

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of the shareholders of AUDIO PIXELS HOLDINGS LIMITED ("the Company" or "AKP") will be held at the following time and place:

Place: Meeting Room IV Heritage Level 5, The Westin Hotel,
No 1 Martin Place, Sydney, NSW, 2000 Australia

Date: Tuesday 31 May 2011

Time: 11:30 am

ORDINARY BUSINESS:

1. Consideration of Financial Statements

"To receive and consider the Financial Report, Directors' Report and Auditor's Report for the financial period ended 31 December 2010."

2. Re-election of Mr Fred Bart as a Director

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

"That Mr Fred Bart, who retires by rotation in accordance with the provisions of the Constitution of the Company, and, being eligible, be re-elected as a Director of the Company."

3. Remuneration Report

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

"To approve the remuneration report for the financial period ended 31 December 2010."

DATED: 18 April 2011

By order of the Board



I A Dennis

Company Secretary

EXPLANATORY MEMORANDUM TO SHAREHOLDERS TO ACCOMPANY THE NOTICE OF ANNUAL GENERAL MEETING

This Memorandum has been prepared for the information of shareholders of Audio Pixels Holdings Limited (referred to in this Memorandum as the “**Company**”) in connection with the business to be conducted at the Annual General Meeting of the members of the Company to be held on 31 May 2011.

1. **Item 1 – Financial Report**

The Corporations Act 2001 (Cth) (“**Corporations Act**”) requires the financial report (which includes the financial statements and directors’ declaration), the directors’ report and the auditor’s report for the last financial year to be laid before the Annual General Meeting. There is no requirement either in the Corporations Act or in the Constitution of the Company for shareholders to approve the financial report, the directors’ report or the auditor’s report. Shareholders will have reasonable opportunity at the meeting to ask questions and make comments on these reports and on the business and operations of the Company.

2. **Item 2 – Re-election of Mr Fred Bart as a Director**

Mr Fred Bart was appointed Chairman and a non-executive director on 5 September 2000.

He is Chairman of Electro Optic Systems Holdings Limited. He has been Chairman and Managing Director of numerous private companies since 1980, specialising in manufacturing, property and marketable securities. He is a member of the Australian Institute of Company Directors.

3. **Item 3 – Remuneration Report**

The Annual Report for the financial period ended 31 December 2010 contains a Remuneration Report which sets out the remuneration policy of the Company and the remuneration arrangements in place with the Directors.

Under the provisions of the Corporations Act 2001, the shareholder vote is advisory only and will not require the Company to alter any arrangements detailed in the Remuneration Report, should the resolution not be passed. Notwithstanding the legislative effect of this requirement, the Board has determined that it will take the outcome of the vote into consideration when considering the remuneration policy.



PROXY FORM

I/We _____
(BLOCK LETTERS)

of _____

being the holder of _____ ordinary shares in Audio Pixels Holdings Limited hereby appoint:

SECTION A: Complete if you desire to appoint ONE proxy.*	
Name:	_____
of:	_____
SECTION B: Complete if you desire to appoint TWO proxies.**	
Name:	_____
of:	_____
to exercise _____	% of my voting rights; and
Name:	_____
of:	_____
to exercise _____	% of my voting rights.

+ or failing him or her, the Chairman of the meeting as my proxy to vote and act for me and on my behalf at the ANNUAL GENERAL MEETING of Audio Pixels Holdings Limited to be held on 31 May 2011 and any adjournment thereof. The Chairman of the meeting intends to vote in favour of Resolutions 2 to 3 in relation to any undirected proxies.

Direction to proxy

Mark one of the three boxes for each resolution if you wish to direct the proxy how to vote. If no mark is made the proxy may vote on the resolution or abstain from voting as the proxy thinks fit. If you appoint two proxies and wish them to vote differently this should be specified. 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 may exercise your proxy even if he has an interest in the outcome of the resolution and votes cast by him 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, the Chairman will not cast your votes on the resolution and your votes will not be counted in calculating the required majority if a poll is called on the resolution.

