

Notice of Annual General Meeting

**PHILEO AUSTRALIA LIMITED**

A.C.N. 007 608 755  
A.B.N. 52 007 608 755

Notice is hereby given that the Annual General Meeting of the members of Phileo Australia Limited will be held at the registered office of the company at Level 8, 278 Collins Street, Melbourne on **Monday, 30 November 2009, at 11.00 am.**

Ordinary Business

1. **2009 Annual Report, including the Directors' Report, Auditor's Report and Financial Report**

To receive and consider the Directors' Report, Auditor's Report and Financial Report in respect of the financial year ended **30 June 2009**.

*[Note: There is no requirement in the Corporations Act or company's Constitution for members to vote on, approve or adopt these Reports. Members will have reasonable opportunity at the meeting to ask questions and comment on these reports. Relevant questions to the auditor must be submitted to the Company Secretary of Phileo Australia Limited, Level 8, 278 Collins Street, Melbourne 3000 or (03) 9663 8038 by fax, at least 5 business days prior to the Annual General Meeting.]*

2. **Adoption of Remuneration Report (Resolution 1)**

To receive, consider and adopt, for the purpose of sub-section 250R(2) of the Corporations Act 2001, the company's **2009** Remuneration Report for the period **1 July 2008 to 30 June 2009** as set out in the company's Directors' Report contained in the **2009** Annual Report.

*[Note: The Corporations Act provides that the vote is advisory only and does not bind the directors or the company. However, the Board will take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the company.]*

3. **Re-election of Director (Resolution 2)**

**Mr Graham Homes** retires under the rotation provisions in the Constitution and, being eligible, offers himself for re-election.

4. **Other Business**

To deal with any other business which may be brought forward in accordance with the company's Constitution and the Corporations Act 2001.

By Order of the Board of Directors



Kin S Chan  
Company Secretary

Melbourne  
30 October 2009

See Notes on Voting Rights and Proxies behind.

## VOTING RIGHTS

For the purpose of the meeting, securities will be taken to be held by the persons who are registered holders at **close of business on Thursday, 26 November 2009**. Accordingly, transactions registered after that time/date will be disregarded in determining entitlements to attend and vote at the meeting.

## PROXIES

- a. A member entitled to attend and vote is entitled to appoint a proxy. A member entitled to cast two or more votes may appoint two proxies.
- b. Where more than one proxy is appointed, each proxy may be appointed to represent a specified proportion of the member's voting rights. Where two proxies are appointed, if the appointment does not specify the proportion or number of the member's votes, each proxy may exercise half of the votes. Fractional votes may be disregarded.
- c. A proxy need not be a member of the company.

## PROXY FORM

A Proxy Form is enclosed with this Notice of Annual General Meeting. To be valid, the proxy form (and any power of attorney or other authority under which the proxy is signed, or a notarially certified copy of that power or authority) must be deposited with the Company Secretary at the registered office of **Phileo Australia Limited, Level 8, 278 Collins Street, Melbourne 3000, Victoria, Australia** or may be lodged by facsimile at **(61 3) 9663 8038** or e-mail at: **phileo@palltd.com.au**, not later than 24 hours before the time for holding the meeting, in this case by **Friday 11.00 am 27 November 2009**.

Proxy Form

PHILEO AUSTRALIA LIMITED

A.C.N. 007 608 755  
A.B.N. 52 007 608 755

This Proxy Form must be returned to the company by **11.00 am, Friday 27 November 2009** for it to be considered for the purpose of the Annual general Meeting.

I/We \_\_\_\_\_ (name)  
of \_\_\_\_\_ (address)  
being a member(s) of Phileo Australia Limited hereby appoints

\_\_\_\_\_ (name)  
of \_\_\_\_\_ (address)

or failing him/her, the Chairman of the meeting, as my/our Proxy to act and to vote for me/us and on my/our behalf at the Annual General Meeting of the company to be held on **Monday, 30 November 2009 at 11.00 am** and at any adjournment thereof.

This appointment is in respect of (a) the whole of/(b) \_\_\_\_\_ of, the shares held.

