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RETAIL STAR LIMITED

ABN 71 098 238 585

NOTICE OF ANNUAL GENERAL MEETING

EXPLANATORY STATEMENT

PROXY FORM

CORPORATE REPRESENTATIVE FORM

TIME: 11.00 am (WST)

DATE: 6 December 2007

PLACE: Duxton Hotel Perth (Duxton Room 2)
No. 1 St Georges Terrace
PERTH WA 6000

The Annual Report is now available on the Company's website via the following link:
www.retail-star.com.au

This Notice of Annual General Meeting is an important document and requires your immediate attention. Please read it carefully. If you are in doubt as to what you should do, please consult your professional adviser.

CONTENTS PAGE

Notice of Annual General Meeting (setting out the proposed resolutions)

Explanatory Statement (explaining the proposed resolutions)

Glossary

Annexure 1

Proxy Form

Corporate Representative Form

TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The Annual General Meeting of the Shareholders of Retail Star Limited which this Notice of Annual General Meeting relates to will be held at 11.00am (WST) on Thursday, 6 December 2007 at Duxton Hotel Perth (Duxton Room 2) No. 1 St Georges Terrace, Perth, Western Australia.

VOTING IN PERSON

To vote in person, attend the Annual General Meeting on the date and at the place set out above.

VOTING BY PROXY

To vote by proxy, please complete and sign the proxy form and either:

- (a) send the proxy form by facsimile to the Company on facsimile number 08 9367 8812 (International + 61 8 9367 8812); or
- (b) deliver the proxy form to the Company at Level 1 South Mill Centre, 9 Bowman Street, South Perth WA 6151; or
- (c) send proxy form to the Company at PO Box 261, South Perth WA 6951,

so that it is received not later than 11.00am (WST) on 4 December 2007. Proxy forms received later than this time will be invalid.

Your proxy form is enclosed.

CORPORATE REPRESENTATIVE

Any company who has appointed a person to act as its Corporate Representative at the Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's Representative. The authority may be sent to the Company in advance of the Meeting or handed in at the Meeting when registering as a Corporate Representative. An appointment of Corporate Representative Form is enclosed if required.

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NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders of Retail Star Limited will be held at Duxton Hotel Perth (Duxton Room 2) at No. 1 St Georges Terrace, Perth, Western Australia at 11.00am (WST) on Thursday, 6 December 2007.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the General Meeting are those who are registered Shareholders of the Company on 4 December 2007 at 11.00am (WST).

AGENDA

The Explanatory Statement which accompanies and forms part of this Notice describes the matters to be considered at the Meeting.

1. ADOPTION OF THE ANNUAL REPORT

To receive the Annual Report, including Directors' Declaration and accompanying Reports of the Directors and Auditors for the financial year ended 31 July 2007.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider and, if thought fit, pass, with or without amendment, the following resolution as an **ordinary resolution**:

“To adopt the Remuneration Report as contained in the Financial Statements and Reports for the year ended 31 July 2007.”

Short Explanation: For financial years beginning on or after 1 January 2004, at a listed company's Annual General Meeting, a resolution that the Remuneration Report be adopted must be put to the Shareholders. The vote on this resolution is advisory only and does not bind the Directors of the Company.

3. RESOLUTION 2 – RE-ELECTION OF MR ROSS KESTEL AS DIRECTOR

To consider, and if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That Mr Ross Kestel retires in accordance with clause 13.2 of the Constitution and being eligible, offers himself for re-election, is hereby re-elected as a Director of the Company.”

Short Explanation: Clause 13.2 of the Constitution requires that at the Annual General Meeting one third of the directors for the time being shall retire from office. A retiring director is eligible for re-election.

4. RESOLUTION 3 – RE-ELECTION OF MR MANOLI YANNAGHAS AS DIRECTOR

To consider, and if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That Mr Manoli Yannaghas retires in accordance with clause 13.2 of the Constitution and being eligible, offers himself for re-election, is hereby re-elected as a Director of the Company.”

