



**CONSOLIDATED  
MEDIA  
HOLDINGS**

25 September 2009

Companies Announcement Office  
Australian Stock Exchange Ltd  
Exchange Centre  
20 Bridge Street  
Sydney NSW 2000

via electronic lodgement

Dear Sirs

**Notice of Annual General Meeting and Proxy Form**

We attach for your information copies of the following documents which will be mailed to the shareholders of Consolidated Media Holdings Limited today:

- Notice of Annual General Meeting
- Proxy Form

Yours faithfully

A handwritten signature in black ink, appearing to read 'Louise Arthur', is written over a faint, larger signature.

Louise Arthur  
Company Secretary

**Consolidated Media Holdings Limited**  
ABN 52 009 071 167

Level 2  
54 Park Street  
Sydney NSW 2000  
Australia

GPO Box 4088  
Sydney NSW 2000

Telephone +612 9282 8000  
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[www.cmh.com.au](http://www.cmh.com.au)

## Notice of Annual General Meeting

Consolidated Media Holdings Limited  
ABN 52 009 071 167

Notice is given that the 2009 Annual General Meeting (**AGM**) of the members of Consolidated Media Holdings Limited (the **Company**) will be held at the River Room, Level 1, Crown Towers Hotel, 8 Whiteman Street, Southbank Victoria 3006 on Wednesday 28 October 2009 at 2pm.

Members (also referred to in this notice as **shareholders**) are invited to attend and participate at this meeting to canvass relevant issues of interest. If a shareholder is unable to attend the AGM, he or she is invited to vote by proxy on the resolutions to be considered at the meeting.

An Explanatory Statement and instructions on how to vote (including how to vote by proxy) follow this Notice of Annual General Meeting.

### **BUSINESS OF THE ANNUAL GENERAL MEETING**

#### **1. FINANCIAL STATEMENTS AND REPORTS**

To receive and consider the consolidated financial statements of the Company and its controlled entities, and the reports of the Directors and Auditor for the financial year ended 30 June 2009.

#### **2. ELECTION OF DIRECTORS**

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

- a) That Mr Peter Joshua Thomas Gammell, a director appointed since the last annual general meeting, who retires from office in accordance with clause 6.1(e) of the Company's Constitution and, being eligible, is re-elected as a director of the Company.
- b) That Mr Ashok Jacob, a director appointed since the last annual general meeting, who retires from office in accordance with clause 6.1(e) of the Company's Constitution and, being eligible, is re-elected as a director of the Company.
- c) That Mr Guy Jalland, a director appointed since the last annual general meeting, who retires from office in accordance with clause 6.1(e) of the Company's Constitution and, being eligible, is re-elected as a director of the Company.
- d) That Mr Ryan Kerry Stokes, a director appointed since the last annual general meeting, who retires from office in accordance with clause 6.1(e) of the Company's Constitution and, being eligible, is re-elected as a director of the Company.
- e) That Mr Christopher Darcy Corrigan who retires by rotation in accordance with clause 6.1(f) of the Company's Constitution and, being eligible, is re-elected as a director.
- f) That Mr Christopher John Mackay who retires by rotation in accordance with clause 6.1(f) of the Company's Constitution and, being eligible, is re-elected as a director.

#### **3. REMUNERATION REPORT**

To consider and, if thought fit, pass the following resolution:

That the Remuneration Report for the year ended 30 June 2009 be adopted.

By order of the Board



**Louise Arthur**  
Company Secretary

25 September 2009



## Explanatory Statement to Notice of Annual General Meeting

### 1. FINANCIAL STATEMENTS AND REPORTS

The *Corporations Act 2001* (Cth) (**Corporations Act**) requires the financial report (which includes the financial statements and directors' declaration), the directors' report and the auditor's report to be laid before the AGM. There is no requirement either in the Corporations Act or in the Company's Constitution for shareholders to approve the financial report, the directors' report or the auditor's report. Shareholders will have a reasonable opportunity at the meeting to ask questions and make comments on these reports and on the business and operations of the Company.

### 2. ELECTION OF DIRECTORS

#### Appointed during the year

The Company's Memorandum and Articles of Association (**Constitution**) requires that each director appointed during the year must retire from office at the next general meeting following his or her appointment.