*\*Strike out whichever is not applicable. If (a) is struck out, please insert the number or proportion (percentage) of shares in (b).*

I/We instruct my/our Proxy to vote as indicated below

*(Place an "x" in the appropriate box against each item hereunder, otherwise your proxy may vote as he/she thinks fit or abstain from voting.)*

	FOR	AGAINST	ABSTAIN
ORDINARY BUSINESS			
RESOLUTION			

- |  |                          |                          |                          |
|--|--------------------------|--------------------------|--------------------------|
| 1 Adopt the Remuneration Report                | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. Re-elect <b>Mr Graham Homes</b> as director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

This Proxy is appointed to represent \_\_\_\_\_% of my voting rights.

Where this Proxy is signed under Power of Attorney, the Attorney declares that he/she has not received any notice of revocation of such Power of Attorney.

Signed this \_\_\_\_\_ day of November 2009.

\_\_\_\_\_  
Signature of Member(s)

**(Affix Common Seal if a corporation.)**

## PROXY NOTES

- 1 A member may appoint not more than two proxies neither of whom need be a member of the company. If a member appoints one proxy, that proxy shall be entitled to vote on a show of hands. If a member appoints two proxies, neither proxy shall be entitled to vote on a show of hands. Where two proxies are appointed, if the appointment does not specify the proportion or number of the member's vote, each proxy may exercise half of the votes. Fractional votes will be disregarded.
- 2 If the member is a company, the proxy must be executed as authorised by the body corporate's constituent documents or by the Corporations Law.
- 3 Any proxy in which the name of the appointee is not filled in shall be deemed to be given to the Chairman of the meeting.
- 4 The proxy and any power of attorney or other authority under which it is signed must be deposited with the Company Secretary at the registered office of **Phileo Australia Limited, Level 8, 278 Collins Street, Melbourne 3000, Victoria, Australia** or may be lodged by facsimile on **(61 3) 9663 8038** not less than 24 hours before the time for holding the meeting, or in this case by **11.00 am Friday 27 November 2009**.

## IMPORTANT NOTICE TO SHAREHOLDER

The default option for receiving your Annual Report has been changed from a printed hardcopy (in previous years) to a softcopy (from 2009) via our company's new website: [www.palltd.com.au](http://www.palltd.com.au)

**REGARDING RECEIVING YOUR HARDCOPY 2009 ANNUAL REPORT, FUTURE YEARS' ANNUAL REPORTS AND COMPANY NOTIFICATIONS, PLEASE CONSIDER THE 3 OPTIONS BELOW TO MAKE YOUR SELECTION ON THE BACK OF THIS PAGE AND RETURN THE COMPLETED FORM TO THE COMPANY**

Dear Shareholder

As you may be aware, the Australian Corporations Law allows companies to provide annual reports to its shareholders through their corporate websites rather than in hardcopy.

From today, Phileo Australia Limited has made available its 2009 Annual Report to shareholders through its new website: [www.palltd.com.au](http://www.palltd.com.au). You will now receive timely, cost effective, greener and user-friendly online format annual reports that you can search, view on screen, download, file a softcopy and print as required.

In future years we can also send you your annual reports and company notifications via e-mail if you so wish. But if you prefer, we can contact you by post to inform you when your annual report and company notifications become available on our company website.

### *YOUR 3 OPTIONS IN SUMMARY*

OPTION 1: Request a printed hardcopy of the 2009 Annual Report.

OPTION 2: Elect to receive your future years' annual reports and company notifications via e-mail.

If you select either Option 1 or Option 2 above, please make your selection on the back of this form and return the completed form to the company.

OPTION 3: Take no action. Information on accessing your future online annual reports and company notifications will be posted to you.

Yours faithfully



Kin S Chan  
Company Secretary  
Phileo Australia Limited

## YOUR ANNUAL REPORT AND COMPANY NOTIFICATIONS OPTIONS

OPTION 1: ☐ Request a printed hardcopy of the 2009 Annual Report.

Please provide your details here:

SHAREHOLDER NAME: \_\_\_\_\_

ADDRESS: \_\_\_\_\_

\_\_\_\_\_, POSTCODE: \_\_\_\_\_

SRN/HIN : \_\_\_\_\_

OPTION 2: ☐ To receive your future annual reports and company notifications by e-mail, please provide your details here:

SHAREHOLDER NAME: \_\_\_\_\_

E-MAIL ADDRESS: \_\_\_\_\_

SRN/HIN: \_\_\_\_\_

**IF YOU HAVE SELECTED OPTION 1 OR OPTION 2 (ABOVE), PLEASE RETURN THE COMPLETED FORM IN THE ENCLOSED REPLY PAID ENVELOPE, OR FAX TO (61 3) 9663 8038 OR E-MAIL YOUR REQUEST TO [PHILEO@PALLTD.COM.AU](mailto:PHILEO@PALLTD.COM.AU).**

OPTION 3: ☐ Take no action. Information on accessing your future annual reports and company notifications through our company website will be posted to you.