Short Explanation: Clause 13.2 of the Constitution requires that at the Annual General Meeting one third of the directors for the time being shall retire from office. A retiring director is eligible for re-election.

5. RESOLUTION 4 – APPROVAL TO ISSUE 12,000,000 OPTIONS TO IAN SCOTT

To consider, and if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

“That, for the purposes of Chapter 2E of the corporations Act, Listing Rule 10.11 and for all other purposes, approval is given for the Company to grant 12,000,000 Options to Ian Scott or his nominee for nil cash consideration, details as follows:

Quantity	Vesting Date	Expiry Date	Exercise Price
5,000,000	Immediate upon issue	12 months from the date of issue	3.5 cents
3,500,000	12 months from the issue date	24 months from the date of issue	4.25 cents
3,500,000	24 months from the issue date	36 months from the date of issue	5 cents

and otherwise on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice.”

Short Explanation: The Company requires shareholder approval prior to giving a financial benefit to a related party.

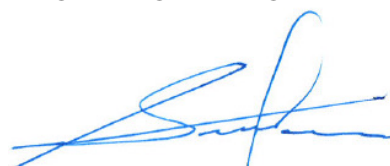
Voting Exclusion: The Company will disregard any votes cast on this resolution by a person who participated in the issue or an associate of that person.

6. GENERAL BUSINESS

To consider any other business that may be brought forward in accordance with the Constitution of the Company or the law.

DATED: 25 OCTOBER 2007

BY ORDER OF THE BOARD



**MR SIMON HEADON
COMPANY SECRETARY
RETAIL STAR LIMITED**

Voting Exclusion Note:

Where a voting exclusion applies, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the proxy form or it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

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EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders of the Company in connection with the business to be conducted at the Annual General Meeting.

1. FINANCIAL STATEMENTS AND REPORTS

The first agenda item is to receive the financial statements and reports of the Company for the year ended 31 July 2007, comprising the Financial Statements, Directors' Report, Directors' Declaration and Independent Audit Report. No resolution is required in respect of this agenda item. However, it provides Shareholders with the opportunity to ask questions of the Company's Directors and Auditors in relation to the Company's results for that financial year.

2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

The Remuneration Report is contained in the Directors' Report of the Company's 2007 Annual Report. The Annual Report has been distributed and is available via the Company's website at www.retail-star.com.au. The Remuneration Report sets out the broad remuneration policy of the Company and the actual remuneration paid to directors and executives of the Company during the year ended 31 July 2007.

Section 250R(2) of the Corporations Act requires the Company to propose a resolution at each Annual General Meeting that the remuneration report of the Company be adopted. The vote on this resolution is advisory only and does not bind the Directors.

3. RESOLUTION 2 – RE-ELECTION OF MR ROSS KESTEL AS DIRECTOR

The Company's Constitution requires that at the Annual General Meeting one third of the directors for the time being shall retire from office. A retiring director is eligible for re-election.

Mr Ross Kestel was appointed as a Director on 15 June 2006. He is eligible for re-election.

4. RESOLUTION 3 – RE-ELECTION OF MR MANOLI YANNAGHAS AS DIRECTOR

The Company's Constitution requires that at the Annual General Meeting one third of the directors for the time being shall retire from office. A retiring director is eligible for re-election.

Mr Manoli Yannaghas was appointed as a Director on 6 August 2007. He is eligible for re-election.

5. RESOLUTION 4 – ISSUE OF 12,000,000 OPTIONS TO IAN SCOTT

5.1 Background

Resolution 4 seeks Shareholder approval for the grant of 12,000,000 Options to Mr Ian Scott (or his nominee). Mr Scott is a Director of the Company.

If Resolution 4 is passed, Mr Ian Scott (or his nominee) will be issued 12,000,000 Options to acquire ordinary fully paid ordinary Shares in the capital of the Company, details as follows:

Quantity	Vesting Date	Expiry Date	Exercise Price
5,000,000	Immediate upon issue	12 months from the date of issue	3.5 cents
3,500,000	12 months from the issue date	24 months from the date of issue	4.25 cents
3,500,000	24 months from the issue date	36 months from the date of issue	5 cents

The Options will otherwise be issued on the terms set out in Annexure 1.