Accordingly, each of Mr Peter Gammell, Mr Ashok Jacob, Mr Guy Jalland and Mr Ryan Stokes is required to retire from office and, being eligible, offers himself for re-election as a director.

Further detail on the qualifications, experience and expertise of each director appointed this year are provided below.

#### 2(a) Mr Peter Joshua Thomas Gammell BSc CA

Mr Peter Gammell is a non-executive Director of CMH. Mr Gammell is the Managing Director of Australian Capital Equity Pty Ltd (**ACE**), the holding company associated with Mr Kerry Stokes. He has held this position for the last 19 years.

Mr Gammell has served as a Director of Seven Network for the last 14 years. He is Chairman of the Seven Network Finance Committee and is a member of the Seven Network Audit Committee.

Mr Gammell is a former Director of Federal Capital Press Pty Ltd, the publisher of The Canberra times (1989 – 1998) and is a former Director of the Community Newspaper Group (1996-1998).

As Managing Director of ACE, he has built the Western Australian based group into one of Australia's largest private companies. Mr Gammell is also the Chairman of Coates Hire and a director of West Australian Newspapers Holdings Ltd.

Mr Gammell is a member of the Institute of Chartered Accountants of Scotland and holds a Bachelor of Science degree from the University of Edinburgh.

#### 2(b) Mr Ashok Jacob MBA

Mr Jacob is the Chief Executive Officer of Consolidated Press Holdings Limited (**CPH**). Prior to joining CPH in 1998, Mr Jacob was the Managing Director of the investment arm of the Pratt group of companies.

Mr Jacob is a director of MRF Limited (appointed 26 October 1998).

Mr Jacob holds a Master of Business Administration from the Wharton School, University of Pennsylvania and a Bachelor of Science from the University of Bangalore.

#### 2(c) Mr Guy Jalland LLB

Mr Jalland is an executive of CPH. Mr Jalland was previously the Group General Counsel and Joint Company Secretary of PBL from 2004 to 2007 (appointed Company Secretary in 2005). Prior to joining PBL, Mr Jalland was a senior executive of CPH for six years. Prior to joining CPH, he was a partner in a Melbourne law firm and a senior executive with Village Roadshow Limited.

#### 2(d) Mr Ryan Kerry Stokes BCom

Mr Stokes has been a director of Seven Network Limited since December 2005, Seven Media Group since December 2006 and is a director of Yahoo!7. He is an alternate director of West Australian Newspapers Holdings Limited and Chairman of Unwired and former Chairman of Pacific Magazines.

Mr Stokes is also an Executive and Director of Australian Capital Equity Pty Ltd (**ACE**), Director of WesTrac Pty Limited and is responsible for other ACE investments in China.

Mr Stokes holds a Bachelor of Commerce from Curtin University and has previous experience in international investment banking.

#### Retirement by rotation

The Company's Constitution requires that each director who has, at the conclusion of any annual general meeting, been in office for three or more years and for three or more annual general meetings since he or she was last elected to office, retire as a director of the Company (**retirement by rotation**). If eligible, the director may then offer himself or herself for re-election.

Accordingly, each of Mr Christopher Corrigan and Mr Christopher Mackay is required to retire by rotation as a director of the Company at the AGM and, being eligible, offers himself for re-election as a director.

Biographical details for each director required to retire and offer himself for re-election are provided below.

#### 2(e) Mr Christopher Darcy Corrigan BEc

Mr Corrigan was Managing Director of Patrick Corporation Limited, Australia's largest stevedore company with interests in rail transportation and aviation from March 1990 to May 2006. Prior to that, Mr Corrigan had a career with Bankers Trust spanning 20 years, including periods as Managing Director of Bankers Trust in Australia and for the Asia-Pacific region.

Mr Corrigan sponsored the formation of a development capital business of \$220 million known as Jamison Equity in 1990, which became a wholly owned subsidiary, in December 1996, of the then publicly-listed company Patrick Corporation Limited.



**2(f) Mr Christopher John Mackay BEc LLB (Hons) LLB FFin**

Mr Mackay is a co-founder and Chairman of Magellan Financial Group Limited and a Director of Magellan Flagship Fund Limited. He is also the Chief Investment Officer of Magellan Asset Management Limited.

