

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

**NOTICE OF MEETING**

The annual general meeting of Winpar Holdings Limited will be held at 4.00 p.m. on Thursday 24 November 2011 at Cameron Stockbrokers Limited, Level 6, 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 2011.
2. To consider the adoption of 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 Rofe as a director of the company.
5. To consider the appointment of Forsythes Assurance and Risk as auditor of the company, and to authorize the directors to set their remuneration.

**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. The company is 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. Rofe retires by rotation and, being eligible, offers himself for re-election.
5. Under section 324DA of the *Corporations Act*, a person who acts as auditor of a listed company for five years is not eligible to continue to act as auditor. The company's present auditor, Mr. Graham Baker, has acted as auditor for five years, and will retire from office in accordance with section 324DA. Mr. Alfred Rofe, a member of the company, has nominated Forsythes Assurance and Risk to act as auditor, and they have consented to act in accordance with section 328A.

Gordon B. Elkington  
Secretary

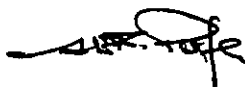
P.O. Box 385  
Artarmon  
New South Wales 1570  
25 August 2011

The Secretary  
Winpar Holdings Limited  
G.P.O. Box 4248  
Sydney  
New South Wales 2001

Dear Secretary

I, Alfred Edward Fulton Rofe, being a member of Winpar Holdings Limited, hereby nominate Forsythes Assurance & Risk of Level 4, Hunter Mall Chambers, 175 Scott Street, Newcastle, for appointment as the company's auditor at the forthcoming Annual General Meeting of the company..

Yours faithfully

A handwritten signature in black ink, appearing to read 'A. E. F. Rofe', with a stylized flourish at the end.

Alfred E. F. Rofe

WINPAR HOLDINGS LIMITED  
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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 4.00  
p.m. on Thursday 24 November 2011.

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 Fulton Rofe	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Appointment of Forsythes Assurance and Risk	<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.

### 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, by that director;
- (b) 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 4.00 p.m. on Tuesday 22 November 2011.