

# MEO AUSTRALIA LIMITED

ABN 43 066 447 952

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Thirteenth Annual General Meeting of members of MEO Australia Limited will be held in the Meeting Room of The Institute of Chartered Accountants in Australia, Level 3, 600 Bourke Street, Melbourne on Wednesday, 28 November 2007 at 10.30 am.

### AGENDA

1. **To receive and consider the Annual Financial Report for the year ended 30 June 2007 and the reports of the Directors and Auditor thereon.**
2. **To receive and adopt the Remuneration Report for the year ended 30 June 2007.**  
*(Note – the vote on this resolution is advisory only and does not bind the Directors of the Company)*

### ORDINARY BUSINESS

3. **To consider and, if thought fit, pass the following resolutions as ordinary resolutions:**

(a) **Re-election of Mr Andrew John Rigg**

“That Mr Andrew John Rigg, being a Director of the Company, who retires pursuant to the Constitution of the Company and, being eligible for re-election offers himself for re-election, is hereby re-elected as a Director of the Company.”

(b) **Re-election of Mr James Max Duddingston Willis**

“That Mr James Max Duddingston Willis, being a Director of the Company, who retires pursuant to the Constitution of the Company and, being eligible for re-election offers himself for re-election, is hereby re-elected as a Director of the Company.”

By order of the Board of MEO Australia Limited



C H Naylor  
Company Secretary  
26 October 2007

### 2007 Annual Report

Shareholders who elected not to receive a printed copy of the 2007 Annual Report can access the Annual Report at MEO's website address:

<http://www.meoaustralia.com.au/media/files/2007AnnualReport.pdf>

## NOTES

### 1. Voting

- (a) MEO Australia Limited has determined, in accordance with regulation 7.11.37 of the Corporations Regulations 2001 (Cth), that the shares of MEO Australia Limited that are quoted on ASX Limited as at 7.00pm on 26 November 2007, will be taken, for the purposes of the General Meeting, to be held by the persons who held them at that time. Accordingly, those persons will be entitled to attend and vote at the meeting.
- (b) A Member entitled to attend and vote at a Meeting is entitled to appoint not more than two proxies to attend and vote on his behalf. Where more than one proxy is appointed, such proxy must be allocated a proportion of the Member's voting rights.
- (c) A proxy duly appointed need not be a Member. In the case of joint holders all must sign.
- (d) A form of proxy accompanies this Notice and, to be effective, the form and any document necessary to show the validity of the form of proxy must be lodged at the registered office of the Company not less than 48 hours before the time appointed for the Meeting. Any proxy lodged after that time will be treated as invalid.
- (e) Directors and Officers of all corporate shareholders should note that unless the corporate shareholder either:
  - (i) completes and lodges with the Company a valid form of appointment of proxy in accordance with the instructions on the enclosed Proxy Form; or
  - (ii) completes and either lodges with the Company prior to the meeting a form of appointment of personal representative in accordance with the provisions of Section 250D of the Corporations Act or causes such personal representative to attend the meeting with such form of appointment; or
  - (iii) has appointed an attorney;and such proxy, personal representative or attorney attends the relevant meeting, then such corporate shareholder will be unable to exercise any votes at the relevant meeting.
- (f) Proxy and corporate appointment of representative forms may be returned to the Company in any of the following ways:
  - (i) by delivery (by hand, mail, or facsimile) to the Company Secretary, MEO Australia Limited at its registered office:

Level 17  
500 Collins Street  
Melbourne Vic 3000  
Facsimile: **61+ 3 9614 0660**.
  - (ii) by delivery (by hand, mail, or facsimile) to the MEO Australia Limited share registry:

Link Market Services Limited  
Level 9  
333 Collins Street  
Melbourne Vic 3000  
Facsimile: **61+3 9615 9900**
- (g) Corporate Members should comply with the execution requirements set out on the proxy form or otherwise comply with the provisions of Section 127 of the Act. Section 127 of the Act provides that a company may execute a document without using its common seal if the document is signed by:
  - (i) 2 directors of the company; or
  - (ii) a director and a company secretary of the company; or
  - (iii) for a proprietary company that has a sole director who is also the sole company secretary - that director.
- (h) Completion of a proxy form will not prevent individual Members from attending the meetings in person if they wish. Where a Member completes and lodges a valid proxy form and attends the meeting in person then the proxy's authority to speak and vote for that Member is suspended while the Member is present at the meeting.
- (i) Where a proxy form or form of appointment of personal representative is lodged and is executed under power of attorney the power of attorney must be lodged in like manner as a proxy

2. **Business of the Meeting**

**Resolution 1: Annual Financial Report**

The Company's financial statements and reports for the last financial year, which are contained in the 2007 Annual Report, will be laid before the meeting. While no resolution is required, shareholders are encouraged to ask questions and make comments on the financial statements and reports.

**Resolution 2: Remuneration Report**

The Remuneration Report, contained in the 2007 Annual Report, will be laid before the meeting. While the resolution is not binding on Directors, shareholders are encouraged to ask questions and make comments on the Remuneration Report.

