

RATTOON

H o l d i n g s L i m i t e d

A.B.N. 16 076 611 268

*Level 10, 350 Collins Street
Melbourne VIC 3000*

Telephone: 61 3 9280 1747

www.rattoon.com.au

29 October 2008

Dear Shareholder

Notice of 2008 - Annual General Meeting

Enclosed is a Notice of Annual General Meeting.

The Board has previously announced an intention to explore a capital return to shareholders which will require shareholder approval. The shareholders meeting to consider the proposed capital return will be held separately from the AGM at a date to be advised.

I look forward to welcoming you to the AGM.

Kind regards

Graeme Cureton
Chairman

NOTICE OF ANNUAL GENERAL MEETING

Rattoon Holdings Limited ABN 16 076 611 268

The Annual General Meeting of the shareholders of Rattoon Holdings Limited ("the Company") will be held at Level 10, 350 Collins Street, Melbourne, Victoria, 3000 on 28th November, 2008 at 11:30am.

Business:

Item 1 Financial Statements and Reports:

To receive the Statement and Report of the Directors, the Report of the Auditor and the Financial Statements for the financial year ended 30 June 2008.

Item 2 Re-election of Director:

Item 2 will be proposed as an ordinary resolution:

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

"That Mr Hugh Robertson, a Director retiring from office by rotation in accordance with the Company's Constitution, being eligible, is re-elected as a Director of the Company."

Item 3 Remuneration Report:

Item 3 will be proposed as an ordinary resolution:

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

"That the remuneration report for the financial year ended 30 June 2008 be adopted."

Note: the vote on this resolution is advisory only and does not bind the Directors or the Company.

Other Business

To deal with any other business that may be brought forward in accordance with the Constitution and the Corporations act.

Dated this 29th October 2008

By order of the Board



Mr Martin Casey
Company Secretary

Material accompanying this notice

- (a) Explanatory Statement
- (b) Appointment of Representative.
- (c) Proxy Form.

Voting and required majority

In accordance with Section 249HA of the Corporations Act 2001, for the ordinary resolution to be effective -

- (a) the resolution must be passed at a meeting of which not less than 28 days written notice specifying the intention to propose the resolution has been given (unless consent to short notice has been received); and
- (b) the resolution must be passed by a majority of more than 50% of the votes cast by members entitled to vote on the resolution (whether in person or by proxy, attorney or representative).

Voting Entitlements

The Board has determined, in accordance with the Company's Constitution and the Corporations Act 2001 that a shareholder's voting entitlement at the meeting will be taken to be the entitlement of that person shown in the register of members as at 7.00pm on 25th November 2008.

Proxies

A shareholder has the right to appoint a proxy, who need not be a shareholder of the Company. If a shareholder is entitled to cast two or more votes they may appoint two proxies and may specify the percentage of votes each proxy is appointed to exercise. The Proxy Form must be deposited at the share registry of the Company, Security Transfer Registrars Pty Ltd, PO Box 535, Applecross WA 6953 or by facsimile to Security Transfer Registrars on (08) 9315 2233 or to the Company at Level 10, 350 Collins Street Melbourne 3000.

NOTICE OF ANNUAL GENERAL MEETING

Rattoon Holdings Limited ABN 16 076 611 268

EXPLANATORY STATEMENT

This Explanatory Memorandum contains information relating to the resolutions proposed in the Notice of Annual General Meeting which it accompanies and should be read carefully prior to the Annual General Meeting.

Item 1. Financial Statements and Reports:

To receive the Statement and Report of the Directors, the Report of the Auditor and the Financial Statements for the financial year ended 30 June 2008.

Item 2. Re-election of Director – Mr Hugh Robertson

Mr Hugh Robertson was re-appointed a Director of the Company on 3rd November 2006. The Company's Constitution requires that one third of the Directors retire from office at each Annual General Meeting and that the retiring Director will be that Director who has been in office the longest. Consequently, Mr Robertson retires and offers himself for re-election.

The re-election of Mr Robertson will be by way of an ordinary resolution.

Profile of Mr Robertson

Mr Robertson has over 20 years experience in the Stockbroking and Investment industry and is a Senior Adviser with Bell Potter Securities Ltd. In addition to being an executive of Bell Potter, Hugh is also a director of NSX Ltd and Wentworth Holdings Ltd.

Item 3. Remuneration Report

The Remuneration Report is enclosed within the Company's 2008 Annual Report.