Ordinary Resolutions	In favour of the resolution	Against the resolution	Abstain
2. Re-election of Mr Fred Bart as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signed this _____ day of _____ 2011

Signature of Shareholder(s)

NOTES ON PROXY FORMS FOR THE ANNUAL GENERAL MEETING

Notes on Completion of Proxy Forms

- * Complete section A if you desire to appoint one proxy.
- ** Complete section B if you desire to appoint two proxies.
- + Delete if the Chairman is not to be a proxy.

Signing of the proxy form

Each person registered as the holder of the above shares must sign the proxy form personally or by a duly appointed attorney or agent.

If a proxy is given by a corporation, a form of proxy must be executed under common seal of the corporation or under the hand of its attorney.

If a proxy is executed by an attorney of a member the attorney must declare that the attorney has no notice of revocation of the power of attorney and the relevant power of attorney if it has not already been noted by the company, must accompany the form of proxy.

Entitlement to appoint proxies

A member entitled to attend and vote at this meeting is entitled to appoint not more than two proxies who need not be members of the Company.

Where more than one proxy is appointed each proxy must be appointed to represent a specific proportion of the member's voting rights. A proxy need not be a member of the Company.

Lodgement of Proxy Form

Forms to appoint proxies must be lodged with the Company not later than 9.00 am on 30 May 2011 at the Registered Office of Audio Pixels Holdings Limited at Suite 2, Level 12, 75 Elizabeth Street, Sydney, NSW 2000 Australia.

Proxies may also be faxed to the Registered Office of Audio Pixels Holdings Limited on (02) 9232 3411.

Point at which Voting Rights are Determined

Regulation 7.11 of the Corporations Act permits the Company to specify a time, not more than 48 hours before the meeting, at which a "snap-shot" of members will be taken for the purposes of determining member entitlements to vote at the meeting.

The Company's Directors have passed a resolution to the effect that all shares of the Company that are quoted on the ASX at 30 May 2011 at 9:30 am shall, for the purposes of determining voting entitlements at the Annual General Meeting, be taken to be held by the persons registered as holding the shares at that time.

Corporate Representative

In order to vote on behalf of a company that is a member of the Company, a valid Appointment of Corporate Representative form must be either lodged with the Company prior to the Annual General Meeting or be presented at the meeting before registering on the Attendee Register for the Annual General Meeting. An Appointment of Corporate Representative form is enclosed if required.

APPOINTMENT OF A CORPORATE REPRESENTATIVE

Section 250D of the Corporations Act

This is to certify that by a resolution of the Directors of:

_____ (Company)
Insert name of Shareholder

The Company has appointed:

_____ (Company)
Insert name of Corporation Representative

In accordance with the provisions of section 250D of the Corporations Act, to act as the body corporate representative of that company at the meeting of Audio Pixels Holdings Limited to be held on 31 May 2011 and at any adjournments of that meeting.

DATED

Executed by the Company (In accordance with its constituent documents)

Signed by an authorised representative

Signed by an authorised representative

Name of authorised representative [print]

Name of authorised representative [print]

Position of authorised representative [print]

Position of authorised representative [print]

INSTRUCTIONS FOR COMPLETION

Under Australian law, an appointment of a body corporate representative will only be valid if the Certificate of Appointment is completed precisely and accurately.

Please follow the instructions below to complete the Certificate of Appointment:

1. Execute the Certificate following the procedure required by your Constitution or other constituent documents.
2. Print the name and position (eg director) of each company officer who signs this Certificate on behalf of the company.
3. Insert the date of execution where indicated.

Send or deliver the certificate to the Registered Office of Audio Pixels Holdings Limited at Suite 2, Level 12, 75 Elizabeth Street Sydney, or faxed to the Registered Office on (02) 9232 3411.