Shareholder approval is required for the purposes of Chapter 2E of the Corporations Act (section 208) and ASX Listing Rule 10.11 because Mr Scott is a related party of the Company, as he is an Executive Director of the Company.

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5.2 Shareholder approval

Shareholder approval for the issue of Options the subject of Resolution 4 is sought for the purposes of:

- (a) Chapter 2E of the Corporations Act – which governs the giving of financial benefits to “related parties”, which includes directors of a company; and
- (b) ASX Listing Rule 10.11 – which generally provides that except in certain circumstances (which do not apply in the present case), a company listed on ASX cannot issue or grant securities to a related party, without prior shareholder approval.

As approval of Shareholders is being sought pursuant to ASX Listing Rule 10.11, under Listing Rule 7.2 Exception 14, Shareholder approval under Listing Rule 7.1 is not required.

5.3 Chapter 2E of the Corporations Act – Related party Transactions

Chapter 2E of the Corporations Act prohibits a public company from giving a financial benefit to a related party of the public company unless either:

- (a) the giving of the financial benefit falls within one of the nominated exceptions to the provisions; or
- (b) prior shareholder approval is obtained for the giving of the financial benefit.

For the purposes of Chapter 2E, Mr Ian Scott is a related party of the Company as he is a Director.

Resolution 4 provides for the grant of Options to a related party, which is a financial benefit requiring Shareholder approval in the absence of a specified exception applying.

For the purpose of Chapter 2E of the Corporations Act the following information is provided:

- (a) **The related party to whom the proposed Resolution would permit the financial benefit to be given**

If Resolution 4 is passed it will permit the giving of a financial benefit to Mr Ian Scott (or his nominee).

- (b) **The nature of the financial benefit**

The proposed financial benefit to be given under Resolution 4 is the grant of up to 12,000,000 Options for no cash consideration to Mr Scott (or his nominee). The financial benefit will constitute part of Mr Scott’s remuneration package as a Director.

The terms of the Options to be granted to Mr Scott (or his nominee) are as follows:

Quantity	Vesting Date	Expiry Date	Exercise Price
5,000,000	Immediate upon issue	12 months from the date of issue	3.5 cents
3,500,000	12 months from the issue date	24 months from the date of issue	4.25 cents
3,500,000	24 months from the issue date	36 months from the date of issue	5 cents

The Options will otherwise be issued on the terms set out in Annexure 1.

(c) **Directors recommendation and basis of financial benefit**

The Board currently consists of Mr Andrew Bell, Mr Ian Scott, Mr Manoli Yannaghas, Mr Ross Kestel and Mr Steve Nicols.

The number of Options to be granted to Mr Scott and the terms were negotiated by him.

The purpose of the grant of the Options is to give Mr Scott an incentive to provide dedicated and ongoing commitment and effort to the Company. Mr Scott abstains from making a recommendation to Shareholders as to the Resolution as he has an interest in the outcome of the Resolution, being the recipient of the Options.

(d) **Dilution**

The passing of Resolution 4 would have the effect of granting Mr Scott (or his nominee) up to 12,000,000 Options on the terms as set out in Annexure 1.

If any Options granted as proposed above are exercised, the effect would be to dilute the shareholding of existing Shareholders. The market price of the Company's Shares during the period of the Options will normally determine whether or not Option holders exercise the Options. At the time any Options are exercised and Shares are issued pursuant to the exercise of the Options, the Company's Shares may be valued at a price that is higher than the exercise price of the Options.

If all Options to be granted under Resolution 4 were to be exercised, the effect would be to dilute the shareholding of existing ordinary Shareholders by approximately 2.28% on an undiluted basis and being based on the total issued ordinary Shares of 525,029,753.

(e) **Total remuneration packages**

The remuneration to be received by Mr Ian Scott as an executive director of the Company is A\$200,000 salary per annum plus statutory superannuation (currently 9% per annum).

Mr Scott receives no other form of remuneration from the Company.

