

21 September 2009

Company Announcements Office  
Australian Securities Exchange  
Exchange Centre  
Level 4  
20 Bridge Street  
Sydney  
NSW 2000

**Annual General Meeting-Related Documentation**

Attached are the following documents to be dispatched to Shareholders tomorrow in relation to the Jetset Travelworld 2009 Annual General Meeting:

1. Letter to Shareholders;
2. Notice of Annual General Meeting and Explanatory Memorandum; and
3. Proxy Form.

The Company's 2009 Annual Report may be accessed online from tomorrow at <http://www.jetsettravelworld.com.au/annualreport>.

Yours faithfully



Stephen F Heesh  
Company Secretary



22 September 2009

Dear Shareholder,

I am pleased to enclose the Notice of Annual General Meeting, Explanatory Memorandum and Proxy Form for the 2009 Annual General Meeting (**AGM**) for Jetset Travelworld Limited. The Notice and related documents set out information for shareholders regarding the business of that Meeting.

For those shareholders who have requested a printed Annual Report, a copy of the Jetset Travelworld Limited 2009 Annual Report is also enclosed. Alternatively this Report may be accessed on the Jetset Travelworld website: <http://www.jetsettravelworld.com.au/annualreport>.

The AGM of the Company is to be held at 10:00 am on Friday 23 October 2009 in the Flinders Room, The Langham Melbourne, One Southgate Avenue, Southbank Victoria 3006.

At the AGM, shareholders will be asked to receive and consider the Company's Financial Report, Directors' Report and Independent Audit Report for the financial year ended 30 June 2009. Shareholders will also be asked to consider and vote on the following proposals:

1. the adoption of the Remuneration Report. This is a non-binding advisory vote;
2. the re-election of Mr. Brett Johnson in accordance with Rule 3.3(a) of the Company's Constitution;
3. the re-election of Mr. Darren Peisley in accordance with Rule 3.3(a) of the Company's Constitution;
4. the re-election of Mr. Gareth Evans in accordance with Rule 3.6(a) of the Company's Constitution; and
5. the re-election of Mr. Peter Spathis in accordance with Rules 3.6(a) and 3.6(b) of the Company's Constitution.

The resolutions are set out in the Notice of Annual General Meeting and further details in respect of each resolution are included in the Explanatory Memorandum.

Your Directors make no recommendation in relation to Resolution 1, as it relates in part to their own remuneration. However the Directors consider Resolutions 2, 3, 4, and 5 to be in the best interests of the Company and its shareholders.

Except for the Director standing for re-election in relation to the particular Resolution dealing with his re-election, your Directors unanimously recommend that shareholders vote in favour of each of these Resolutions.

If you are unable to attend the Annual General Meeting, please complete the attached Proxy Form and return it to the Company's share registry, Computershare Investor Services Pty Limited at either:

1. GPO Box 242 Melbourne Victoria 3001; or
2. facsimile number 1800 783 447 (from within Australia) or 61 3 9473 2555 (from outside Australia),

by no later than 10:00 am (Australian Eastern Summer Time) on Wednesday 21 October 2009.

If you have any questions relating to any issue to be considered at the AGM, please call me on (02) 8080 3150.

Yours sincerely



Stephen F Heesh  
Company Secretary

# Notice of Annual General Meeting

Notice is hereby given that the 2009 Annual General Meeting of Jetset Travelworld Limited (Company) will be held:

Date: Friday 23 October 2009

Time: 10:00 am

Venue: The Flinders Room  
Podium Level  
The Langham Melbourne  
One Southgate Avenue  
Southbank  
Victoria 3006

## Business

### A. Consideration of Reports

To receive and consider the Financial Report, the Directors' Report and the Independent Auditor's Report of the Company for the financial year ended 30 June 2009.

Shareholders will be given the opportunity to comment on or ask questions about the management and audit of the Company under this item of Business.

### B. Non-binding advisory vote on the Remuneration Report

#### *Resolution 1: Remuneration Report*

"That, for the purposes of sections 250R(2) and (3) of the Corporations Act 2001, the Remuneration Report for the financial year ended 30 June 2009, submitted as part of the Directors' Report for the financial year ended 30 June 2009, be adopted."

Please note that the vote on this item is advisory only and does not bind the Directors or the Company. The Board, however, will take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the Company.

### C. Ordinary Resolutions

#### *Resolution 2: Re-election as a Director*

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

"That Brett Stuart Johnson, a Director retiring in accordance with Rule 3.3(a) of the Company's Constitution, and being eligible, is re-elected as a Director of the Company."

