

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 the offices of Hindal Securities Pty Ltd, Level 10, 350 Collins Street, Melbourne, Victoria, 3000 on Tuesday 26 October 2004 at 3.00pm.

Business:

Financial Statements and Reports:

1. 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 2004

Item 2 will be proposed as an ordinary resolution:

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

*"That **Mr Hugh Henderson**, 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."*

Special Business

3. To consider and, if thought fit, pass the following resolution as a special resolution:

Adoption of a new Constitution

"That the existing Constitution of the Company be repealed and that the Constitution, in the form tabled at this meeting and initialled by the Chairman for identification, be adopted as the Constitution of the Company with effect from the close of the Company's 2004 Annual General Meeting."

Other Business

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

Dated this 10th day of September 2004

By order of the Board



Mr Matthew Jackson
Company Secretary

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 Friday 22nd October 2004.

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, located at 770 Canning Highway, Applecross WA 6153 or by facsimile to Security Transfer Registrars on (08) 9315 0933 or to the Company on (03) 9642 8025.

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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.

Resolution 2. Election of Director – Mr. Hugh Henderson

Mr Hugh Henderson was appointed as a Director of the Company on 4/12/1996. The Company's Constitution requires that Directors who have been appointed since the last Annual General Meeting of the Company offer themselves for re-election at the next Annual General Meeting. Consequently, Mr. Henderson offers himself for re-election.

Profile of Mr. Hugh Henderson

Hugh Henderson is a mechanical engineer by training, and has held Chief Executive positions in the UK, the USA and Australia in a broad spectrum of manufacturing and IT companies. Since 1996 he has had his own business brokerage company MacFarlane Partners, which offers a variety of consultancy services to its clients, primarily in the areas of strategic restructure, capital raising, acquisition, divestment of assets and IPO. He is a Fellow of the Australian Institute of Directors, and a Fellow of the British Institute of Management.

Resolution 3. Adoption of new Constitution

Shareholders' approval is sought for the adoption of a new Constitution. In June of this year, the Company removed itself from the official list of the Australian Stock Exchange ("ASX") and listed on the Stock Exchange of Newcastle Limited ("NSX"). As such, the Company is seeking approval to amend references in its Constitution from those relating to the ASX to that of the NSX.

For the benefit of members, the proposed Constitution will be available to be viewed both online at www.rattoon.com.au and at the registered office of Rattoon, Level 10, 350 Collins Street, Melbourne Victoria 3000.

Proxy Form



ABN 16 076 611 268

All correspondence to:

Rattoon Holdings Limited Share
Registry
Security Transfer Registrars Pty Ltd
770 Canning Highway
APPLECROSS WA 6153
Telephone: (08) 9315 0933
Facsimile: (08) 9315 0933

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

Name:	_____
Address:	_____

Please Insert Your Shareholder Reference Number:

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 the offices of Hindal Securities Pty Ltd, Level 10, 350 Collins Street, Melbourne Victoria on Tuesday 26 October at 3.00pm and at any adjournment of that meeting.

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

	For	Against	Abstain*
1 To receive the 2004 Accounts and Reports	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Hugh Henderson as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Adoption of new Constitution	<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 in 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 at 3.00pm Tuesday 26 October 2004. 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
770 Canning Highway
APPLECROSS WA 6153
Facsimile: (08) 9315 0933