(f) **Existing relevant interest**

At the date of this Notice, Mr Scott does not have a relevant interest in the securities of the Company.

(g) **Trading history**

The following table gives details of the highest, lowest and the latest closing price of the Company's Shares trading on the ASX over the last 12 months:

	Date	Closing Price
Highest Price	8 May 2007	4.3 cents
Lowest Price	3 October 2007	1.4 cents
Latest Price	22 October 2007	1.6 cents

(h) **Valuation of options**

The Company's independent advisers, Nissen Kestel Harford, have valued the Options to be granted to Mr Ian Scott or his nominee by reference to the Black and Scholes option pricing model based on the following assumptions:

Underlying share price: \$0.016 (closing price 22 October 2007)

Exercise price:

- first tranche of 5,000,000 \$0.035
- second tranche of 3,500,000 \$0.0425
- third tranche of 3,500,000 \$0.05

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Risk-free interest rate:

- first tranche of 5,000,000 6.460%
- second tranche of 3,500,000 6.498%
- third tranche of 3,500,000 6.528%

Underlying share volatility: 100%

Term to maturity:

- first tranche of 5,000,000 12 months from issue
- second tranche of 3,500,000 24 months from issue
- third tranche of 3,500,000 36 months from issue

Based on the assumptions, the Options have been valued as follows:

- first tranche of 5,000,000 \$0.002957 per option (\$14,787 in total)
- second tranche of 3,500,000 \$0.005115 per option (\$17,902 in total)
- third tranche of 3,500,000 \$0.006762 per option (\$23,667 in total)

(i) **Other Information**

Apart from the matters disclosed in this Explanatory Memorandum and the Terms and Conditions in Annexure 1, the Directors are not aware of any other information that is reasonably required by Shareholders to allow them to make a decision as to whether it is in the best interests of the Company to pass Resolution 4.

5.4 ASX Listing Rule 10.11

For the purposes of ASX Listing Rule 10.11, Mr Scott is considered a related party of the Company.

Accordingly, in order to grant the Options to Mr Scott (or his nominee), the Company must obtain Shareholder approval pursuant to ASX Listing Rule 10.11.

Approval pursuant to ASX Listing Rule 7.1 is not required in order to grant the Options to Mr Scott, as approval is being obtained under ASX Listing Rule 10.11. Shareholders should note that the grant of the Options to Mr Scott will not be included in the 15% calculation for the purposes of ASX Listing Rule 7.1.

ASX Listing rule 10.13 sets out a number of matters which must be included in the notice of meeting convened to consider shareholder approval under ASX Listing Rule 10.11.

For the purposes of ASX Listing Rule 10.13, the following information is provided to Shareholders in relation to the Resolution. This information is as follows:

- (a) the Options will be granted to Mr Ian Scott (or his nominee);
- (b) the maximum number of Options the Company will grant to Mr Scott (or his nominee) is 12,000,000;
- (c) the Company will issue the Options the subject of Resolution 4 as soon as practicable after the date of this meeting, but in any event no later than one (1) month after the date of this Meeting (or such later date to the extent permitted by any ASX waiver of the ASX Listing Rules);
- (d) Mr Scott is a Director of the Company;
- (e) the Options will be granted to Mr Scott (or his nominee) for nil cash consideration on the terms of the Options as set out in Annexure 1;
- (f) there will be no funds raised from the issue of the Options to Mr Scott (or his nominee).

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Voting exclusion: The Company will disregard any votes cast on Resolution 4 by Mr Scott (and any of his associates) being a person who is to receive securities in relation to the entity.

However, the Company will not disregard a vote cast under Resolution 4 if:

- (a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form; or
- (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.

6. ENQUIRIES

Shareholders are required to contact the Company Secretary on (08) 9367 8133 if they have any queries in respect of the matters set out in these documents.

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GLOSSARY

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited.

ASX Listing Rules means the official listing rules of ASX.

Board means the board of directors of the Company.

Company means Retail Star Limited (ABN 71 098 238 585).

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth).

Director(s) mean the director(s) of the Company.

Explanatory Statement means the explanatory statement to the Notice.