#### *Resolution 3: Re-election as a Director*

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

"That Darren Arthur Peisley, a Director retiring in accordance with Rule 3.3(a) of the Company's Constitution, and being eligible, is re-elected as a Director of the Company."

**Resolution 4: Re-election as a Director**

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

“That Gareth Rawlett Evans, a Director retiring in accordance with Rule 3.6(a) of the Company’s Constitution, and being eligible, is re-elected as a Director of the Company.”

**Resolution 5: Re-election as a Director**

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

“That Peter Spathis, a Director retiring in accordance with Rules 3.6(a) and 3.6(b) of the Company’s Constitution, and being eligible, is re-elected as a Director of the Company.”

Dated: 22 September 2009

By order of the Board



Stephen F Heesh  
Company Secretary

**Notes:**

1. The further details of the resolutions contained in the Explanatory Memorandum accompanying this Notice of Annual General Meeting should be read together with and form part of this Notice of Annual General Meeting.
2. Members which are corporations and are represented at the Meeting by Corporate Representatives must ensure that a formal Notice of Appointment is brought to the Meeting.
3. For the purposes of the Meeting, in accordance with regulation 7.11.37 of the *Corporations Regulations*, the Board has determined that a member’s entitlement to vote at the Meeting will be the entitlement of that member set out in the register of members as at 7:00 pm (Sydney / Melbourne time) on Wednesday 21 October 2009. Accordingly transactions registered after that time will be disregarded in determining members entitled to attend and vote at the Meeting.

## Proxies:

1. A member entitled to attend and vote is entitled to appoint not more than two proxies.
2. A member who is entitled to two or more votes may appoint two proxies and may state on the Proxy Form the proportion or number of votes each proxy is appointed to exercise. If a member appoints two proxies and does not specify the proportion or number of votes each proxy may exercise, each of the proxies may exercise half of the votes.
3. Where a member has appointed two proxies, on a show of hands neither proxy may vote.
4. A proxy need not be a member of the Company and may be an individual or a body corporate. A body corporate-appointed proxy may appoint a representative to exercise the powers that the body corporate may exercise as the member's proxy.
5. Either the original or a facsimile transmission of the Proxy Form(s) and any Power of Attorney or authority (or certified copy of that Power of Attorney or authority) under which they are signed must be received at the Company's Share Registry at least 48 hours prior to the Meeting (that is before 10:00 am (Sydney/Melbourne time) on Wednesday 21 October 2009) or any adjournment. Any Proxy Form received after this time, including at the Meeting, will be considered invalid.
6. A Proxy Form accompanies this Notice of Meeting.
7. Additional Proxy Forms may be obtained from the Share Registry, Registered Office or by photocopying the enclosed Proxy Form.

# Explanatory Memorandum

## Purpose Of Information

This information is given to shareholders in relation to the resolutions to be considered at the Annual General Meeting of the Company to be held on Friday, 23 October 2009 at 10.00 am (Melbourne time).

## Definitions

In this Explanatory Memorandum the following terms have the following meanings:

**ASX** means ASX Limited trading as the Australian Securities Exchange.

**Board** means board of Directors.

**Company** means Jetset Travelworld Limited ABN 60 091 214 998.

**Constitution** means the constitution of the Company.

**Corporations Act** means the *Corporations Act 2001 (Cth)*.

**Director** means a director of the Company from time to time.

**Notice of Meeting** means the notice of Annual General Meeting referred to in and which accompanies this Explanatory Memorandum.

**Resolution** means a resolution referred to in the Notice of Meeting.

**Share** means a fully paid ordinary share in the capital of the Company.

**Shareholders** means the holders of Shares.

## The Proposals

The Resolutions before the meeting relate to the following matters:

- (a) the adoption of the Remuneration Report of the Company for the financial year ended 30 June 2009 as a non-binding advisory vote;
- (b) the re-election of Mr Brett Johnson as a Director;
- (c) the re-election of Mr Darren Peisley as a Director;
- (d) the re-election of Mr Gareth Evans as a Director; and
- (e) the re-election of Mr Peter Spathis as a Director.

## Why the meeting is being held

### 1. Financial Statements and Reports

Pursuant to the *Corporations Act*, the directors of a public company that is required to hold an annual general meeting must table the financial statements and reports of the Company for the previous year before the members at that annual general meeting.