The vote on this proposed resolution is advisory only and will not bind the Directors or the Company. However, the Board will take the outcome of the vote into consideration when reviewing remuneration practices and policies.

The Board recommends that shareholders pass the resolution to adopt the Remuneration Report.

Proxy Form



ABN 16 076 611 268

All correspondence to:

Rattoon Holdings Limited Share
Registry
Security Transfer Registrars Pty Ltd
PO Box 535
APPLECROSS WA 6953
Telephone: (08) 9315 0933
Facsimile: (08) 9315 2233

Please complete below if you have made any changes to your address details

| |
|-----------------|
| Name: |
| Address: |
| _____ |
| _____ |

Please Insert Your Shareholder Reference Number and
Shareholder Name:

Appointment of Proxy

I / We being a member/s of Rattoon Holdings Limited and entitled to attend and vote hereby appoint:

☐

The Chairman of the
Meeting
(mark with an 'X')

OR

Write here the name of
the person you are
appointing if this person is
someone other than the
Chairman of the Meeting.

Or failing the person named, if no person is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of Rattoon Holdings Limited to be held at Level 10, 350 Collins Street, Melbourne Victoria on 28th of November 2008 at 11:30am. and at any adjournment of that meeting.

Voting directions to your proxy – please mark ☒ to indicate your directions

| | For | Against | Abstain* |
|--|--------------------------|--------------------------|--------------------------|
| 1. Re-election of Hugh Robertson as Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. Remuneration Report | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

PLEASE SIGN HERE This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

| <u>Individual or Securityholder 1</u> | <u>Securityholder 2</u> | <u>Securityholder 3</u> |
|---|-------------------------|----------------------------|
| Sole Director and Sole Company Secretary | Director | Director/Company Secretary |

| | | |
|--------------|---------------------------|------|
| Contact Name | Contact Daytime Telephone | Date |
|--------------|---------------------------|------|

How to Complete the Proxy Form

1 Your Address

This correspondence has been sent to your address as it appears on the Company's share register. If this information is incorrect, please make any corrections on the form. Securityholders sponsored by a broker should advise your broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

2 Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a securityholder of the company.

3 Votes on Items of Business

You may direct your proxy how to vote by placing a mark in one of the three boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

4 Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the company's share registry or you may copy this form.

To appoint a second proxy you must:

- (a) on each of the first Proxy form and the second Proxy form state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope

5 Signing Instructions

You must fill out this form as follows in the spaces provided:

| | |
|--------------------|--|
| Individual: | where the holding is in one name, the holder must sign |
| Joint Holding: | where the holding is in more than one name, all of the securityholders should sign |
| Power of attorney: | to sign under Power of Attorney, you must have already lodged this document with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it. |
| Companies: | where the company has a sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place. |

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the company's share registry.

Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below no later than 48 hours before the commencement of the meeting on 28th November 2008. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Documents may be lodged by:

- posting, delivery or facsimile to Rattoon Holdings Limited share registry at the address opposite, or
- delivery to the office of Rattoon Holdings Limited being Level 10, 350 Collins Street MELBOURNE VIC 3000

Rattoon Holdings Limited Share Registry
Security Transfer Registrars Pty Ltd
PO Box 535
APPLECROSS WA 6953
Facsimile: (08) 9315 2233

All correspondence to:

Rattoon Holdings Limited Share
Registry
Security Transfer Registrars Pty Ltd
PO Box 535
APPLECROSS WA 6953
Telephone: (08) 9315 0933
Facsimile: (08) 9315 2233

APPOINTMENT OF CORPORATE REPRESENTATIVE

PURSUANT TO SECTION 250D OF THE *CORPORATIONS ACT 2001*

(ACN/ARBN/ABN) _____

***Insert full name of shareholder (body corporate) and its
ACN//ARBN/ABN***

APPOINT

Insert here the name of the
person you wish to appoint as
your representative

of _____

To act as the Company's Representative at the Annual General Meeting of the Company to be held at Level 10, 350 Collins Street Melbourne, Victoria on 28th November 2008 at 11:30am. and at any adjournment of that Annual General Meeting

Executed by the corporation in
accordance with its Constitution
in the presence of:

.....
(*) Director
(*) Sole Director & Sole Secretary
.....
(*) Director/Secretary

**Affix
common seal here
(optional)**

(*) ***Delete if not applicable***

Contact Name (print)

Date:
