed at the Company's website (www.mikoh.com). The Remuneration Report sets out the remuneration policy for the Company and reports on the remuneration arrangements in place for key personnel.

Section 250R(2) of the Corporations Act requires listed companies to put an annual non-binding Resolution to members to adopt the Remuneration Report. In line with this requirement, the vote on this Resolution is advisory only and will not bind the Directors or the Company. However, the Board will take the outcome of the vote into consideration when next considering the Company's remuneration policy.

Resolution 2 – Re-election of Director – Mr Doug Halley

Under Article 6.1 of the Company's Constitution, one third of the Company's Directors must retire at every Annual General Meeting. Mr Halley retires by rotation in accordance with the Constitution and, being eligible, offers himself for re-election.

Mr Halley was appointed as a non-executive Director of the Company on 12 January 1988, and was Chairman of the Company from 24 May 2006 until 2 June 2009. He is a member of the Audit Committee.

Mr Halley has over 25 years of senior executive experience with various corporations, including The Thomson Corporation, IBM, John Fairfax Holdings, Goodman Fielder, Rothschild Australia, Hill Samuel Australia and Philips. He has previously served on the Boards of several listed companies, including John Fairfax Holdings and Television & Media Services.

Mr Halley is currently a Director of the ASX-listed Diversified Utility & Energy Trust, and the ASX-listed Corum Group, and is the Chairman of both Aurora Community Television, and Print & Digital Publishing, and of the Advisory Board of Australian Enterprise Holdings.

The Directors, with Mr Halley abstaining, unanimously recommend that members vote in favour of this Resolution.

Resolutions 3 and 4 – Re-election of Directors – Mr Peter Tyree and Mr Riad Tayeh

Under Article 9.2 of the Company's Constitution, a Director appointed to fill a casual vacancy in the Board of the Company holds office only until the termination of the next Annual General Meeting and is eligible for re-election at that Meeting.

Mr Peter Tyree and Mr Riad Tayeh offer themselves for re-election as Directors.

Mr Peter Tyree

Mr Tyree was appointed as both a non-executive Director of the Company, and the Chairman of the Company, on 2 June 2009. He is also a member of the recently formed Remuneration Committee.

Mr Tyree has been the CEO and is the immediate past Chairman of the Tyree Group, one of Australia's largest private companies, overseeing its exceptional growth for over 20 years. As an electrical engineer, Mr Tyree has been recognised as one of Australia's top engineers in business by Engineers Australia, and brings a great deal of experience to the Company in both domestic and international affairs.

Mr Riad Tayeh

Mr Tayeh was appointed as a non-executive Director of the Company on 23 March 2009, and as Chairman of the Audit Committee, on 30 July 2009.

Mr Tayeh's background includes positions held with Coopers & Lybrand and Ferrier Hodgson, specialising in corporate restructures, financial investigations, and turnaround strategies.

Mr Tayeh is currently a partner with de Vries Tayeh, a chartered accounting practice. Mr Tayeh has assisted many companies in the SME sector to develop enterprise value by growing revenues while containing costs, resulting in an increase in shareholder value. He is a past President of the Turnaround Management Association of Australia.

The Directors, with Mr Tyree and Mr Tayeh respectively abstaining, unanimously recommend that members vote in favour of these Resolutions.

Resolution 5 – Annual Remuneration of Directors

Article 39 of the Company's Constitution provides that the Directors are to be paid the remuneration that the Company determines by resolution.

The Board has recently undertaken a review of the Directors' remuneration. The results of this review indicate that the Directors' remuneration is relatively low in the context of the time commitment and responsibilities held while in office, and when compared to other ASX-listed companies.

The last determination relating to Directors remuneration was in May 2005. Approval is sought to increase the remuneration from \$100,000 to \$300,000 per annum (exclusive of the mandatory superannuation levy applicable from time to time). This amount is an aggregate amount and is to be divided among the non-executive Directors in their discretion commensurate with their roles and responsibilities.