**Resolutions 3 (a) and (b): Re-election of Directors**

The Company's constitution requires that at every annual general meeting, one-third or the next highest number to one-third of the Directors, shall retire from office, and provides that such Directors are eligible for re-election at the meeting.

**PROXY FORM**  
**MEO AUSTRALIA LIMITED**  
**(ABN 43 066 447 952)**

The Company Secretary  
MEO Australia Limited  
Level 17  
500 Collins Street  
Melbourne Vic 3000

I/We (name of shareholder).....  
of (address).....

being a member/members of MEO Australia Limited Hereby Appoint

(name) ..... or failing that person then the  
Chairman of the General Meeting as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the  
Company to be held at The Meeting Room of the Institute of Chartered Accountants in Australia, Level 3, 600 Bourke Street  
Melbourne, in the State of Victoria on 28 November 2007 at 10.30 AM (AEST) and at any adjournment of the meeting.

**INSTRUCTIONS AS TO VOTING ON RESOLUTIONS – To indicate your instructions mark**

<b>X</b>
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If no directions are given my proxy may vote as the proxy thinks fit or may abstain. Otherwise my proxy is to vote as follows:

		<b>FOR</b>	<b>AGAINST</b>	<b>ABSTAIN</b>
Resolution 2	Remuneration Report			
Resolution 3 (a)	Re-election of A J Rigg			
Resolution 3 (b)	Re-election of J M D Willis			

**Subject to the operation of the express voting exclusions contained in the notes to the notice of meeting, the Chairman's intention is to vote an undirected proxy in favour of each resolution to be put to the meeting.**

If you do not wish to direct your proxy how to vote, please place a mark in the box.

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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.

My total voting right is \_\_\_\_\_ shares. This Proxy is appointed to represent \_\_\_\_\_ % of my voting right, or if 2 proxies are appointed Proxy 1 represents \_\_\_\_\_% and Proxy 2 represents \_\_\_\_\_% of my total votes. If no direction is given above or if more than one box is marked in relation to a resolution, I/we authorise my/our proxy to vote or abstain as my/our proxy thinks fit in respect of that resolution at the meeting and any adjournment of the meeting.

**Signature(s)**

Date

Individual or  
Joint Shareholder 1



Director/Company Secretary

Joint Shareholder 2



Director

Joint Shareholder 3



Sole Director & Sole Company  
Secretary

## INSTRUCTIONS FOR APPOINTMENT OF PROXY

1. A Member entitled to attend and vote at a Meeting is entitled to appoint not more than two proxies to attend and vote on his behalf. Where more than one proxy is appointed, such proxy must be allocated a proportion of the Member's voting rights.
2. A proxy duly appointed need not be a Member. In the case of joint holders all must sign.
3. This form and any document necessary to show the validity of the form of proxy must be lodged at the registered office of the Company not less than 48 hours before the time appointed for the Meeting. Any form of proxy lodged after that time will be treated as invalid.
4. Directors and Officers of all corporate shareholders should note that unless the corporate shareholder either:
  - (a) completes and lodges with the Company a valid form of appointment of proxy; or
  - (b) completes and either lodges with the Company prior to the meeting a form of appointment of or certificate of appointment of personal representative in accordance with the provisions of Section 250D of the Act or causes such personal representative to attend the meeting with such form of appointment or certificate; or
  - (c) has appointed an attorney;and such proxy, personal representative or attorney attends the relevant meeting, then such corporate shareholder will be unable to exercise any votes at the relevant meeting.
5. Proxy and corporate representative appointment forms may be returned to the Company in any of the following ways:
  - (i) by delivery (by hand, mail, courier or facsimile) to the Company Secretary, MEO Australia Limited at its registered office:  
Level 17  
500 Collins Street  
Melbourne Vic 3000  
Facsimile: **61+ 3 9614 0660**
  - (ii) by delivery (by hand, mail, courier or facsimile) to MEO Australia Limited's share registry, namely:  
Link Market Services Limited  
Level 9  
333 Collins Street  
Melbourne Vic 3000  
Facsimile: **61+3 9287 0303**
6. Corporate Members should comply with the provisions of Section 127 of the Act. Section 127 of the Act provides that a company may execute a document without using its common seal if the document is signed by:
  - 2 directors of the company; or
  - a director and a company secretary of the company; or
  - for a proprietary company that has a sole director who is also the sole company secretary - that director.

For the Company to rely on the assumptions set out in Sections 129(5) and (6) of the Act, a document must appear to have been executed in accordance with Section 127(1) or (2). This effectively means that the status of the persons signing the document or witnessing the affixing of the seal must be set out and conform to the requirements of Section 127(1) or (2) as applicable. **In particular a person who witnesses the affixing of a common seal and who is the sole director and sole company secretary of the company must state that next to his or her signature.**

7. Completion of a proxy form will not prevent individual Members from attending the meeting in person if they wish. Where a Member completes and lodges a valid proxy form and attends the meeting in person then the proxy's authority to speak and vote for that Member is suspended while the Member is present at the meeting.
8. Where a proxy form or form of appointment of or certificate of appointment of personal representative is lodged and is executed under power of attorney the power of attorney must be lodged in like manner as a proxy.