Mr Mackay has considerable experience in investment, business management, capital allocation and risk management. He became an investment banker in 1988, after being a corporate and banking lawyer, and has broad experience in the financial and corporate sectors.

Mr Mackay retired as Chairman of the investment bank UBS Australasia in March 2006, having previously been its Chief Executive Officer. He is a member of the Federal Treasurer's Financial Sector Advisory Council and is a former member of the Business Council of Australia and director of the International Banks & Securities Association.

### 3. REMUNERATION REPORT

The Directors' Report for the year ended 30 June 2009 contains a Remuneration Report which sets out the policy for the remuneration of the directors of the Company and specified executives of the Company and its consolidated group.

The Corporations Act requires that a resolution be put to the vote that the Remuneration Report be adopted. The Corporations Act expressly provides that the vote is advisory only and does not bind the directors or the Company.

Shareholders attending the AGM will be given a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

### VOTING

#### Majorities Required

For resolutions 2(a) – (f) (Election of Directors) to be passed, they must be approved by at least 50 per cent of the votes cast on each resolution.

#### How to Vote

Shareholders can vote in one of two ways:

1. By attending the AGM and voting in person or by attorney or, in the case of corporate shareholders, by corporate representative;
- OR**
2. By appointing a proxy to attend the AGM and vote on their behalf by:
  - using the proxy form enclosed with this Notice of Annual General Meeting;
  - OR**
  - recording their proxy voting instructions on the internet at [www.computershare.com.au/proxy/CMH](http://www.computershare.com.au/proxy/CMH). To access this facility, shareholders will need their holder identification number (HIN) or security holder reference number (SRN) and postcode which are printed on the proxy form enclosed with this Notice of Annual General Meeting. Shareholders who wish to vote only part of their holding, or to split their vote, will need to lodge a paper proxy form.

Instructions on how to appoint a proxy are set out below and are detailed on the back of the proxy form enclosed with this Notice of Annual General Meeting.

#### Voting in Person or by Attorney

Shareholders are asked to arrive at the venue from 1pm to allow for registration for the AGM. To help facilitate registration for the AGM, please bring the proxy form enclosed with this Notice of Annual General Meeting.

Individuals attending the AGM as corporate representatives must present satisfactory evidence of his or her appointment to attend on the company's behalf, unless previously lodged with the Company or the Company's Share Registry (the **Share Registry**). Attorneys should bring with them original or certified copies of the power of attorney under which they have been authorised to attend and vote at the AGM, unless previously lodged with the Company or the Share Registry.

#### Voting by Proxy

- A shareholder entitled to attend and vote is entitled to appoint not more than two proxies. Each proxy will have the right to vote and also to speak at the AGM.
- The appointment of a proxy may specify the proportion or the number of votes that the proxy may exercise. Where more than one proxy is appointed and the appointment does not specify the proportion or number of the shareholder's votes that each proxy may exercise, each proxy may exercise half of the votes. However, neither proxy may vote on a show of hands.
- A proxy need not be a shareholder.
- If a proxy is not directed how to vote on an item of business, the proxy may vote or abstain from voting, as that person thinks fit.
- If a proxy is instructed to abstain from voting on an item of business, that person is directed not to vote on the shareholder's behalf on the poll, and the shares the subject of the proxy appointment will not be counted in computing the required majority.
- Shareholders who return their proxy form with a direction how to vote but do not nominate the identity of the proxy will be taken to have appointed the Chairman of the AGM as their proxy to vote on their behalf. If a proxy form is returned but the nominated proxy does not attend the AGM, the Chairman of the AGM will act in place of the nominated proxy and vote in accordance with any instructions. Proxy appointments in favour of the Chairman of the AGM, the Company Secretary or any Director of the Company which do not contain a direction will be used to support each of the resolutions proposed to be passed at the AGM.
- Completed proxy forms should be sent to the Share Registry using the envelope enclosed with this Notice of Annual General Meeting.