EST means Eastern Standard time.

Meeting means the meeting convened by the Notice.

Notice means the notice of annual general meeting accompanying this Explanatory Statement.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

Share means a share in the Company.

Shareholder means a shareholder in the Company.

WST means Western Standard time.

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ANNEXURE 1 – TERMS OF OPTIONS TO BE ISSUED UNDER RESOLUTION 4

The material terms and conditions of the Options will be as follows:

- (a) the vesting date, expiry date and exercise price of the option is set out in the table below:

Quantity	Vesting Date	Expiry Date	Exercise Price
5,000,000	Immediate upon issue	12 months from the date of issue	3.5 cents
3,500,000	12 months from the issue date	24 months from the date of issue	4.25 cents
3,500,000	24 months from the issue date	36 months from the date of issue	5 cents

- (b) the Options are not capable of being exercised prior to their Vesting Date;
- (c) Options not exercised on or before the expiry date will automatically lapse;
- (d) an Option does not confer the right to a change in exercise price or a change in the number of underlying securities over which the Option can be exercised;
- (e) the Options may be exercised by completing an application form for Shares (Notice of Exercise) delivered to the Company's Share registry and received by it any time prior to the Expiry Date;
- (f) upon the exercise of an Option and receipt of all relevant documents and payment, the holder will be allotted and issued a Share ranking pari passu with the then issued Shares. The Company will apply for quotation of all Shares issued upon exercise of the Options on ASX;
- (g) a summary of the terms and conditions of the Options, including the Notice of Exercise, will be sent to all holders of Options when the initial holding statement is sent;
- (h) the Options are not transferable;
- (i) there will be no participating entitlements inherent in the Options and the holder will not be entitled to participate in new issues of capital. However, the Company will ensure that for the purposes of determining entitlements to any such issue, it will announce the terms of the issue to ASX prior to the record date in accordance with the requirements of the ASX Listing Rules;
- (j) if at any time the issued capital of the Company is reconstructed, all rights of an Option holder are to be changed in a manner consistent with the ASX Listing Rules; and
- (k) shares issued pursuant to the exercise of an Option will be issued not more than 14 days after the date of the Notice of Exercise.

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PROXY FORM

**APPOINTMENT OF PROXY
RETAIL STAR LIMITED
ABN 71 098 238 585**

I/We

being a Member of RETAIL STAR LIMITED entitled to attend and vote at the Meeting, hereby

Appoint

Name of proxy

OR

Mark this box if you wish to appoint the Chairman of the Meeting as your proxy

or failing the person so named or, if no person is named, the Chairman of the Meeting or the Chairman's nominee, 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 to be held at 11.00am (WST) on 6 December 2007 at Duxton Hotel Perth (Duxton Room 2), No. 1 St Georges Terrace, Perth, Western Australia and at any adjournment thereof.

Voting on Business of the General Meeting

		FOR	AGAINST	ABSTAIN
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Mr Ross Kestel as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Mr Manoli Yannaghas as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval to issue 12,000,000 Options to Mr Ian Scott	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

OR

In relation to the Resolutions, if the Chairman is to be your proxy and you do **not** wish to direct your proxy how to vote on these Resolutions, please place a mark in this box

By marking this box, you acknowledge that the Chairman of the meeting may exercise your proxy even if he has an interest in the outcome of the resolution and votes cast by him other than as proxy holder will be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chairman of the meeting will not cast your votes on the Resolutions and your votes will not be counted in calculating the required majority if a poll is called on these Resolutions. The Chairman intends to vote in favour of these Resolutions.

IF THE CHAIRMAN IS TO BE YOUR PROXY IN RELATION TO THE RESOLUTIONS YOU MUST EITHER MARK THE BOXES DIRECTING YOUR PROXY HOW TO VOTE OR MARK THE BOX INDICATING THAT YOU DO NOT WISH TO DIRECT YOUR PROXY HOW TO VOTE, OTHERWISE THIS APPOINTMENT OF PROXY IN RELATION TO THE RESOLUTIONS WILL BE DISREGARDED.

