
INTEGRATED LEGAL HOLDINGS
LIMITED

ACN 120 394 194
Level 22
1 Market Street
Sydney NSW 2000
Phone (02) 8263 6600
www.ilh.com.au

25 October 2011

The Manager
Company Announcements Office
ASX Limited

Dear Sir/Madam,

Re: Shareholder Mail Out

Attached is a copy of the following documents, which will be sent to shareholders:

- Chairman's Letter
- Notice of AGM
- Sample Proxy Form

The company's 2011 Annual Report was separately released to the ASX on 20 October 2011.

Yours sincerely,



Jean-Marie Rudd
Company Secretary

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Sydney NSW 2000
Phone (02) 8263 6600
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25 October 2011

Dear Shareholder,

Re: Integrated Legal Holdings – Annual General Meeting

Please find enclosed a Notice of Meeting for the Annual General Meeting, a Proxy Form and a reply paid envelope.

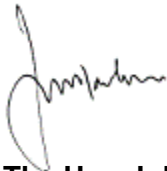
On behalf of the Board, I am pleased to invite you to attend the company's Annual General Meeting that is to be held at the offices of Talbot Olivier at Level 8,40 The Esplanade, Perth on Thursday, 24 November 2011 at 10:30am.

If you are unable to attend the Annual General Meeting, I would encourage you to vote by completing and returning the attached Proxy Form using the reply paid envelope provide or by faxing it to the company's share registry on 1800 783 447 (Within Australia) or +61 3 9473 2555 (outside Australia) so that it is received no later than 48 hours prior to the scheduled commencement of the meeting.

Corporate shareholders will be required to complete a "Certificate of Appointment of Corporate Representative" to enable a person to attend on their behalf. A form of this certificate can be obtained from Computershare Investor Services Pty Limited who can be contacted by phone on 1300 726 186, or if outside Australia on +61 3 9415 4000.

The Directors thank you for your support and look forward to a successful year ahead.

Yours sincerely,



The Hon John Dawkins AO
Chairman

ANNUAL GENERAL MEETING

To be held at Level 8, Wesfarmers House,
40 The Esplanade, Perth, Western Australia
On Thursday, 24 November 2011 at 10:30 am

AGENDA

ORDINARY BUSINESS

1. Financial Reports

To receive and consider the Financial Report, Directors' Report and the Auditor's Report for the year ended 30 June 2011.

2. Remuneration Report

To receive, consider and adopt the Remuneration Report of the company for the year ended 30 June 2011.

3. Re-election of Director

To consider the re-election of Ms Anne Tregonning who retires in accordance with clause 11.3 of the company's Constitution and ASX Listing Rule 14.4 and, being eligible, offers herself for re-election.

SPECIAL BUSINESS

4. Amendment to Constitution

To consider, and if thought fit, adopt the proposed alterations to the company's Constitution.

Notice of Annual General Meeting

(Year Ended 30 June 2011)

INTEGRATED LEGAL HOLDINGS
LIMITED

Notice is hereby given that the Annual General Meeting (AGM) of shareholders of Integrated Legal Holdings Limited ("the company") will be held on:

Date: Thursday, 24 November 2011

Time: 10:30 am

Place: Level 8, Wesfarmers House
40 The Esplanade
Perth, Western Australia

Item 1 –Financial Report

To receive and consider the Financial Report, the Directors' Report and the Auditor's Report of the company for the year ended 30 June 2011.

Item 2 – Remuneration Report

To receive, consider and, if deemed fit, pass the following non-binding resolution:

"That the remuneration Report for the year ended 30 June 2011, as disclosed in the Directors' Report, be adopted."

Item 3 – Re-Election of Director – Ms Anne Tregonning

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

"That Ms Anne Tregonning retires by rotation in accordance with rule 11.3 of the company's Constitution and, being eligible, stands for re-election, be re-elected as a director for the company."

Item 4 – Amendment to Constitution

To consider, and if thought fit, pass the following resolution as a special resolution:

"That the Constitution of the company be altered, by making the amendments contained in the document tabled at the Annual General Meeting and signed by the Chair of the meeting for the purposes of identification."

By order of the Board.



Jean-Marie Rudd
Company Secretary
25 October 2011

1. Quorum

- a) The constitution of the company provides that at least three shareholders present in person or by proxy constitute a quorum.
- b) The quorum must be present at all times during the meeting.
- c) If a quorum is not present within 30 minutes after the scheduled time for the meeting, the meeting will be dissolved.