Following the proposed increase, the Chairman's remuneration would initially increase from \$40,000 per annum to \$60,000 per annum (plus superannuation), and the other non-executive Directors' remuneration would initially increase from \$20,000 per annum to \$40,000 per annum (plus superannuation). These amounts may change from time to time at the discretion of the Board, provided that they at all times remain under the maximum aggregate remuneration determined by members in this Resolution.

Resolutions 6 to 10 – Grants of Options to Mr Peter Tyree, Mr Doug Halley, Mr John Keniry, Mr Richard Holcomb, and Mr Riad Tayeh

Listing Rule 10.11 of the ASX Listing Rules provides that (except in certain circumstances not presently applicable) a listed company must not issue options to a Director (or his nominee) without the approval of members. Resolutions 6 to 10 are for the purposes of complying with Listing Rule 10.11, and for all other relevant purposes.

Mr Peter Tyree is the Chairman of the Company, and Messrs Doug Halley, John Keniry, Richard Holcomb and Riad Tayeh are the other non-executive Directors of the Company.

As part of the review of Board remuneration referred to above, the Board has determined that the amount of Directors' fees that can sensibly be paid in cash for a small company such as MIKOH is not commensurate with the time commitment and responsibilities held while in office, and is not comparable to other ASX-listed companies. The Board considers that the overall remuneration of the Chairman and the other non-executive Directors should reasonably include a component of options in the Company as proposed in Resolutions 6 to 10.

Resolutions 6 to 10 are inter-conditional. Accordingly, if any of those Resolutions fails, all of those Resolutions fail.

It is proposed to issue each of the non-executive Directors (or their respective nominees) with 1,000,000 options on the following respective terms:

- (i) The options will be issued for nil cash consideration, but will be exercisable into 1 share for each 1 option, at 15 cents per share.
- (ii) The options will be exercisable at any time after the date of grant and prior to 5.00 pm (Sydney time) on the date 5 years after the date of grant.

- (iii) The options will be issued not more than 1 month after the date of the Meeting (if the Resolutions are approved). It is expected that the options will be issued at a Board Meeting immediately after the Annual General Meeting on 27 November 2009.
- (iv) Any nominee to whom any options are issued will be a relative of the relevant Director, or an entity under the control of the relevant Director.
- (v) Any shares issued pursuant to the exercise of any of the options will be on the same terms and will rank in all respects on equal terms with all other existing fully paid ordinary shares in the Company.
- (vi) An option will not entitle the holder to participate in any new issue of shares by the Company unless the option has been exercised prior to the relevant record date.
- (vii) If the relevant Director ceases to be a Director of the Company, the relevant options which have not been exercised at the time of his ceasing to hold that office will lapse and will be forfeited on the date 30 days from the date of his cessation as a Director.
- (viii) A change in the exercise price of an option, or a change in the number of shares over which an option can be exercised, will only be permitted in the following circumstances:
 - (a) in the case of a pro rata issue to the holders of ordinary shares (except a bonus issue) – the exercise price of each option will be reduced in accordance with Listing Rule 6.22.2 of the ASX Listing Rules; and
 - (b) in the case of a bonus issue to the holders of ordinary shares – the number of shares over which each option is exercisable will be increased by the number of shares which the holder of the option would have received if the option had been exercised before the record date for the bonus issue in accordance with Listing Rule 6.22.3 of the ASX Listing Rules.
- (ix) The options are freely transferable, subject to written permission from the Board of Directors of the Company.
- (x) No application will be made by the Company to seek to have official quotation granted in respect of any of the options. However, application will be made by the Company to the ASX for permission for quotation to be granted in respect of shares issued on exercise of any of the options in the manner required by the Listing Rules of the ASX.
- (xi) Should the Company reorganise its capital, the options will be reorganised to the extent necessary to comply with the Listing Rules of the ASX applying to that reorganisation of capital at that time.