If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item on a show of hands or on a poll and that your shares are not to be counted in computing the required majority on a poll.

If two proxies are being appointed, the proportion of voting rights this proxy represents is _____%.

Signed this day of 2007

By:

Individuals and joint holders

Signature
Signature
Signature

Companies (affix common seal if appropriate)

Director
Director/Company Secretary
Sole Director and Sole Company Secretary

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RETAIL STAR LIMITED
ABN 71 098 238 585

Instructions for Completing 'Appointment of Proxy' Form

1. A member entitled to attend and vote at a Meeting is entitled to appoint not more than two proxies to attend and vote on their behalf. Where more than one proxy is appointed, such proxy must be allocated a proportion of the member's voting rights. If the shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes.
2. A duly appointed proxy need not be a member of the Company. In the case of joint holders, all must sign.
3. Corporate shareholders should comply with the execution requirements set out on the proxy form or otherwise with the provisions of Section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:
 - directors of the company;
 - a director and a company secretary of the company; or
 - for a proprietary company that has a sole director who is also the sole company secretary; the director.

For the Company to rely on the assumptions set out in Section 129(5) and (6) of the Corporations Act, a document must appear to have been executed in accordance with Section 127(1) or (2). This effectively means that the status of the persons signing the document or witnessing the affixing of the seal must be set out and conform to the requirements of Section 127(1) or (2) as applicable. In particular, a person who witnesses the affixing of a common seal and who is the sole director and sole company secretary of the company must state that next to his or her signature.

4. Completion of a proxy form will not prevent individual shareholders from attending the meeting in person if they wish. Where a shareholder completes and lodges a valid proxy form and attends the Meeting in person, then the proxy's authority to speak and vote for that shareholder is suspended while the shareholder is present at the Meeting.
5. Where a proxy form or form of appointment of corporate representative is lodged and is executed under power of attorney, the power of attorney must be lodged in like manner as this proxy.
6. To vote by proxy, please complete and sign the proxy form and either:
 - (a) send the proxy form by facsimile to the Company on facsimile number 08 9367 8812 (International + 61 8 9367 8812); or
 - (b) deliver the proxy form to the Company at Level 1 South Mill Centre, 9 Bowman Street, South Perth WA 6151; or
 - (c) send proxy form to the Company at PO Box 261, South Perth WA 6951,

so that it is received not later than 11.00am (WST) on 4 December 2007. Proxy forms received later than this time will be invalid.

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CORPORATE REPRESENTATIVE FORM

**APPOINTMENT OF CORPORATE REPRESENTATIVE
RETAIL STAR LIMITED
ABN 71 098 238 585**

Shareholder Details

This is to certify that by a resolution of the Directors of:

(Company), Insert name of shareholder company

the Company has appointed:

Insert name of corporate representative

in accordance with the provisions of section 250D of the Corporations Act 2001, to act as the body corporate representative of that company at the meeting of the members of Retail Star Limited to be held on 6 December 2007 and at any adjournments of that meeting/all meetings of the members of Retail Star Limited.

DATED 2007

Please sign here

Executed by the Company)
in accordance with its constituent documents)
)

Signed by authorised representative

Signed by authorised representative

Name of authorised representative (print)

Name of authorised representative (print)

Position of authorised representative (print)

Position of authorised representative (print)

Instructions for Completion

1. Insert name of appointor Company and the name or position of the appointee (eg "John Smith" or "each director of the Company").
2. Execute the Certificate following the procedure required by your Constitution or other constituent documents.
3. Print the name and position (eg director) of each company officer who signs this Certificate on behalf of the company.
4. Insert the date of execution where indicated.
5. To vote as a corporate representative, please complete and sign this form and either:
 - (a) send the form by facsimile to the Company on facsimile number 08 9367 8812 (International + 61 8 9367 8812); or
 - (b) deliver the form to the Company at Level 1 South Mill Centre, 9 Bowman Street, South Perth WA 6151; or
 - (c) send the form to the Company at PO Box 261, South Perth WA 6951; or
 - (d) Hand in at the Annual General Meeting.

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