

31st October 2006

The Manager
Company Announcements
Stock Exchange of Newcastle Limited
384 Hunter Street
NEWCASTLE NSW 2300

Dear Sir,

Notice of Annual General Meeting

Please find following the notice of annual general meeting.

Yours faithfully

ILLUMINATOR INVESTMENT COMPANY LIMITED

DANIEL DI STEFANO
COMPANY SECRETARY

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ILLUMINATOR INVESTMENT COMPANY LIMITED

ABN 48 107 470 333

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the ANNUAL GENERAL MEETING of Illuminator Investment Company Limited will be held at the Registered Office of the Company, 10 Murray Street, Hamilton NSW 2303, on 28 November 2006 at 11.00am.

BUSINESS

1. To receive, consider and adopt the financial report of the company for the year ended 30 June 2006 and the reports by directors and auditors thereon.
2. To elect one director
 - (a) Steven Shane Pritchard retires by rotation in accordance with the provisions of the constitution and, being eligible, offers himself for re-election.
3. To receive, consider and adopt the remuneration report of the company for the year ended 30 June 2006.
4. Approval of issue of up to 20,000,000 Shares and 20,000,000 Options.
5. Acquisition of shares by Steven Pritchard and associates. To consider and if thought fit, pass the following as an ordinary resolution of the Company:

“That for all purposes (including, without limitation, section 611 (item 7) of the Corporations Act 2001), the Company approves the acquisition of 371,400 ordinary shares in the Company by Steven Pritchard and his associates on the terms set out in the Explanatory Memorandum.
6. General: To transact any business which may be lawfully brought forward.

By Order of the Board

Illuminator Investment Company Limited

Daniel Di Stefano

Secretary

Date 31 October 2006

A member entitled to attend and vote is entitled to appoint a proxy to attend and vote in their stead. That person need not be a member of the company, but should be a natural person over the age of 18 years. Forms must be lodged at the registered office of the company not less than 48 hours before the timing of the meeting.

PROXY FORM

Registered Office: 10 Murray Street, Hamilton NSW 2303.

I/We

of

being a member/members of Illuminator Investment Company Limited hereby appoint

of

or in his/her absence,

of

or in his/her absence, the Chairman of the Meeting as my/our general/special proxy to vote on my/our behalf at the Annual General Meeting of the company to be held on 28 November 2006 or at any adjournment of that meeting.

signed this day of 2006

Signature of Shareholder

Unless otherwise instructed the proxy will vote as he or she thinks fit, or abstain from voting. If the chairman is appointed proxy, he will vote all undirected proxies in favour of all resolutions. Should the member wish to direct the proxy how to vote, the following should be completed.

		FOR	AGAINST	ABSTAIN
Agenda item No.:				
1.	Adoption of Financial Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2.	Election and appointment of Director — Re-election of Steven Shane Pritchard	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.	Adopt the remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.	Approval of issue of up to 20,000,000 Shares and 20,000,000 Options.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5.	Acquisition of shares by Steven Pritchard and associates	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Explanatory Memorandum

Resolution 4 – Approval of the issue of up to 20,000,000 Shares and 20,000,000 Options

Resolution 4 authorises the issue of up to 20,000,000 Shares each with a free attaching Option pursuant to a Prospectus to be dated on 20 September 2006.

The issue price of the Shares will be the greater of:

- a. \$0.50; and
- b. the net tangible asset (NTA) After Tax value per share as announced at the next NTA Announcement Date after the application is received.

The number of Shares issued will be rounded up to the next whole Share.

For each Share issued, subscribers will receive one Option to subscribe for a Share at an exercise price of \$0.65 exercisable by 15 December 2007.

The issue and allotment of Shares and Options will occur progressively.

The prospectus will be open for the maximum time allowed under the Corporations Act i.e. 13 months from the date of the prospectus.

Funds raised under the Prospectus will be used by the Company for further investment consistent with the Company's investment objectives and to pay the costs of the issue.

The Board of the Company believes that the following benefits will flow from this issue:

- Benefit 1. Lower per share expenses. Most of the Company's expenses are fixed. Therefore an increase in the net tangible assets of the Company will reduce expenses on a per share basis.
- Benefit 2. As the shares will be issued at the greater of 50 cents or at the NTA within 7 days of the NTA announcement there will be negligible or no dilution of existing shareholders ownership in the Company.
- Benefit 3. More meaningful stakes in investee companies can be established.
- Benefit 4. There may be greater liquidity in the shares and options traded on the Stock Exchange of Newcastle Limited. This may allow existing share and option holders to increase or decrease their holdings without materially affecting the share price during their transactions.

Listing Rule 6.25 requires the Company to obtain approval by ordinary shareholders before issuing equity securities (including Shares and Options) where the issue would exceed 15% of the capital of the Company. Resolution 4 provides shareholder approval for the purposes of Listing Rule 6.25.

