



2013 Notice of Annual General Meeting

24 October 2013

Dear Shareholders

Attached is the Notice of Annual General Meeting (AGM) to be held on Tuesday 26 November 2013 at 11:00am.

The AGM will be held in the Blu Room of the Radisson Plaza Hotel, located at 27 O'Connell Street, Sydney, NSW. If you are unable to attend the meeting, you may wish to appoint a proxy by completing and returning the attached Proxy Form.

Copies of the presentations given at the AGM and the results of the meeting will be announced to the ASX and placed on the Company's website at www.bisalloy.com.au. The presentations will be available immediately prior to the AGM with the results available immediately afterwards.

In addition to the usual business to be conducted at the Annual General Meeting, I will take the opportunity to provide an update on our current trading conditions as well as progress with our Joint Venture in China.

I look forward to welcoming you to the Annual General Meeting.

Yours sincerely

A handwritten signature in black ink, appearing to read 'P. Cave', written in a cursive style.

Mr Phillip Cave AM
Chairman

Notice of 2013 annual general meeting

Notice is given that the Annual General Meeting (Meeting) of Shareholders of Bisalloy Steel Group Limited (the Company) will be held at the Blu Room of the Radisson Plaza Hotel, located at 27 O'Connell Street, Sydney, NSW on Tuesday, 26 November 2013, commencing at 11.00 am. (Sydney AEDT).

The business to be considered at the Meeting is set out below. This Notice of Meeting should be read in conjunction with the accompanying Explanatory Notes. A Proxy Form accompanies this Notice.

Business of the meeting

A. Consideration of reports

To receive and consider the Financial Report, the Directors' Report and the Independent Audit Report of the Company for the financial year ended 30 June 2013.

Shareholders will have a reasonable opportunity to ask questions and make comments on these reports and on the business and operations of the Company.

All shareholders can view the Financial Report for the year ended 30 June 2013 on the website of the Company (www.bisalloy.com.au).

B. Items for approval

1. Re-election of Director – Kym Godson

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

"That Mr. Kym Godson, being a director of the Company, who retires by rotation in accordance with clause 8.1(d) of the Constitution of the Company and ASX Listing Rule 14.4, and having offered himself for election and being eligible, is hereby re-elected as a director of the Company."

2. Re-election of Director – Richard Grellman

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

"That Mr. Richard Grellman, being a director of the Company, who retires by rotation in accordance with clause 8.1(d) of the Constitution of the Company and ASX Listing Rule 14.4, and having offered himself for election and being eligible, is hereby re-elected as a director of the Company."

3. Election of Director – Dario Pong

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

"That Mr. Dario Pong be elected as a director of the Company, in accordance clause 8.1(c) of the Constitution of the Company and ASX Listing Rule 14.4."

4. Remuneration Report

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

"That the Remuneration Report for the financial year ended 30 June 2013 (as set out in the Directors' Report on pages 6 to 10 of the 2013 Annual Report) be adopted."

Note: The vote on this item is advisory only and does not bind the Company

The Company's key management personnel and their closely related parties must not cast a vote on the remuneration report unless they are appointed in writing as a proxy for a member eligible to vote on the resolution and that proxy specifies how to vote on the resolution.

The Chairman will vote all undirected proxies in favour of this resolution. If you wish to vote 'against' or 'abstain' you should mark the relevant box in the attached proxy form.

5. Issue of Shares to Mr D Pong under the Non-executive Director Share Plan

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

"That, for the purposes of ASX Listing Rules 10.14 and 7.1 and for all other purposes, subject to the passing of Resolution 3, approval be given for the issue of shares in the Company to Mr Pong in lieu of part or all of his annual director's fees, in accordance with the rules of the Non-Executive Directors' Share Plan on the terms described in the Explanatory Notes to the Notice of Meeting."

Voting Exclusion Statement

In accordance with ASX Listing Rules 10.14 and 14.11.1, the Company will disregard any votes cast on Resolution 5 by any Director as well as any votes cast by any associate of any such Director.

However, the Company need not disregard a vote if:

- (a) 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
- (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote in accordance with the direction on the proxy form to vote as the proxy decides.

Entitlement to attend and vote

In accordance with Reg 7.11.37 of the *Corporations Regulations 2001*, the Company has determined that persons who are registered holders of shares of the Company as at 7.00pm (AEDT) on 24 November 2013, will be entitled to attend and vote at the Meeting as a shareholder. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Voting by proxy

A proxy form accompanies this Notice of Annual General Meeting.

A shareholder entitled to attend and vote may appoint an individual or a body corporate as a proxy. A shareholder may appoint up to two proxies and specify the proportion or number of votes each proxy may exercise. If the shareholder does not specify the proportion or number of votes to be exercised, each proxy may exercise half of the shareholder's votes.

A proxy need not be a shareholder of the Company. Where the Chairman is appointed proxy, he will vote in accordance with the shareholder's directions as specified on the proxy form or, in absence of a direction, in favour of the resolutions contained in the Notice of Meeting.