Exception 14 of Listing Rule 7.2 of the ASX Listing Rules exempts from the prohibition under Listing Rule 7.1 an issue of securities made with the approval of the members under Listing Rule 10.11 of the ASX Listing Rules, provided that the Notice states that if approval is given under Listing Rule 10.11 then approval is not required under Listing Rule 7.1.

Resolution 11 – Grant of Shares to Mr Peter Tyree

Listing Rule 10.11 of the ASX Listing Rules provides that (except in certain circumstances not presently applicable) a listed company must not issue shares to a Director (or his nominee) without the approval of members. Resolution 11 is for the purposes of complying with Listing Rule 10.11, and for all other relevant purposes.

Mr Peter Tyree is the Chairman of the Company. As part of the review of Board remuneration referred to above, the Board considers that the overall remuneration of the Chairman should reasonably include a component of shares in the Company as proposed in Resolution 11.

The financial arrangements relevant to the appointment of Mr Tyree were finalised in-principle prior to Mr Tyree joining the Board as both a non-executive Director of the Company, and the Chairman of the Company, on 2 June 2009. The circumstances prevailing at that time, insofar as were relevant to the inclusion of the proposed share allocation in Mr Tyree's proposed remuneration package, subject to the approval of members, included (among other things) the following matters:

- (i) The Company had just announced a non-renounceable rights issue to raise up to approximately \$3.3 million by the issue of approximately 88,000,000 new shares at \$0.04 per share.
- (ii) The purpose of the rights issue was to fund certain anticipated growth in the Company's business opportunities.
- (iii) Certain members of the Company had indicated support for the rights issue, conditional on the appointment of Mr Tyree as a non-executive Director of the Company, and as the Chairman of the Company.
- (iv) The Board considered that the success of the rights issue was vital to the Company's overall financial well-being, and that the anticipated growth in the Company's business opportunities was essential for the long-term financial success of the Company.
- (v) Mr Tyree had particular skills and experience which were considered to add valuable expertise and diversity to the Board at an important time in the Company's development.
- (vi) Mr Tyree agreed to take the appointment on terms of a total remuneration package comprising a cash component (now agreed at \$60,000 (plus superannuation)), an option component (now agreed at 1,000,000 options, on identical terms to all other non-executive Directors, and the subject of Resolutions 6 to 10), and a share component (now agreed at 4,000,000 shares, notionally valued as at 2 June 2009 at \$0.04 per share, giving a total notional value of \$160,000 as at 2 June 2009, and the subject of this Resolution 11).
- (vii) The number of shares involved represented only approximately 1.3% of the Company's total issued share capital (fully diluted), which was considered appropriate in the circumstances of the Company.

- (viii) In the event, the rights issue closed successfully with the support of those members of the Company who had requested that Mr Tyree join the Company (as announced on 22 June 2009), with the shortfall being subsequently successfully placed to sophisticated investors (as announced on 29 September 2009).

It is proposed to issue Mr Tyree (or his nominee) with 4,000,000 shares on the following terms:

- (i) The shares will be issued for nil cash consideration.
- (ii) The shares issued pursuant to this Resolution will be fully paid ordinary shares, and will be on the same terms and will rank in all respects on equal terms with all other existing fully paid ordinary shares in the Company
- (iii) The shares will be issued not more than 1 month after the date of the Meeting (if the Resolution is approved). It is expected that the shares will be issued at a Board Meeting immediately after the Annual General Meeting on 27 November 2009.
- (iv) Any nominee to whom any shares are issued will be a relative of Mr Tyree, or an entity under the control of the Mr Tyree.
- (v) The shares will be transferable without restraint.
- (vi) Application will be made by the Company to the ASX for permission for quotation to be granted in respect of these shares in the manner required by the Listing Rules of the ASX.