Shareholders will be provided with all relevant information concerning the Company's financial statements for the year ended 30 June 2009 in the 2009 Annual Report of the Company. A copy of the Annual Report will be forwarded to those Shareholders who have elected to receive one. Alternatively a copy of the 2009 Annual Report may be accessed on the Jetset Travelworld website: <http://www.jetsettravelworld.com.au/annualreport>. A copy of the financial statements and the associated reports will also be tabled at the Annual General Meeting.

Shareholders should note that the sole purpose of tabling the financial statements of the Company at the Annual General Meeting is to provide the Shareholders with the opportunity to be able to ask questions or discuss matters arising from the financial statements at the Annual General Meeting. It is not the purpose of the Annual General Meeting that the financial statements be accepted, rejected or modified in any way. Further, as it is not required by the *Corporations Act*, no resolution to adopt, receive or consider the Company's financial statements will be put to the Shareholders at the Annual General Meeting.

### 2. Remuneration Report

Section 300A of the *Corporations Act* requires that the Directors' Report must contain a Remuneration Report detailing information about the Board's policy for determining the nature and amount of the remuneration of Directors and senior management. The Remuneration Report must also explain the relationship between the remuneration policy and the Company's performance. Shareholders are required to vote on a non-binding resolution to adopt the Remuneration Report.

Please note that the vote on this item is advisory only and does not bind the Directors or the Company. The Board, however, will take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the Company.



Pursuant to Rule 3.3(a) of the Constitution, any Director appointed by the Board automatically retires at the next Annual General Meeting and is eligible for re-election by that General Meeting.

### **3. Re-election of Mr Johnson**

Brett Johnson was appointed as a Director by the Board on 27 February 2009 and will retire in accordance with the requirements of the Company's Constitution at the Annual General Meeting. As he is entitled and eligible for re-election, he seeks re-election as a Director of the Company at the Annual General Meeting.

Mr Johnson is also a member of the Nomination Committee.

He joined Qantas at the time of its privatisation in July 1995 as its General Counsel. Mr Johnson is responsible for legal risk management within the Qantas Group. He also manages the Qantas Legal Department which has more than 20 lawyers and provides full-service legal support to the Qantas Group.

Mr Johnson is a member of the Qantas Executive Committee involved in the day-to-day management of the Qantas Group with particular responsibility for providing commercial legal support to the Qantas CEO and Board.

He is an Independent non-executive Director and Chairman of the Audit Committee of Scott Corporation. He is also a member of the ASX Appeals Tribunal.

Mr Johnson was admitted as a Solicitor of the Supreme Court of New South Wales in 1982 and has more than 25 years legal experience in Australia and overseas.

### **4. Re-election of Mr Peisley**

Darren Peisley was appointed as a Director by the Board on 5 May 2009 and will retire in accordance with the requirements of the Company's Constitution at the Annual General Meeting. As he is entitled and eligible for re-election, he seeks re-election as a Director of the Company at the Annual General Meeting.

Mr Peisley is currently Executive Manager Commercial Planning for Qantas responsible for network strategy, network analysis, schedules planning, pricing and inventory, airport infrastructure planning and new aircraft programs.

Formerly he filled the role of Head of Distribution and Direct Channels for Qantas with responsibility for telephone sales, distribution and Qantas' small to medium business programs.

He has more than 15 years' experience in the airline industry with Qantas, principally in sales and distribution, business improvement and finance. Over this period, he has been responsible for distribution strategy, development of direct sales channels, the implementation of a sales and distribution business transformation program and the redesign of the Qantas Frequent Flyer program.

Pursuant to Rule 3.6 of the Constitution, at each Annual General Meeting, one third of the Directors excluding Directors required to retire under Rule 3.3 (or, if their number is not a multiple of 3, then the number nearest to one third) must retire from office. The Directors who have been the longest in the office since being appointed or re-appointed are the Directors who must retire in any year. Each Director is entitled to offer himself for re-election as a Director at the Annual General Meeting which coincides with his retirement.

## **5. Re-election of Mr Evans**

Gareth Evans will retire in accordance with the requirements of Rule 3.6(a) of the Company's Constitution at the Annual General Meeting. As he is entitled and eligible for re-election, he seeks re-election as a Director of the Company at the Annual General Meeting.

Gareth Evans was appointed to the Board on 25 July 2008. He is Chairman of the Audit Committee.

