

Notice of Annual General Meeting

PHILEO AUSTRALIA LIMITED

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 14, 303 Collins Street, Melbourne on **Friday, 25 November 2011, at 12.00 noon.**

AGENDA

ORDINARY BUSINESS

Accounts and Reports

To receive and consider the Directors' Report, Auditor's Report and Financial Report in respect of the financial year ended **30 June 2011.**

[Explanatory note: Under Section 317 of the Corporations Act 2001 ("Corporations Act"), the company is required to lay the company's annual financial report, directors' report and remuneration report before its members at its Annual General Meeting. There is no requirement in the Corporations Act or the company's Constitution for members to vote on, approve or adopt the Directors' Report, Auditor's Report and Financial Report. Members will have reasonable opportunity at the meeting to ask questions and comment on these reports. They are also invited to submit relevant questions to the Company Secretary of Phileo Australia Limited, Level 14, 303 Collins Street, Melbourne 3000, by fax to (03) 9663 8038, or by e-mail to kin@palltd.com.au prior to the Annual General Meeting. Representatives of the company's auditor, Nexia ASR Chartered Accountants, will be present to answer questions relevant to the audit.]

Resolution 1: Remuneration Report

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

"That the company adopt the Remuneration Report for the financial year ended 30 June 2011 in accordance with Section 250R(2) of the Corporations Act."

[Explanatory 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.]

Resolution 2: Re-election of Mr Andrew Hang as Director

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

"That Mr Andrew Hang, who retires by rotation in accordance with the company's Constitution and being eligible for re-election, be re-elected as a Director."

[Explanatory note: Under Rule 56 of the company's Constitution, one-third of the company's directors other than the Managing Director, or the whole number nearest to one-third must retire by rotation unless re-elected. Mr Andrew Hang retires under the rotation provision in the Constitution and, being eligible, offers himself for re-election.]

OTHER BUSINESS

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

ENTITLEMENT TO ATTEND AND VOTE

For the purpose of the meeting, securities will be taken to be held by the persons who are registered holders at the **close of business on Wednesday, 23 November 2011**. Accordingly, transactions registered after that time/date will be disregarded in determining entitlements to attend and vote at the meeting.

VOTING BY PROXY

Any shareholder of the company entitled to attend and vote at this meeting is entitled to appoint a proxy to attend and vote instead of that shareholder.

The proxy does not need to be a shareholder of the company.

A shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half of the shareholder's votes. Fractional votes may be disregarded.

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.

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.

Proxies must be lodged at the company's registered office of **Phileo Australia Limited, Level 14, 303 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 **Thursday 12.00 noon on 24 November 2011**.

To be valid, the proxy form and any power of attorney or other authority under which the proxy is signed, or a copy certified by a notary public of that power or authority) must be deposited with the Company Secretary at the registered office

By Order of the Board of Directors

Kin S Chan
Company Secretary

Melbourne
28 October 2011

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 **12 noon, Thursday 24 November 2011** 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 **Friday, 25 November 2011 at 12 noon** 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 Mr Andrew Hang 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 2011.

Signature of Member(s)

(Affix Common Seal if a corporation.)

IMPORTANT NOTICE TO SHAREHOLDER

The default option for receiving your Annual Report is via the company's website:

www.palltd.com.au

REGARDING RECEIVING YOUR HARDCOPY 2011 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.

As in recent years, the company has made available this year's Annual Report to shareholders through its website: **www.palltd.com.au**. You will therefore 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 a hardcopy 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 2011 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 2011 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.

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 FUTURE DIVIDENDS AND NOTIFICATION OF TFN, ABN OR EXEMPTIONS

PAYMENT OF DIVIDENDS

If you have not already done so and want your future 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 Boardroom Limited.

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 dividend 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 FUTURE 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.

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: ____/____/____

NAME: _____ (PLEASE PRINT)