

Prince Hill Wines Limited

ABN: 99 000 094 995

Notice of Annual General Meeting

Notice is hereby given that the annual general meeting of the Company will be held at 235 Glen Osmond Road, Frewville, South Australia 5063 on Friday 25 November at 12 noon.

BUSINESS

1. To consider reports.

The annual financial report, director's report and independent auditor's report for the year ended 30 June 2011 will be presented for consideration.

2. Adoption of Remuneration Report

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

"That the remuneration report for the Company (included in the Report of the Directors at page(s)) for the 30 June 2011 be adopted" (1)

(1) Please note whilst the Corporations Act 2001 (Cth) requires this resolution to be put to the vote, the resolution is advisory only and does not bind the Directors or the Company. A reasonable opportunity will be provided for discussion of the Remuneration Report at the meeting

3. Election of Directors

Resolution 1: To elect Mr Mark Leaker as a director

Mr Mark Leaker was appointed as a non executive director to fill a casual vacancy on the 1 April 2010. He retires in accordance the Company's constitution and being eligible, offers himself for election.

Mr Mark Leaker has over 25 years of experience in corporate law, debt recovery, capital raisings, corporate reconstructions and general litigation and since 2001 as the principal of his own law firm Leaker Partners.

EXPLANATORY NOTE

The remuneration report is set out in the report of the Directors (*at page(s)*) in the Company's 2011 Annual Report. The Corporation's Act requires companies to put a resolution to their shareholder's that the Remuneration Report be adopted. Under section 250R(3) of the Corporations Act, the vote on the resolution is advisory only and does not bind the Director's or the Company.

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Proxy Form

Proxy Form

I / We

(Name in Block Letters)

Of

 - Postcode:

(Address in Block Letters)

Being a Shareholder of Prince Hill Wines Limited (Company)

hereby appoint(s)

(Name in Block Letters)

 - Postcode

(Address in Block Letters)

or failing him/her, the Chair of the Meeting, as my/our proxy to attend, vote and otherwise act on my/our behalf at the annual general meeting of the Company to be held at 235 Glen Osmond Road, Frewville, South Australia 5063, on Friday 25 November 2011 commencing at 12.00 noon and at any adjournment of that meeting.

If I/we have appointed two proxies, this proxy shall represent _____% of my/our voting rights or _____ (number) of my/our shares.

ORDINARY RESOLUTIONS (refer to Notice of Meeting):

My/our proxy is instructed to vote as indicated below in respect of the resolution arising out of the business in the Notice of Meeting. If I/we have not specifically directed my/our proxy how to vote, my/our proxy may vote or abstain from voting as the proxy thinks fit. I/we acknowledge that the chairman of the meeting may exercise my/our proxy votes even though item 1 is connected directly or indirectly with the remuneration of a member of key management personnel.

	FOR	AGAINST	ABSTAIN	* NO DIRECTION
1. Adoption of Remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Election of Mr Mark Leaker as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairperson of the meeting intends to vote in favour of each resolution with any undirected proxies he holds.

* If you **do not** wish to direct your proxy how to vote, please place a mark in the box marked "no direction". By marking this box you acknowledge that the Chairman, if appointed as your proxy, may exercise your proxy, even if he has an interest in the outcome of the resolution and votes cast by him other than as a proxyholder will be disregarded because of that interest.

Signature(s) of member(s) _____

(Refer to note 7 overleaf)

Dated _____ 2011

PRIVACY

The Company advises that Chapter 2C of the Corporations Act 2001 requires information about security holders (including name, address and details of the securities held) to be included in the public register of the entity in which the securities are held. This information must continue to be included in the public register if the security holder ceases to be a security holder. These statutory obligations are not altered by the Privacy Amendment (Private Sector) Act 2000. Information is collected to administer the security holdings and if some of the information is not collected it might not be possible to administer the security holding. The Company's privacy policy is available on its website (www.princehillwines.com)

SEE OVERLEAF FOR NOTES ON PROXIES

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Notes on Proxies

1. A member who is entitled to attend and cast a vote at a meeting of members of the Company may appoint a person as the member's proxy to attend and vote for the member at the meeting.
2. The appointment may specify the proportion or number of votes that the proxy may exercise.
3. If the member is entitled to cast 2 or more votes at the meeting, the member may appoint up to 2 proxies. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes each proxy may exercise, each proxy may exercise half of the votes.
4. Any fractions of votes resulting from the application of notes 2 or 3 above will be disregarded.
5. A proxy need not be a member of the Company.
6. A proxy appointed to attend and vote for a member has the same rights as the member to speak at the meeting, to vote (but only to the extent allowed by the appointment) and to join in a demand for a poll.
7. The appointment of a proxy must be signed by the member or his attorney duly authorized in writing. If the appointer is a corporation, the appointment must be signed by its duly authorized attorney, or in accordance with the corporation's constitution and the Corporations Act 2001.
8. A corporate shareholder wishing to appoint a natural person to act as its representative at the meeting can do so in accordance with the Corporations Act 2001. The representative must bring evidence of his or her appointment as a representative to the meeting.
9. To be valid, the instrument appointing a proxy, and the power of attorney or other authority (if any) under which it is signed or executed (or a copy certified by a notary), must be lodged at the registered office of the Company, (being 235 Glen Osmond Road, Frewville, South Australia 5063), not less than 48 hours before the time appointed for the meeting or any adjournment thereof. The lodgment referred to in this paragraph can also be achieved by faxing the document(s) to the attention of the "Secretary" on (+61) 8 8338 3244 or mailing to PO Box 167, Fullarton, South Australia 5063.
10. If this proxy form is signed by the member(s) but otherwise left blank, it shall be deemed to be a valid appointment of the Chair of the meeting as the member's proxy.
11. A proxy other than the Chair need not vote on a poll or a show of hands, but if the proxy does vote he/she must vote the way the appointment specifies. A proxy who is the Chair must vote on a poll.
12. If a member desires to direct the proxy how to vote on a particular resolution, the member should place an "X" in the appropriate box, otherwise the proxy may vote or abstain as he or she deems fit.
13. The Company will make further copies of this form available to members on request.

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