A company controlled by Mr Tyree already holds 2,125,000 fully paid ordinary shares in the Company. Except as described above, neither Mr Tyree, nor any associate of Mr Tyree, has any other interest in any shares, options or other securities issued by the Company.

Exception 14 of Listing Rule 7.2 of the ASX Listing Rules exempts from the prohibition under Listing Rule 7.1 an issue of securities made with the approval of the members under Listing Rule 10.11 of the ASX Listing Rules, provided that the Notice states that if approval is given under Listing Rule 10.11 then approval is not required under Listing Rule 7.1.

Glossary

ASX means Australian Securities Exchange Limited.

Board means the board of the directors of the Company.

Director means a director of the Company.

Meeting means this Annual General Meeting of the Company.

Notice means the Notice of Meeting, including the Explanatory Memorandum and all attachments.



Mikoh Corporation Limited
 ABN 41 003 218 862

000001 000 MIK
 MR SAM SAMPLE
 FLAT 123
 123 SAMPLE STREET
 THE SAMPLE HILL
 SAMPLE ESTATE
 SAMPLEVILLE VIC 3030

Lodge your vote:



By Mail:

Computershare Investor Services Pty Limited
 GPO Box 242 Melbourne
 Victoria 3001 Australia

Alternatively you can fax your form to
 (within Australia) 1800 783 447
 (outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
 (custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 850 505
 (outside Australia) +61 3 9415 4000

Proxy Form

For your vote to be effective it must be received by 2.30pm (Sydney time), Wednesday 25 November 2009

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions

Individual: Where the holding is in one name, the securityholder must sign.

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

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, 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 sign in the appropriate place to indicate the office held.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the information tab, "Downloadable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Turn over to complete the form ➔



View your securityholder information, 24 hours a day, 7 days a week:

www.investorcentre.com

- Review your securityholding
- Update your securityholding

Your secure access information is:

SRN/HIN: I999999999



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE
 FLAT 123
 123 SAMPLE STREET
 THE SAMPLE HILL
 SAMPLE ESTATE
 SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



| 9999999999

IND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of MIKOH Corporation Limited hereby appoint

the Chairman of the Meeting **OR**



PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of MIKOH Corporation Limited to be held at L'Aqua, The Rooftop Terrace Level, Cockle Bay Wharf, Darling Harbour, Sydney NSW 2000 on Friday, 27 November 2009 at 2.30pm (Sydney time) and at any adjournment of that meeting.

If the Chairman of the Meeting is appointed as your proxy, or may be appointed by default, and you do **not** wish to direct your proxy how to vote as your proxy in respect of a Resolution, please place a mark in the box. By marking this box, you acknowledge that the Chairman of the Meeting may exercise your proxy even if he has an interest in the outcome of certain Resolutions, and that votes cast by the Chairman of the Meeting for those Resolutions other than as proxy holder will be disregarded because of that interest.

If you do not mark this box, and you have not directed your proxy how to vote below, the Chairman of the Meeting will not cast your votes on those Resolutions, and your votes will not be counted in calculating the required majority if a poll is called on those Resolutions.

I/We acknowledge that the Chairman of the Meeting may exercise my proxy even if he/she has an interest in the outcome of that Item and that votes cast by him/her, other than as proxy holder, would be disregarded because of that interest.

STEP 2 Items of Business



PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain		For	Against	Abstain	
1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11	Grant Shares to Mr Peter Tyree	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Re-election of Mr Doug Halley	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
3	Re-election of Mr Peter Tyree	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
4	Re-election of Mr Riad Tayeh	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
5	Approval of Directors' Remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
6	Grant of Options to Mr Peter Tyree	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
7	Grant of Options to Mr Doug Halley	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
8	Grant of Options to Mr John Keniry	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
9	Grant of Options to Mr Richard Holcomb	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
10	Grant of Options to Mr Riad Tayeh	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					

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

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____

Date ____/____/____