Explanatory Memorandum continued

Resolution 5 – Acquisition of shares by Steven Pritchard and associates

1. Background

Illuminator Investment Company Limited issued a prospectus on 2 April 2004 pursuant to which 1,260,262 ordinary fully paid shares and 1,260,260 options were issued.

Steven Pritchard and his associates are the holders of 371,400 options, which were issued pursuant to that prospectus.

Subject to Shareholder approval, Steven Pritchard and his associates wish to exercise up to 371,400 of their options and acquire up to 371,400 ordinary shares in the Company.

Steven Pritchard has reviewed and authorised the issue of this Notice of General Meeting.

2. Shareholder approval

Background

Unless otherwise exempt, a person is prohibited under section 606 of the Corporations Act from acquiring a “relevant interest” in issued voting shares of a listed company if, as a result of the acquisition, that person’s (or someone else’s) “voting power” in the listed company increases from:

- 20% or below to more than 20%; or
- a starting point that is above 20% and below 90%.

In general, a person has a “relevant interest” in issued voting shares of a company if the person holds shares in the company or has power to exercise (or control the exercise of) a right to vote, or to dispose of a share. In addition, a person’s “voting power” in a company is determined by the number of votes attached to the voting shares in the company that the person and their associates hold as a percentage of the total number of votes attached to all voting shares in the company.

An acquisition of shares is not prohibited if, in accordance with section 611 (item 7) of the Corporations Act, the acquisition has been previously approved by an ordinary resolution passed at a general meeting of the company. However, no votes must be cast at the general meeting in favour of the resolution by the person proposing to acquire the shares or their associates.

In order for the Shareholders to be in a position to make an informed decision in relation to the proposed acquisition of Shares by Steven Pritchard and his associates, section 611 (item 7) of the Corporations Act requires the Company to give the Shareholders all information known to Steven Pritchard or his associates or the Company itself, that is material to the decision on how to vote on Resolution 5. In addition, the Australian Securities and Investments Commission sets out in its Policy Statement 74 “Acquisitions agreed to by shareholders” (PS 74) the information it requires the Company to provide to the Shareholders.

Explanatory Memorandum continued

Set out below is the information that the Company is required to provide to Shareholders in accordance with section 611 (item 7) and PS 74.

(a) The identity of the person proposing to make the acquisition and their associates

The identity of the persons proposing to exercise their options and acquire shares in the Company are set out in Table 1 below.

(b) the maximum extent of the increase in Steven Pritchard and his associates voting power that would result from the acquisition

If Shareholders approve the proposed acquisition of the Shares issued pursuant to the exercise of the options, Steven Pritchard and his associates shareholding in the Company will increase by a maximum of 371,400 ordinary shares, being a maximum of 20.70% of the Company's issued shares. Given that each ordinary share will entitle Steven Pritchard and his associates to one vote per share, the maximum extent of the increase in Steven Pritchard and his associates voting power as a result of the acquisition will be 20.70%

(c) The voting power Steven Pritchard and associates would have as a result of the acquisition

If Shareholders approve the proposed acquisition of the Shares by Steven Pritchard and his associates and as a result they exercise their options, then;

- if no other shareholder exercises their options its voting power in the Company in the Company will be 47.83% (as indicated in Table 1 below); and
- if all of the other shareholders exercise their options its voting power in the Company will be 33.29%.

(d) The maximum extent of the increase in voting power of each of Steven Pritchard's Associates that would result from the acquisition

The maximum extent of the increase in the voting power of each of Steven Pritchard's associates that will result from the acquisition is set out in Table 1 below.

(e) The voting power that each of Steven Pritchard's Associates would have as a result of the acquisition.

If Shareholders approve the proposed acquisition of the Shares by Steven Pritchard and his associates, the voting power that each of Steven Pritchard's Associates will have is set out in Table 1 below.

Explanatory Memorandum continued

Table 1 – Voting Power

Name	Before exercise of options		After exercise of options	
	Number of ordinary shares held	Voting power	Number of ordinary shares held	Voting power
Henley Underwriting & Investment Company Pty. Limited	131,241	9.23	131,241	7.31
Lateral Investment Corporation Pty. Limited	5,328	0.37	10,428	0.58
Newcastle Capital Markets Registries Pty Limited	20,887	1.47	40,887	2.29
Pritchard & Company Pty. Limited	53,257	3.74	90,857	5.06
Pritchard & Partners Pty. Limited	66,218	4.65	67,218	3.75
Pritchard Equity Limited	56,604	3.98	226,604	12.63
Steven Pritchard	17,028	1.19	32,328	1.80
Steven Pritchard Investments Pty. Limited	114,900	8.07	216,900	12.09
Superannuation Nominees Pty. Limited	21,304	1.50	41,704	2.32

(f) Steven Pritchard and Associates intentions regarding the future of the Company if Shareholders agree to the purchase.