## Explanatory Statement to Notice of Annual General Meeting

— To be effective:

a) Proxy forms must be:

(i) Sent to the Share Registry (using the envelope enclosed with this Notice of Annual General Meeting) or hand delivered to **452 Johnston Street, Abbotsford Victoria 3067;**

(ii) Faxed to the Share Registry on **1800 783 447** from within Australia or **+613 9473 2555** from overseas;

**OR**

(iii) Sent to the Company's registered office at **Level 2, 54 Park Street, Sydney NSW 2000** (to the attention of the Company Secretary);

**OR**

(b) electronic proxy voting instructions must be recorded on the internet at [www.computershare.com/au/proxy/CMH](http://www.computershare.com/au/proxy/CMH),

so that they are received by **no later than 2.00pm**

**Monday 26 October 2009**. Proxy forms or proxy voting instructions received after this time will be invalid.

— The proxy form must be signed by the shareholder or the shareholder's attorney. Proxies given by corporations must be executed in accordance with the Corporations Act. Where the appointment of a proxy is signed by the appointor's attorney, a certified copy of the power of attorney, or the power itself, must be received by the Share Registry at either of the postal addresses listed above, or by fax, **before 2.00pm on Monday 26 October 2009**. If faxed, the power of attorney must be certified.

### Entitlement to Vote

In accordance with section 1074E(2)(g)(i) of the Corporations Act and regulation 7.11.37 of the *Corporations Regulations*, the Company has determined that for the purposes of the meeting all ordinary shares in the Company shall be taken to be held by the persons who held them as registered shareholders at 7pm, Melbourne time on Monday 26 October 2009 (**Entitlement Time**). All holders of ordinary shares in the Company as at the Entitlement Time are entitled to attend and vote at the meeting outlined above.

### HOW TO FIND CROWN TOWERS HOTEL

You can use the map below to find the nearest transport routes to the location of the AGM – Crown Towers Hotel, 8 Whiteman Street, Southbank Victoria.

#### By train

Both Flinders Street Station and Southern Cross Stations are within walking distance.

#### By car

The Crown Entertainment Complex in Melbourne has over 5,000 car parking spaces in two very accessible car parks. A two level basement car park located under the main site provides convenient access from Kings Way (both North and South), Whiteman Street and Southbank Boulevard.

Parking for those with disabilities is provided in both the multi-level and basement car parks, in various locations adjacent to lift lobbies.

#### By tram

Tram numbers 55, 96, 109 and 112 run past Crown Melbourne.

#### By taxi

Crown Melbourne is highly frequented by taxi cabs and has a taxi rank at the west end of the complex.

