

WINPAR HOLDINGS LIMITED
A.C.N. 003 035 523

G.P.O. Box 4248
Sydney
New South Wales 2001
13 October 2008

NOTICE OF MEETING

The annual general meeting of Winpar Holdings Limited will be held at 5.00 p.m. on Thursday 13 November 2008 at the office of Cameron Stockbrokers Limited, Level 5, 10 Spring Street, Sydney, New South Wales.

BUSINESS OF MEETING

The business of the meeting will be:

1. To receive and consider the accounts for the year ended 30 June 2008.
2. To approve the remuneration report.
3. To consider the re-appointment of John Weston Seaforth Mackenzie as a Director of the Company.
4. To consider the re-appointment of Alfred Edward Fulton Rofo as a Director of the Company.

NOTES RELATING TO THE BUSINESS OF MEETING

2. Under section 300A of the *Corporations Act*, the Directors report must include a separately identified remuneration report. The report appears on page 5 of the annual report. Listed entities are required to submit the remuneration report for adoption at the annual general meeting.

The vote on the report is advisory only.

3. Mr. Mackenzie retires by rotation and, being eligible, offers himself for re-election.
4. Mr. Rofo was appointed as a director of the Company on 19 September 2007 to fill a casual vacancy. Under rule 19.4 of the Company's constitution Mr. Rofo must retire from office at the annual general meeting and may offer himself for re-election.

Gordon B. Elkington
Secretary

WINPAR HOLDINGS LIMITED
A.C.N. 003 035 523

FORM OF PROXY

I,, of
....., being a member of Winpar Holdings Limited, hereby appoint
..... or, failing that person, the Chairman of the
Meeting, to attend on my behalf and vote at the annual general meeting of the Company to be held at 5.00
p.m. on Thursday 13 November 2008.

VOTING DIRECTIONS

	For	Against	Abstain
2. Adoption of the remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Re-appointment of John Mackenzie	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Re-appointment of Alfred Edward Rofe	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

.....
Signature

.....
Date

INSTRUCTIONS FOR COMPLETION OF PROXY FORM

APPOINTMENT OF A PROXY

You may appoint a proxy to attend at the meeting and vote on your behalf. You may if you wish appoint the Chairman of the Meeting to act as your proxy. If you do not name a proxy, or if your named proxy does not attend the meeting, the Chairman of the Meeting will act as your proxy. A proxy need not be a shareholder in the Company.

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 of your shares will be voted in accordance with such a direction unless you indicate that only a portion of your voting rights are to be exercised by the proxy holder. If you do not mark any of the boxes on a given item your proxy may vote as he or she chooses.

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 form may be obtained from the Company or you may copy this form.

To appoint a second proxy you must mark on each proxy form the percentage of your voting rights or the number of shares represented by that form. If the forms do not specify the percentage of voting rights or the number of shares represented, each proxy may exercise half of your votes.

SIGNING INSTRUCTIONS

Where the holding is in one name, the proxy form must be signed by the holder.

Where the holding is in joint names, the form must be signed by each shareholder.

Where the proxy is executed under a power of attorney, a certified copy of the power of attorney must be attached to the form.

Where the holder is a company, the form must be signed:

- (a) where the company has a sole director who is also the secretary, by that person;
- (b) where the company does not have a secretary, by a sole director;
- (c) otherwise, by a director jointly with another director or the secretary.

LODGEMENT OF PROXY FORM

The proxy form, together with any power of attorney under which it is signed, may be delivered to the Company at its registered address, Level 5, Spring Street, Sydney, New South Wales 2000 or posted to the Company at G.P.O. Box 4248, Sydney, New South Wales 2001. It may also be sent to the Company by facsimile to (02) 9232 7272. It must be received no later than 5.00 p.m. on Tuesday 11 November 2008.