To be effective, the proxy must be received at the share registry of the Company no later than 11.00am (AEDT) on 24 November 2013. Proxies must be received before that time by one of the following methods:

By post	Computershare Investor Services Pty Limited GPO Box 242 Melbourne Victoria 3001 Australia	
By facsimile	In Australia	1800 783 447
	From outside Australia	+61 3 9473 2555
By delivery	Computershare Investor Services Pty Limited Yarra Falls, 452 Johnston Street Abbotsford, Victoria	
Custodian voting	For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions.	

Voting by Attorney

A proxy form and the original power of attorney, if any, under which the proxy form is signed (or a certified copy of that power of attorney or other authority) must be received by the Company no later than 11.00 am (AEDT) on 24 November 2013.

Corporate Representatives

A body corporate that is a shareholder, or that has been appointed as a proxy, is entitled to appoint any person to act as its representative at the Meeting. The appointment of the representative must comply with the requirements under section 250D of the *Corporations Act 2001*. The representative should bring to the Meeting a properly executed letter or other document confirming its authority to act as the company's representative.

By order of the Board

David MacLaughlin

Company Secretary

24 October 2013

Explanatory statement

This Explanatory Statement has been prepared for the information of shareholders of the Company in relation to the business to be conducted at the Company's 2013 Annual General Meeting.

The purpose of this Explanatory Statement is to provide shareholders with information they may reasonably require to decide how to vote upon the resolutions. The Directors recommend that shareholders read this Explanatory Statement before determining whether or not to support the resolutions.

With the exception of Resolution 4 in respect of the Remuneration Report which is an advisory resolution, all of the resolutions to be voted on are ordinary resolutions. An ordinary resolution requires a simple majority of votes cast by shareholders entitled to vote on the resolution.

Ordinary Business

Resolution 1: Re-election of director – Kym Godson

Mr Godson is an experienced public company director and has extensive experience in the management of industrial businesses, particularly within the steel industry.

He is a former Managing Director and CEO of the Company having retired from the position in November 2008 subsequent to the sale of the distribution business.

Mr Godson is a member of the Audit & Risk Committee and of the Nominations & Remuneration Committee.

Mr Godson retires by rotation in accordance with clause 8.1(d) of the Constitution of the Company and ASX Listing Rule 14.4, and being eligible, has offered himself for re-election.

The Directors, with Mr Godson abstaining, recommend that shareholders vote in favour of this resolution.

Resolution 2: Re-election of director – Richard Grellman

Mr Grellman brings significant accounting and finance skills to the Company, having had over 30 years' experience in the accounting profession. He was a partner at KPMG from 1982 to 2000 and a member of KPMG's National Board from 1995 to 1997 and National Executive from 1997 to 2000. Mr Grellman is currently Chairman of WHK Ltd and Glenworth Mortgage Insurance Ltd. Mr Grellman also serves as Chairman of the AMP Foundation and the Bible Society of Australia.

Mr Grellman is a Member of the Order of Australia and is a Fellow of the Institute of Chartered Accountants.

Mr Grellman is Chairman of the Audit & Risk Committee and a member of the Nominations & Remuneration Committee.

Mr Grellman retires by rotation in accordance with clause 8.1(d) of the Constitution of the Company and ASX Listing Rule 14.4, and being eligible, has offered himself for re-election.

The Directors, with Mr Grellman abstaining, recommend that shareholders vote in favour of this resolution.

The Chairman of the meeting intends to vote undirected proxies in favour of the re-election of Mr Kym Godson and Mr Richard Grellman.

Resolution 3: Election of director – Dario Pong

Since the date of the last Shareholders Meeting, the Board has appointed Mr Dario Pong as a non-executive Director. In accordance with clause 8.1(c) of the Constitution of the Company and ASX Listing Rule 14.4, Mr Pong has offered himself for election.

Mr Pong is currently based in Hong Kong but has lived for extended periods in Shanghai and has wide ranging experience in the steel industry in the People's Republic of China. Mr Pong is the founder and CEO of Ferro Resources Ltd and non-executive director of Shiu Wing Steel Ltd. The Board believes that Mr Pong will provide valuable experience and insight as the Group develops its Asian growth strategy, including its Chinese Joint Venture.

The Directors, with Mr Pong abstaining, recommend that shareholders vote in favour of this resolution.

The Chairman of the meeting intends to vote undirected proxies in favour of the election of Mr Pong.

Resolution 4: Remuneration Report

Section 250R(2) of the *Corporations Act 2001* requires shareholders to vote on an advisory resolution that the Remuneration Report be adopted.

As set out in the Remuneration report, the Company's remuneration philosophy and practices aim to set board and executive compensation at levels which are fair and reasonable, competitive with relevant market benchmarks, and assist the company to recruit, retain and motivate skilled and talented people across the Company's operations. Wherever possible, the Company's remuneration practices and governance are appropriate for an Australian listed company of a similar size and market capitalisation. These policies and practices are overseen by the board's Remuneration and Nomination Committee.

The Remuneration Report is available on pages 6 to 10 in the Company's 2013 Annual Report which can be viewed on the website (www.bisalloy.com.au).

The Corporations Act restricts members of the key management personnel (KMP) of the Company and their closely related parties from voting in relation to Resolution 4 in certain circumstances.

Closely related party is defined in the Corporations Act and includes a spouse, dependant and certain other close family members, as well as any companies controlled by a member of the KMP.

The Company is required under the Corporations Act to disregard any votes (in any capacity) on the proposed Resolution 4 by or on behalf of:

- a member of the KMP (details of whose remuneration are included in the remuneration report); and
- a closely related party of those persons (such as close family members or a company the person controls).

However this restriction will not prevent such a person casting a vote on Resolution 4 if the person does so as a proxy appointed in accordance with the directions on the proxy form, that specifies how the proxy is to vote on the proposed resolution (and the vote is being cast on behalf of a person who would not themselves be precluded from voting on the resolution).

If you intend to appoint the Chairman of the Meeting as your proxy, you can direct him how to vote by either marking the boxes for Resolution 4 (for example if you wish to vote against or abstain from voting), or by marking the Chairman's box on the proxy form (in which case the Chairman of the Meeting will vote in favour of this item of business).

If you intend to appoint another member of the KMP (such as one of the directors) as your proxy, please ensure that you direct them how to vote on Resolution 4 by marking the relevant boxes for this item.

Resolution 5: Issue of Shares to Mr D Pong under the Non-Executive Director Share Plan (NED Plan)

Assuming that Resolution 3 is approved, shareholder approval is sought for Mr D Pong to receive part or all of his annual directors' fees as shares in Bisalloy Steel Group Ltd, pursuant to the NED Plan as approved at the Annual General Meeting on 21 November 2012.

Shareholder approval is required under ASX Listing Rule 10.14 because, assuming Resolution 3 is approved, Mr Pong will be a Director of the Company.

Under the NED Plan the Company must allocate to each participating non-executive Director on a specific date the number of shares determined by dividing the amount that the director has elected to sacrifice by the market value of the shares. Market value is determined as the weighted average price of shares sold on the ASX during the week immediately prior to the date that the shares are allocated. There are currently two allocation periods each year which coincide with trading windows under the Company's Share Trading Guidelines.

It is open to the board to either issue shares or acquire them on market.

Under the NED Plan non-executive Directors may sacrifice up to 100% of their annual Director's remuneration. The maximum number of shares that may be issued to Mr Pong under this resolution is 200,000.

The current non-executive Directors entitled to participate in the NED are Messrs Cave and Grellman.

No shares have been allocated to non-executive Directors under the NED Plan since the Plan was last approved. No loans have been or will be made to non-executive Directors under the NED plan.

Details of any shares issued under the NED Plan and that approval for the grant of shares was obtained under Listing Rule 10.14, will be published in the Company's Annual Report for the financial years ending 30 June 2014 and 2015 after which the Company will need to seek re-approval of the issue of shares under the NED Plan. Any shares issued under Resolution 5 will be issued prior to 21 November 2015.

Any additional persons who have become entitled to participate in the NED plan after the resolution was approved and who were not named in the notice of meeting will not participate until approval is obtained under ASX Listing Rule 10.14.

The Chairman of the meeting intends to vote undirected proxies in favour of this resolution.

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



000001 000 BIS
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
11:00am (AEDT) on Sunday, 24th November 2013**

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 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: I9999999999



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 Bisalloy Steel Group 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, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Bisalloy Steel Group Limited to be held in the Blu Room of the Radisson Plaza Hotel, located at 27 O'Connell Street, Sydney, NSW, on Tuesday, 26 November 2013 at 11:00am (AEDT) and at any adjournment or postponement of that Meeting.

Important for Items 4 & 5 - If the Chairman of the Meeting is your proxy or is appointed as your proxy by default.

By marking this box, you are expressly authorising the Chairman of the Meeting to vote in accordance with the Chairman's voting intentions on Items 4 & 5 as set out in the Notice of Meeting. If you do not mark this box, and you have not otherwise directed your proxy how to vote on Items 4 & 5 the Chairman of the Meeting will not cast your votes on Items 4 & 5 and your votes will not be counted in computing the required majority if a poll is called on these items.

If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Items 4 & 5 by marking the appropriate box in step 2 below.

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

I/We expressly authorise the Chairman of the Meeting to vote in accordance with the Chairman's voting intentions on Items 4 & 5 (except where I/we have indicated a different voting intention below) and acknowledge that the Chairman of the Meeting may exercise my/our proxy even though Items 4 & 5 are connected directly or indirectly with the remuneration of a member of key management personnel (which includes the Chairman) and with respect to Item 5, even if the Chairman of the Meeting has an interest in the outcome of item 5, and that votes cast by the Chairman, 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
Item 1 Re-election of Director - Kym Godson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2 Re-election of Director - Richard Grellman	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3 Election of Director - Dario Pong	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5 Issue of Shares to Mr D Pong under the Non-Executive Director Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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	Securityholder 2	Securityholder 3
<input style="width: 100%; height: 100%;" type="text"/>	<input style="width: 100%; height: 100%;" type="text"/>	<input style="width: 100%; height: 100%;" type="text"/>

Sole Director and Sole Company Secretary Director Director/Company Secretary

Contact Name _____ Contact Daytime Telephone _____ Date ____/____/____