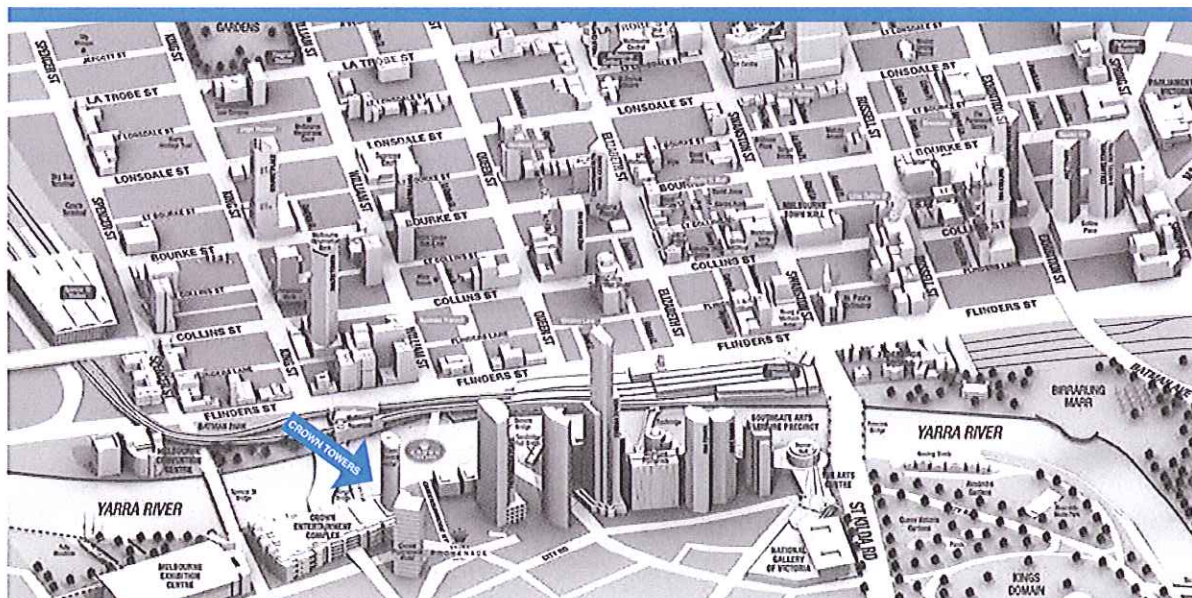
### THE 2009 CMH ANNUAL REPORT

Shareholders who completed an election form to receive the Company's Annual Report will receive a 2009 CMH Annual Report shortly.

Shareholders that did not make an election to receive a hard copy of the Company's Annual Report are able to access the report on the Company's website at:

[http://www.cmh.com.au/annual\\_reports.htm](http://www.cmh.com.au/annual_reports.htm).

Election forms to receive a free hard copy of the Company's Annual Report are available on the Share Registry's website.







# CONSOLIDATED MEDIA HOLDINGS

ABN 52 009 071 167

## Lodge your vote:



Online:

[www.investorvote.com.au](http://www.investorvote.com.au)



By Mail:

Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia

## In Person:

Share Registry - Computershare Investor Services Pty Ltd,  
452 Johnston Street, Abbotsford Victoria 3067

Registered Office - C/- Company Secretary, Consolidated Media  
Holdings Limited, Level 2, 54 Park Street, Sydney, NSW 2000

Alternatively you can fax your form to

(within Australia) 1800 783 447

(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only

(custodians) [www.intermediaryonline.com](http://www.intermediaryonline.com)

## For all enquiries call:

(within Australia) 1300 850 505

(outside Australia) +61 3 9415 4000

## Proxy Form



Vote online or view the annual report, 24 hours a day, 7 days a week:

[www.investorvote.com.au](http://www.investorvote.com.au)

- ☒ Cast your proxy vote
- ☒ Access the annual report
- ☒ Review and update your securityholding

Your secure access information is:

Control Number:

SRN/HIN:



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.



**For your vote to be effective it must be received by 2pm Monday 26th October 2009**

## How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

### Appointment of Proxy

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise the appointment will be of no effect. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf. *The rules in relation to the appointment of proxies are set out more fully in the Notice of Meeting accompanying this form.*

A proxy need not be a securityholder of the Company.

## Signing Instructions for Proxy Forms

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, 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 sign in the appropriate place to indicate the office held.

## Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at [www.computershare.com](http://www.computershare.com).

**Comments & Questions:** If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,  
or turn over to complete the form →**

☐

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

IND

## Proxy Form

Please mark ☒ to indicate your directions

### STEP 1

#### Appoint a Proxy to vote on your behalf

XX

I/We being a member/s of Consolidated Media Holdings Limited hereby appoint

☐

the Chairman  
of the meeting

OR



PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

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 Consolidated Media Holdings Limited to be held at the River Room, Level 1, Crown Towers Hotel, 8 Whiteman Street, Southbank Victoria 3006 on Wednesday, 28 October 2009 at 2pm (Melbourne Time) and at any adjournment of that meeting.

### STEP 2

#### Items of Business



PLEASE NOTE: If you mark the Abstain box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Item 2a	To re-elect Mr Peter Joshua Thomas Gammell as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2b	To re-elect Mr Ashok Jacob as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2c	To re-elect Mr Guy Jalland as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2d	To re-elect Mr Ryan Kerry Stokes as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2e	To re-elect Mr Christopher Darcy Corrigan as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2f	To re-elect Mr Christopher John Mackay as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3	To adopt the remuneration report for the year ended 30 June 2009	<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.

Please Note: For your vote to be effective it must be received by 2pm (AEDT) Monday 26 October 2009.  
Please make sure you date the form below.

### SIGN

#### Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact  
Name

\_\_\_\_\_

Contact  
Daytime  
Telephone

\_\_\_\_\_

Date / /