2. Material Accompanying this Notice

The following materials accompany this Notice:

- a) The Financial Report, Directors' Report and Auditor's Report, if you have elected to receive a printed copy of these reports and have not withdrawn that election;
- b) The Explanatory Notes setting out details relevant to the ordinary and special business set out in this Notice of AGM; and
- c) The Proxy Form.

3. Voting and Required Majority

- a) In accordance with section 249HA of the Corporations Act for **resolutions 2 and 3** to be effective:
 - i. not less than 28 days written notice has been given; and
 - ii. each resolution must be passed by more than 50% of all the votes cast by shareholders entitled to vote on the resolutions (whether in person or by proxy, attorney or representative).
- b) In accordance with sections 9 and 249HA of the Corporations Act for **resolution 4** to be effective:
 - i. not less than 28 days written notice has been given; and
 - ii. the special resolution must be passed by at least 75% of all the votes cast by shareholders entitled to vote on the special resolution (whether in person or by proxy, attorney or representative).
- c) Subject to paragraphs 3(d) and 3(e) and clause 4 below, on a show of hands every shareholder has one vote and, on a poll, every shareholder has one vote for each share held.

- d) In accordance with the Corporations Act, a member of the company's Key Management Personnel (KMP) and closely related parties of a KMP, whose remuneration is included in the Remuneration Report, will not be eligible to vote on resolution 4, except as provided in paragraph 3(e) below.
- e) A person described in paragraph 3(d) may vote on resolution 2 if:
 - i. the person votes as a proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; and
 - ii. the vote is not cast on behalf of a person described in paragraph 3(d).

4. Proxies

- a) Pursuant to regulation 7.11.37 of the *Corporations Regulations 2001* the Board has determined that all shares in the company will be taken to be held by the persons registered as shareholders at **5.00 pm (Perth Time) on 22 November 2011**.
- b) All holders of shares are entitled to attend and vote at the AGM and may appoint a proxy for that purpose.
- c) A proxy need not be a shareholder of the company.
- d) The Proxy Form sent with this Notice should be used for the AGM unless a proxy is appointed online as set out in clause 4(h) below.
- e) Each shareholder who is entitled to cast 2 or more votes at the AGM may appoint up to 2 proxies and may specify the proportion or number of votes that each proxy is entitled to exercise. If a shareholder does not specify the proportion or number of that shareholder's votes each proxy may exercise, each proxy will be entitled to exercise half of the votes. An additional Proxy Form will be supplied by the company on request.
- f) Any shareholder may appoint an attorney to act on his or her behalf. The power of attorney, or a certified copy of it, must be received by the company as set out in clause 4(h) below.
- g) Any corporation which is a shareholder of the company may appoint a representative to act on its behalf. Appointments of representatives must be received by the company by the methods set out in clause 4(h).
- h) Proxies, powers of attorneys and company representative authorisations granted by the shareholders must be received by the company no later than 10.30 am (Perth Time) Tuesday, 22 November 2011.

Shareholders are able to lodge proxies by facsimile or by mail. The proxy form must be lodged at the company's share registry using the reply paid envelope or by posting, delivery or facsimile to:

Integrated Legal Holdings Limited
C/- Computershare Investor Services Pty Limited
Level 2, 45 St Georges Terrace, Perth WA 6000
GPO Box 242, Melbourne, Victoria 3001, Australia
Facsimile: (03) 9473 2555

Please refer to the Proxy Form accompanying this Notice for more information.

5. Submission of written questions to the company or Auditor

- a) A shareholder who is entitled to vote at the meeting may submit a written question to the company or Auditor in advance of the meeting.
- b) Questions may be directed to the Board about the business of the company or the Remuneration Report.
- c) A question may be directed to the Auditor provided it relates to:
 - i. The content of the Auditor's Report to be considered at the meeting;
 - ii. The conduct of the audit or the Auditor's independence; or
 - iii. The accounting policies adopted by the company in relation to the preparation of the financial statements.

The Auditor may, but is not obliged to, answer any written or oral questions that are put by shareholders.