## **PAYMENT OF DIVIDENDS AND NOTIFICATION OF TFN, ABN OR EXEMPTIONS**

### **PAYMENT OF DIVIDENDS**

These can only be made to an Australian bank, credit union or building society.

If you want your dividends to be paid directly into a nominated account, please complete the back of this form. Until you advise otherwise, all future payments in respect of your holding will be paid into your nominated account. Your payment will not be subject to any postal delays, the risk of loss or theft of your cheque will be eliminated and an advice containing full dividend details will be sent to you by our share registry.

If you change your account for some reason, please notify the registry immediately.

If you do not complete this section or this form is incomplete, unsigned or invalid in any way, you will continue to receive your dividends by cheque.

Neither the company or the share registry will be responsible for any delays in payments being credited to your nominated account as a result of transaction procedures, errors or delays by any financial institution.

This instruction for your dividend to be paid directly into your account only applies to your current holding.

If your securities are held in joint names, all holders must sign.

If you are signing as an attorney, then the Power of Attorney must have either been noted by the share registry or be duly stamped and accompany this form when lodging it with the company or registry. Only duly authorised officers of a company can sign on behalf of a company and you must state the office held by the signatory (e.g. Director, Company Secretary, etc).

### **NOTIFICATION OF TAX FILE NUMBER (TFN), AUSTRALIAN BUSINESS NUMBER (ABN) OR EXEMPTION CODE**

Please complete the section behind this form if you wish to provide your TFN, ABN or Exemption. Collection of TFN and ABN information is authorised by the Tax Legislation and its use is strictly regulated by the Tax Legislation and Privacy Act.

It is not an offence to choose not to provide your TFN, ABN or Exemption, however if you do not, withholding tax may be deducted from any unfranked portion of your dividends at the highest marginal rate. No withholding tax is applicable for the franked portion.

If you are exempt, please provide the appropriate exemption code (see the list at the back of this form).

**DIRECT PAYMENT OF DIVIDENDS AND NOTIFICATION  
OF TFN, ABN OR EXEMPTION CODE**

**PLEASE RETURN THE COMPLETED FORM IN THE ENCLOSED REPLY PAID ENVELOPE, OR FAX TO (61 3) 9663 8038 OR E-MAIL A SCANNED COPY TO [PHILEO@PALLTD.COM.AU](mailto:PHILEO@PALLTD.COM.AU).**

SHAREHOLDER NAME: \_\_\_\_\_

ADDRESS: \_\_\_\_\_

\_\_\_\_\_ POSTCODE: \_\_\_\_\_

NUMBER OF SHARES HELD: \_\_\_\_\_ SRN/HIN: \_\_\_\_\_

Please pay my future dividend entitlements into the following account:

NAME OF FINANCIAL INSTITUTION: \_\_\_\_\_

ADDRESS OF FINANCIAL INSTITUTION: \_\_\_\_\_

\_\_\_\_\_ POSTCODE: \_\_\_\_\_

BSB NO.: \_\_\_\_\_ ACCOUNT NO.: \_\_\_\_\_

ACCOUNT HELD IN THE NAME OF: \_\_\_\_\_

TAX FILE NUMBER (TFN): \_\_\_\_\_

OR

AUSTRALIAN BUSINESS NUMBER (ABN): \_\_\_\_\_

OR

EXEMPTION CODE: \_\_\_\_\_

DESCRIPTION	EXEMPTION CODE
Age Pension, Invalid Pension, Service/Veterans Pension	00444444441
Carers Pension, Rehabilitation Allowance, Sole Parents Pension, Widows Pension, Other Pension, Special Benefit	00444444442
Non-Profit Organisation	00555555555
Investors in the business of providing consumer or business finance	00666666666
Norfolk Island Residents	00777777777

SIGNED: \_\_\_\_\_ DATE: \_\_\_\_\_