The Company has been informed by Steven Pritchard that if the Shareholders approve the resolution, Steven Pritchard currently intends to make no changes to the manner in which the Company operates. In particular, Steven Pritchard does not currently intend to;

- change the business of the company;
- inject further capital into the company;
- arrange for the transfer of any property between the Company and Steven Pritchard or any person associated with him;
- change significantly the financial or dividend policies of the company;
- put forward any person to be appointed as a director of the Company.

Explanatory Memorandum continued

(g) Particulars of the exercise of the options conditional upon Shareholders' agreement

Steven Pritchard and his associates will not exercise their options to the extent that their shareholding in the Company would increase by more than 3% in 12 months unless Shareholder approval is obtain.

(h) When Options must be exercised

The options must be exercised no later than 15 December 2006.

(i) The interests of the Directors in the resolution

Steven Pritchard has an interest in the resolution as a director, executive or shareholder of;

- Henley Underwriting & Investment Company Pty. Limited
- Lateral Investment Corporation Pty. Limited
- Newcastle Capital Markets Registries Pty. Limited
- Pritchard & Company Pty. Limited
- Pritchard & Partners Pty. Limited
- Pritchard Equity Limited
- Steven Pritchard Investments Pty. Limited
- Superannuation Nominees Pty. Limited

Daniel DiStefano has an interest in the resolution as a director, executive or shareholder of;

- Henley Underwriting & Investment Company Pty. Limited
- Pritchard & Partners Pty. Limited
- Pritchard Equity Limited

Mr Darval Thomas, the Independent Director does not have an interest in the outcome of the proposed acquisition of the Shares, by Steven Pritchard and his associates. However, Mr Thomas does have an indirect interest in 40,800 ordinary shares and 40,800 options.

(j) The identity of the Directors who approved or voted against the proposal to put the resolution to Shareholders

At a meeting of the Board on 20 October 2006, Mr Thomas

- resolved to put the proposal contained in Resolution 5 to the Shareholders; and
- approved the issue of the notice of meeting and the explanatory memorandum.

Explanatory Memorandum continued

Both Mr Pritchard and Mr DiStefano refrained from voting in relation to the proposed resolution and the explanatory memorandum because of their respective interests in relation to the acquisition.

(k) The recommendation of each Director, and the reasons for that recommendation

The Independent Director recommends that the Shareholders (other than Steven Pritchard and his associates) vote in favour of Resolution 5 because as set out under the heading "Fair and reasonable" below, the independent director is of the view that the proposed exercise of the options by Steven Pritchard and his associates is fair and reasonable when considered in the context of the interests of the Shareholders that are not associated with the proposed exercise.

Both Steven Pritchard and Daniel DiStefano have refrained from making a recommendation in relation to Resolution 5 due to their interests in relation to the exercise of the options.

3. Fair and reasonable

As required under PS 74, the Independent Director has undertaken an examination of the proposed exercise of the acquisition of shares by Steven Pritchard and his associates to determine whether the proposed acquisition is fair and reasonable in the context of the interests of the Shareholders who are not associated with the proposed acquisition.

The Independent Director's analysis of the fairness and reasonableness of the proposed acquisition is set out below.

a. Advantages and Disadvantages of the Transaction

Advantages

Provides Additional Capital to the Company

If Steven Pritchard and his associates exercise all of their options, the Company will receive an additional \$185,700 in capital to fund the growth in its investment portfolio.

As the majority of the costs of operating the Company are fixed (excluding the management and performance fees), this should allow the Company some benefits in relation to economies of scale.

Explanatory Memorandum continued

Disadvantages

The Acquisition may increase the voting power of Steven Pritchard and his associates.

If approved by the Shareholders, the voting interests of Steven Pritchard and his associates may increase from 34.20% to 47.83% in the event that no other shareholders exercise their options.

In this regard, Steven Pritchard and his associates will have a stronger voting presence and influence as a shareholder of the company in relation to matters requiring Shareholder approval.

It should be noted however, that Steven Pritchard and his associates have stated that they do not intend to alter the current direction of governance of the Company.

b. Other Considerations

All of the shareholders of the Company who subscribed for shares under the prospectus were issued with a free option in respect of each share subscribed for.

Thus every shareholder who subscribed for shares and has not disposed of their options can acquire additional shares in the Company upon the same terms as Steven Pritchard and his associates.

In the event that all of the options issued under the prospectus were exercised by the holders of those options the voting interest in the Company of Steven Pritchard and associates would not in fact increase and as such shareholder approval would not be required.