Mr Evans is currently Chief Financial Officer of Qantas Airlines within the Qantas Group and is a director of the Qantas Foundation. He is responsible for the finance activities of the airline, commercial and business analytics and the implementation of major business change initiatives.

His previous roles with Qantas covered a number of operational areas including scheduling of the international and domestic network, ticket pricing, revenue management and airline operations on the day as well as readiness activities for the arrival of the A380.

Prior to joining Qantas Airways in 1999, he held a number of corporate finance roles with Caltex Australia and KPMG in Australia and the UK.

Mr Evans is a member of the Institute of Chartered Accountants in England and Wales.

## **6. Re-election of Mr Spathis**

Peter Spathis will retire in accordance with Rules 3.6(a) and 3.6(b) of the Company's Constitution at the Annual General Meeting. As he is entitled and eligible for re-election, he seeks re-election as a Director of the Company at the Annual General Meeting.

Mr Spathis was appointed to the Board on 30 June 2002 and is a member of the Remuneration Committee.

He is an Accountant and Registered Tax Agent. Currently a corporate executive with the Consolidated Travel group of companies, he has responsibility for the financial management of that group.

Having begun his career in the audit and taxation fields in private practice, he has developed a special interest for the travel industry where he has held a number of senior financial positions since 1990. With over 15 years experience in finance, accounting and information technology management, he has accumulated significant and valuable experience in the commercial aspects of the travel industry.

Mr Spathis is a Fellow of CPA Australia, holds a Bachelor of Business from the Royal Melbourne Institute of Technology and completed a graduate diploma in Public Accounting (Taxation) at the Phillips Institute of Technology.

## Recommendation

Your Directors:

1. make no recommendation in respect of Resolution 1;
2. with the exception of Mr Johnson (who makes no recommendation), recommend that Shareholders vote in favour of Resolution 2;
3. with the exception of Mr Peisley (who makes no recommendation), recommend that Shareholders vote in favour of Resolution 3;
4. with the exception of Mr Evans (who makes no recommendation), recommend that Shareholders vote in favour of Resolution 4; and
5. with the exception of Mr Spathis (who makes no recommendation), recommend that Shareholders vote in favour of Resolution 5.

The Chairman intends to vote undirected proxies in favour of Resolutions 1 to 5.

## How to vote

To vote on the Resolutions, you will need to follow either of these steps:

1. **Appoint a Proxy.** To be valid, the form appointing the proxy and the power of attorney or other authority (if any) under which it is signed (or any attested copy thereof) must be lodged with the Company's Share Registry, Computershare Investor Services Pty Limited:

(a) at GPO Box 242, Melbourne Victoria 3001 Australia; or

(b) by facsimile on 1800 783 447 (from within Australia) or +613 9473 2555 (from outside Australia).

Shareholders are urged to return their Proxy Forms as soon as possible. For the appointment of proxies to be valid, Proxy Forms must be received by 10.00 am (Sydney/Melbourne time) on 21 October 2009;

or

2. **Attend the Annual General Meeting.**

It should be noted that the lodgement of a Proxy Form will not prevent you from attending and voting at the Annual General Meeting.

## Queries

If you have any queries about the Annual General Meeting, the resolutions to be put to the Annual General Meeting or the proposals being considered, please contact Stephen Heesh, Company Secretary, on 02 8080 3150.

**Lodge your vote:**



**By Mail:**

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

Alternatively you can fax your form to  
(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

**For all enquiries call:**

(within Australia) 1300 850 505  
(outside Australia) +61 3 9415 4000

## Proxy Form

**For your vote to be effective it must be received by 10.00am Wednesday 21 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 each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf. Where two proxies are appointed, on a show of hands neither proxy may vote.

**A proxy need not be a securityholder of the Company.**

### Signing Instructions

**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.

**Turn over to complete the form**



View your securityholder information, 24 hours a day, 7 days a week:

**[www.investorcentre.com](http://www.investorcentre.com)**



**Review your securityholding**



**Update your securityholding**

**Your secure access information is:**

**SRN/HIN: I999999999**



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

**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

I ND

# 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 Jetset Travelworld 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 Jetset Travelworld Limited to be held in the Flinders Room, The Langham Melbourne, One Southgate Avenue, Southbank Victoria on Friday 23 October 2009 at 10.00am 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
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Director Brett Johnson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Director Darren Peisley	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Re-election of Director Gareth Evans	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Re-election of Director Peter Spathis	<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.

## 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 \_\_\_\_ / \_\_\_\_ / \_\_\_\_

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