- d) All questions must be sent to the company and must be received by the company no later than five (5) business days before the date of the AGM. Written questions should be sent to the contact below for receipt no later than **17 November 2011**:

Company Secretary
Integrated Legal Holdings Limited
Level 8, Wesfarmers House
40 The Esplanade
Perth WA 6000

The purpose of these Explanatory Notes is to provide shareholders with relevant information about the resolutions that will be considered at the AGM of the company and to enable shareholders to make an informed decision as to the manner in which they vote in connection with those matters.

You should read these Explanatory Notes carefully and, if necessary, seek your own independent advice on any aspect about which you are not certain.

Item 1 – Financial Report, Directors’ Report and Auditor’s Report

The Corporations Act requires that the Financial Report, Directors’ Report and Auditor’s Report of the company for the most recent financial year be considered at the AGM. While this item of business does not require a formal resolution to be put to shareholders, the Chairman will give shareholders a reasonable opportunity to raise questions on these reports at the AGM.

A copy of the Financial Report, Directors’ Report and Auditor’s Report is available on the company’s website at www.ilh.com.au.

As required under the Corporations Act, the Chairman will also allow time during the AGM for shareholders to ask the Auditor questions about, and make comments on, the reports and the company’s management, business, operations, financial performance and business strategies.

Item 2 – Remuneration Report

1. Purpose of the resolution

The Corporations Act 2001 requires that the Directors include a separately identified Remuneration Report in their annual Director’s Report and that a resolution to adopt the Remuneration Report be put to a vote of shareholders at the AGM.

2. Additional information

A copy of the Remuneration Report for the year ended 30 June 2011 is included as part of the Directors’ Report that can be found in the company’s 2011 Financial Report as forwarded or available on the company’s website at www.ilh.com.au.

Voting on the adoption of the Remuneration Report is for advisory purposes only and will not bind the Directors or the company. The meeting Chairman will allow a reasonable opportunity for shareholders to ask questions about or comment on the Remuneration Report at the meeting.

Under new reforms to the Corporations Act which apply to this year’s AGM, if 25% or more of the votes cast on this Resolution are against the adoption of the Remuneration Report, the company will be required to consider, and report to shareholders on, what action (if any) has been taken to address shareholders’ concerns at next year’s AGM. Depending on the outcome of next year’s voting on the company’s Remuneration Report, shareholders may be required to consider a resolution to call another general meeting in accordance with the Corporations Act at which the Directors who held office at the date of the Directors’ Report (excluding the Managing Director) will be required to seek re-election.

3. Directors' recommendation and open proxies

The Directors unanimously recommend that shareholders vote in favour of adopting the Remuneration Report.

As stated in the Notice of AGM, each of the KMP's whose remuneration is included in the Remuneration Report and closely related parties of those KMP's are not eligible to vote on this resolution, excepted as stated in the Notice of AGM.

Item 3 – Re-election of Director – Ms Anne Tregonning

1. Background

Under clause 11.3 of the company's Constitution, at the AGM in every year one-third of the Directors must retire from office.

Ms Anne Tregonning, who retires by rotation and being eligible, stands for re-election as a Director of the company.

2. Director information

Following are details on Ms Anne Tregonning:

Age: 54

Qualifications/Memberships: *B.Com, FCA, GAICD*

Ms Tregonning has extensive experience in finance and risk management in both public practice and commerce. Senior positions previously held include General Manager Finance and Risk, Wealth Management Division, St George Bank, Director – Group Finance, Sealcorp Holdings (now ASGARD Wealth Solutions), and Senior Manager Corporate Banking, BankWest.

Ms Tregonning is a non-executive director of Retail Energy Market Company Ltd and the Breast Cancer Research Centre – Western Australia. She is a past executive director of ASGARD Capital Management Limited, a past State Chairman of the Institute of Chartered Accountants and member of its National Council, and a past director of other public company and not-for-profit/professional organisations.

Ms Tregonning is a graduate of The University of Western Australia, a Fellow of The Institute of Chartered Accountants and graduate of the Australian Institute of Company Directors.

3. Directors' recommendation and open proxies

The Directors unanimously recommend that shareholders vote in favour of adopting the appointment of Ms Anne Tregonning. The Chairman for this resolution intends to vote all open proxies in favour of the resolution.

Item 4 – Amendment to Constitution

1. Background

There have been a number of changes to the Corporations Act, Listing and Operating Rules and corporate governance practices since preparation of the company's Constitution. Accordingly, the Board considers that it is appropriate to update the company's Constitution to incorporate these changes.

