

**VICTORIAN LIVESTOCK EXCHANGE LIMITED**  
**ABN 72 078 839 031**

**NOTICE OF 2002 ANNUAL GENERAL MEETING**

Notice is given that the 2002 Annual General Meeting of Victorian Livestock Exchange Limited will be held at 30 Livestock Way, Pakenham on Wednesday, 27 November 2002 at 8:30 am.

**AGENDA**

**2002 ANNUAL FINANCIAL STATEMENTS**

To lay before the Meeting the 2002 Annual Financial Statements of the Company comprising the annual financial report, the directors' report and the auditor's report.

**PROPOSED RESOLUTIONS - ORDINARY BUSINESS**

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

**Re-Election of Directors**

**Resolution 1: RE-ELECTION OF DIRECTOR – MICHAEL EVERITT**

"That Mr Michael Everitt, a director who retires by rotation and is eligible for re-election, be re-elected as a Director of the Company."

**Resolution 2: RE-ELECTION OF DIRECTOR – GRAHAM WILLIAM OSBORNE**

"That Mr Graham William Osborne, a director who retires by rotation and is eligible for re-election, be re-elected as a Director of the Company."

**Resolution 3: RE-ELECTION OF DIRECTOR – GREGORY FRANCIS WALSH**

"That Mr Gregory Francis Walsh, a director who retires by rotation and is eligible for re-election, be re-elected as a Director of the Company."

**Appointment of Auditor**

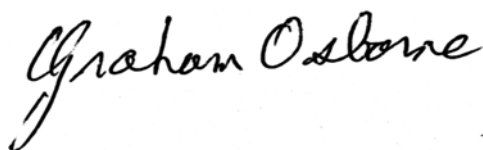
**Resolution 3: APPOINTMENT OF AUDITOR**

"That Sinclair Wilson of Warrnambool, having consented in writing, be appointed as the Auditor of the Company."

**Other Business:**

To transact any other business which may be lawfully brought forward.

Dated: 15 October 2002  
By the order of the Board



**GRAHAM OSBORNE**  
**Director**

The accompanying Proxy and Voting Instructions and Explanatory Notes form part of this Notice of Meeting.

## **PROXY AND VOTING INSTRUCTIONS**

### **Proxy Instructions**

A member who is entitled to vote at a meeting may appoint:

- (a) one proxy if the member is only entitled to one vote; and
- (b) one or two proxies if the member is entitled to more than one vote.

Where more than one proxy is appointed each proxy may be appointed to represent a specific proportion of the member's voting rights. If the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes in which case any fraction of votes will be disregarded.

The proxy form (and the power of attorney or other authority, if any, under which the proxy form is signed) or a copy or facsimile which appears on its face to be an authentic copy of the proxy form (and the power of attorney or other authority) must be lodged at or sent by facsimile transmission to the registered office of the Company at Level 17, 500 Collins Street, Melbourne Vic 3000 or facsimile (03) 9629 2883 not less than 48 hours before the time for holding the Meeting, or adjourned meeting as the case may be, at which the individual named in the proxy form proposes to vote.

The proxy form must be signed by the member or his/her attorney duly authorised in writing or, if the member is a corporation, in a manner permitted by the Corporations Act. Proxies given by foreign companies must be executed in accordance with the laws of their place of incorporation.

The proxy may, but need not, be a member of the Company.

A proxy form is attached to this Notice.

## **EXPLANATORY NOTES**

### **Re-election of Directors Retiring by Rotation**

Pursuant to the Constitution of the Company, two directors are required to retire by rotation at each Annual General Meeting. Mr Everitt, Mr Osborne & Mr Walsh, who retire by rotation in accordance with this requirement, are eligible for re-election and have offered themselves for re-election.

### **Confirmation of Appointment of Auditor**

Having called for tenders for the Company's auditing needs, the directors recommend Sinclair Wilson of Warrnambool be appointed as Auditor. Sinclair Wilson has consented in writing to appointment as the Company's auditor. The Company's current Auditors, Ernst & Young, have resigned with effect from the AGM subject to ASIC approval. In the event ASIC approval is not received by the date of the AGM, Ernst & Young will continue in office and the proposed resolution will lapse. If ASIC approval is received subsequent to the AGM, Sinclair Wilson will be appointed by the directors pursuant to the Corporations Act. Appointment of Sinclair Wilson by the directors will be subject to confirmation by shareholders at the next AGM.

# VICTORIAN LIVESTOCK EXCHANGE LIMITED

ABN 72 078 839 031

## PROXY FORM

I/We \_\_\_\_\_

of \_\_\_\_\_

being a member(s) of Victorian Livestock Exchange Limited

and entitled to \_\_\_\_\_ shares appoint:

Name of Proxy: \_\_\_\_\_

Address of Proxy: \_\_\_\_\_

or in his/her absence, the Chairman of the meeting as my/our proxy to vote on my/our behalf at the Annual General Meeting of the Company to be held at 30 Livestock Way, Pakenham on Wednesday, 27 November 2002 at 8:30 am and at any adjournment of that meeting.

If two proxies are appointed, complete the following sentence:

This proxy is authorised to exercise ..... votes/ ..... % of my/our total voting rights.

### Proxy Instructions

To instruct your proxy how to vote, insert 'X' in the appropriate column against each resolution set out below. If you do not instruct your proxy how to vote on a resolution, your proxy may vote as he/she thinks fit or abstain from voting.

I/We direct my/our proxy to vote as indicated below:

		For	Against	Abstain
Resolution 1.	Re-election of director – Mr Everitt	<input type="text"/>	<input type="text"/>	<input type="text"/>
Resolution 2.	Re-election of director – Mr Osborne	<input type="text"/>	<input type="text"/>	<input type="text"/>
Resolution 3.	Re-election of director – Mr Walsh	<input type="text"/>	<input type="text"/>	<input type="text"/>
Resolution 4.	Appointment of auditor	<input type="text"/>	<input type="text"/>	<input type="text"/>

<p>If a person:</p> <p>_____ (Signature)</p> <p>_____ Name (print)</p> <p>Date: ____/____/____</p>	<p>If a company:</p> <p>EXECUTED by: _____ Name of company (print)</p> <p>In accordance with the Corporations Act</p> <p>_____ (Signature)</p> <p>_____ (Signature)</p> <p>Date: ____/____/____</p>
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This proxy and any power of attorney or other authority under which it is signed (or a certified copy) must be lodged at:

(a) Level 17, 500 Collins Street, Melbourne Vic 3000; or

(b) facsimile number (03) 9629 2883,

by 8:30 am, Monday, 25 November 2002, being not less than 48 hours before the time for holding the meeting or adjourned meeting as the case may be.