



NOTICE OF ANNUAL GENERAL MEETING

GREGORY AUSTRALIA LIMITED (ABN 40 084 068 673)

NOTICE is hereby given that the Annual General Meeting of Gregory Australia Limited will be held at the Sheraton on the Park in the Beaumont Room, 161 Elizabeth Street on Hyde Park, Sydney at 10:30am Eastern Standard Time on Friday, 24 November 2006.

Business

The Business of the meeting shall be:

1. To receive and consider the statement of financial performance, statement of financial position and the cash flow statement, directors' report and auditor's report for the year ended 30 June 2006.
2. To receive the recommendation of the directors that a final dividend of 1 cent fully franked be declared for the financial year ended 30 June 2006.
3. To receive and consider the Remuneration Report for the Year Ended 30 June 2006. *Note – the vote of this resolution is advisory only and does not bind the directors or the company.*
4. To re-elect Mr Richard Sealy as a director who retires from the office of director by rotation and being eligible, offers himself for re-election.

OTHER BUSINESS

5. Any other business that can properly be brought before the meeting.

By order of the Board.

Robyn Himmelberg
Secretary

Date: 19 September 2006



NOTES

VOTING REQUIREMENTS

Entitlement to Vote

Gregory Australia Limited (as convener of the meeting) has determined that a person's entitlement to vote at the Annual General Meeting will be the entitlement of that person set out in the Register of Shareholders as at 5.00pm Eastern Standard Time on Wednesday 22 November 2006.

In accordance with the Corporations Act and ASX Listing Rules the Chairman will disregard any votes by any party having a pecuniary interest or potential pecuniary interest in resolutions 3, 5 and 6.

Proxies

1. A shareholder entitled to attend and vote at the meeting is entitled to appoint not more than two proxies. If you wish to appoint two proxies, please return a second proxy form by telephoning Computershare Investor Services Pty Ltd on 61 3 9415 4000. Proxy forms should be lodged together.
2. If a member appoints two proxies, and the appointment does not specify the proportion or number of the member's votes exercisable by each proxy, then each proxy may exercise half of the votes.
3. On a show of hands, a member present in person or by proxy shall have one vote and upon a poll one vote for every share held, provided that if a member appoints two proxies neither proxy shall be entitled to vote on a show of hands.
4. The proxy form must be signed by the member or the attorney of the member duly authorised in writing or if the member is a corporation, either under the seal of the corporation (in accordance with its Constitution) or pursuant to s.127 (1) of the *Corporations Act* 2001, or under the hand of an officer or attorney duly authorised in writing by the corporation.
5. In the case of joint holders, all holders must sign.
6. A proxy need not be a shareholder of the Company.
7. Proxy appointments should be forwarded to the Company's share register, Computershare Investor Services Pty Ltd as follows:

In person: Level 2, 60 Carrington Street, Sydney, NSW 2000

By mail: GPO Box 4195 Sydney, NSW 2001

By facsimile: (02) 8235 8220
8. To be effective, the completed proxy must be received by Computershare Investor Services Pty Limited in accordance with the above instructions by 10.30am Eastern Standard Time Wednesday 22 November 2006.



All correspondence to:
Computershare Investor Services Pty Limited
GPO Box 4195 Sydney
NSW 2001 Australia
Enquiries (within Australia) 1300 855 080
(outside Australia) 61 3 9415 4000
Facsimile 61 3 9473 2118
www.computershare.com



Mark this box with an 'X' if you have made any changes to your address details (see reverse)



000001
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GIL
MR JOHN SMITH 1
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



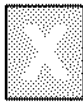
Securityholder Reference Number (SRN)



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Appointment of Proxy

I/We being a member/s of Gregory Australia Limited and entitled to attend and vote hereby appoint




the Chairman
of the Meeting
(mark with an 'X')

OR



If you are not appointing the Chairman of the Meeting as your proxy please write here the full name of the individual or body corporate (excluding the registered Securityholder) you are appointing as your proxy.

or failing the individual or body corporate named, or if no individual or body corporate 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 Gregory Australia Limited to be held at Beaumont Room, Sheraton on the Park, 161 Elizabeth Street on Hyde Park, Sydney on Friday 24 November 2006 at 10:30am and at any adjournment of that meeting.

Voting directions to your proxy - please mark  to indicate your directions

- 1 To receive and consider the financial performance for year ended 30 June 2006
- 2 To review final dividend of 1 cent fully franked be declared for year ended 30 June 2006
- 3 To receive and consider the Remuneration Report for year ended 30 June 2006
- 4 To re-elect Mr Richard Sealy as a director

	For	Against	Abstain*
1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

* 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.

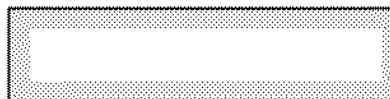
PLEASE SIGN HERE This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Securityholder 1



Sole Director and
Sole Company Secretary

Securityholder 2



Director

Securityholder 3



Director/Company Secretary

In addition to signing the Proxy form in the above box(es) please provide the information below in case we need to contact you.

Contact Name

Contact Daytime Telephone

Date

/ /



How to complete the Proxy Form

1 Your Address

This is your address as it appears on the company's share register. If this information is incorrect, please mark the box and make the correction on the form. Securityholders sponsored by a broker (in which case your reference number overleaf will commence with an 'x') 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 individual or body corporate you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the full name of that individual or body corporate in the space provided. 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. Do not write the name of the issuer company or the registered securityholder in the space.

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 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 sign 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 a corporate Securityholder or proxy 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 or at www.computershare.com.

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 10:30am on Friday 24 November 2006. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Documents may be lodged:

- IN PERSON Registered Office - 125-131 Cowpasture Road, Wetherill Park NSW 2164
Share Registry - Computershare Investor Services Pty Limited, Level 2, 60 Carrington Street, Sydney NSW 2000 Australia
- BY MAIL Registered Office - 125-131 Cowpasture Road, Wetherill Park NSW 2164
Share Registry - Computershare Investor Services Pty Limited, GPO Box 4195, Sydney NSW 2001 Australia
- BY FAX 61 3 9473 2118