A copy of the proposed Constitution is available prior to the meeting from the company's website, www.ilh.com.au. Marked-up versions of the document can be obtained by contacting Mrs Jean-Marie Rudd on (08) 9420 7180. A copy of the proposed amended Constitution will also be available for inspection at the Annual General Meeting.

The principal proposed amendments are summarised below.

(a) **Definitions and general streamlining of the Constitution**

The company has reviewed the definitions in the Constitution for changes to the Corporations Act, introduction of the Market Integrity Rules and to the markets that it operates (or may operate) due to the introduction of competition in market services. There have also been several entity name changes for the various settlement, clearing and listing bodies.

(b) **Dividends**

Section 254T of the Corporations Act, which governs the circumstances in which companies may pay dividends, was amended in June 2010. Under former section 254T of the Corporations Act a company could only pay dividends out of its profits (commonly known as the "profits test"). Section 254T of the Corporations Act now operates to prohibit the payment of dividends unless the following three new tests are satisfied:

1. Assets exceed liabilities immediately before the dividend is declared and the excess covers the dividend (balance sheet test); and
2. The payment is fair and reasonable to shareholders as a whole; and
3. The payment does not materially prejudice the company's ability to pay its creditors.

The company's Constitution contains provisions which largely mirror or complement the former statutory profits test in relation to payment of dividends.

In order for the company to take advantage of the flexibility to pay future dividends out of amounts other than profits under the new solvency based regime, the Board considers that the proposed amendments to the company's existing constitution are necessary to accord with the Corporations Act.

(c) Reserves

Clauses 17.4 to 17.6 have been moved into new clauses 18.1 to 18.3 so as to clearly separate the concepts of reserves out of profits and dividends from the financial position of the company

(d) Fees on transfer of share

In addition, Listing Rule 8.14 was amended in January 2011 to permit listed entities and their share registries to charge a reasonable fee for registering paper-based off-market transfers. The company's share registry has advised that it has notified ASX of the amounts it proposes to charge for this service.

The Board considers it appropriate to insert clause 6.12 to provide consistency with the Listing Rules and notify the members when fees may be changed.

2. Shareholder approval

Shareholders are asked to pass this resolution as a special resolution pursuant to section 136 of the Corporations Act.

3. Directors' recommendation and open proxies

The Directors unanimously recommend that shareholders vote in favour of resolution 4 as set out in the Notice of AGM.

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 726 186
(outside Australia) +61 3 9938 4311

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

Proxy Form

For your vote to be effective it must be received by 10:30am (WST) Tuesday 22 November 2011

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. Delete titles as applicable.

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 the Annual Report:

www.ilh.com.au

Update your securityholding, 24 hours a day, 7 days a week:

www.investorcentre.com

Your secure access information is:

SRN/HIN: 1999999999



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.



I 9999999999

I ND

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 Integrated Legal Holdings 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 Integrated Legal Holdings Limited to be held at Level 8, Wesfarmers House, 40 The Esplanade, Perth, Western Australia on Thursday, 24 November 2011 at 10:30am (WST) and at any adjournment of that meeting.

Important for Item 2 - If the Chairman of the Meeting is your proxy or is appointed as your proxy by default

By marking this box, you are directing the Chairman of the Meeting to vote in accordance with the Chairman's voting intentions on Item 2 as set out below and in the Notice of Meeting. If you do not mark this box, and you have not directed your proxy how to vote on Item 2, the Chairman of the Meeting will not cast your votes on Item 2 and your votes will not be counted in computing the required majority if a poll is called on this Item. If you appoint the Chairman of the Meeting as your proxy you can direct the Chairman how to vote by either marking the boxes in Step 2 below (for example if you wish to vote against or abstain from voting) or by marking this box (in which case the Chairman of the Meeting will vote in favour of Item 2).

The Chairman of the Meeting intends to vote all available proxies in favour of Item 2 of business.

I/We direct the Chairman of the Meeting to vote in accordance with the Chairman's voting intentions on Item 2 (except where I/we have indicated a different voting intention below) and acknowledge that the Chairman of the Meeting may exercise my proxy even though Item 2 is connected directly or indirectly with the remuneration of a member of key management personnel.

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.

ORDINARY BUSINESS

	For	Against	Abstain
Item 2 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3 Re-election of Director - Ms Anne Tregonning	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

SPECIAL BUSINESS

Item 4 Amendment to Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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The Chairman of the Meeting intends to vote all available 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 / /