
2012 NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that an Annual General Meeting (**AGM**) of Consolidated Media Holdings Limited ABN 52 009 071 167 (**Company**) will be held as follows:

Date: Wednesday 31 October 2012

Time: 10.00am (Perth time) or as soon thereafter as the CMH Scheme Meeting has concluded or been adjourned

Place: Botanical Four, Crown Perth Convention Centre, Crown Perth, Great Eastern Highway, Perth, Western Australia

This Notice of AGM should be read in conjunction with the accompanying Explanatory Notes.

A proxy form accompanies this Notice of AGM.

ORDINARY BUSINESS

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 2012.

2 ELECTION OF DIRECTORS

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

- a) That Mr Christopher Darcy Corrigan, a director of the Company, who retires in accordance with rule 7.1(d) of the Company's Constitution and submits himself for re-election as a director of the Company, be re-elected as a director of the Company.
- b) That Mr Peter Joshua Thomas Gammell, a director of the Company, who retires in accordance with rule 7.1(d) of the Company's Constitution and submits himself for re-election as a director of the Company, be re-elected as a director of the Company.
- c) That Mr Ashok Jacob, a director of the Company, who retires in accordance with rule 7.1(d) of the Company's Constitution and submits himself for re-election as a director of the Company, be re-elected as a director of the Company.
- d) That Mr Guy Jalland, a director of the Company, who retires in accordance with rule 7.1(d) of the Company's Constitution and submits himself for re-election as a director of the Company, be re-elected as a director of the Company.
- e) That Mr Christopher John Mackay, a director of the Company, who retires in accordance with rule 7.1(d) of the Company's Constitution and submits himself for re-election as a director of the Company, be re-elected as a director of the Company.
- f) That Mr Ryan Kerry Stokes, a director of the Company, who retires in accordance with rule 7.1(d) of the Company's Constitution and submits himself for re-election as a director of the Company, be re-elected as a director of the Company.

3 REMUNERATION REPORT

To adopt the Remuneration Report for the financial year ended 30 June 2012 as set out in the 2012 Annual Report.

By order of the Board



Louise Lane
Company Secretary
24 September 2012

EXPLANATORY NOTES

1 FINANCIAL STATEMENTS AND REPORTS

The *Corporations Act 2001* (Cth) (**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 Act or in the Company's Constitution for shareholders to approve the financial report, the Directors' Report or the Auditor's Report. Accordingly, there will be no formal resolution put to the AGM.

Shareholders will have a reasonable opportunity at the meeting to ask questions or make comments on these reports and on the business and operations of the Company. Shareholders can also ask questions of the Auditor before the AGM in the manner outlined at **section 4.6** of these Explanatory Notes.

2 ELECTION OF DIRECTORS

Under the Company's Constitution and consistent with ASX Listing Rule 14.4, no director, who is not a managing director, may hold office for a continuous period in excess of 3 years or until the third AGM following the director's appointment, whichever is longer, without submitting for re-election.

The retirement of a director from office under the Company's Constitution and the re-election or appointment of a director takes effect at the conclusion of the meeting at which the retirement and re-election or appointment occurs.

Mr Corrigan, Mr Gammell, Mr Jacob, Mr Jalland, Mr Mackay and Mr Stokes each retired and were re-elected as directors to the Board by shareholders at the Company's AGM of 28 October 2009. The AGM to be held on 31 October 2012 will be the third AGM following each director's appointment to the Board of the Company.

Each of Mr Corrigan, Mr Gammell, Mr Jacob, Mr Jalland, Mr Mackay and Mr Stokes are eligible for re-election to the office of a director under rule 7.1(i)(i) of the Company's Constitution.

Accordingly, Mr Corrigan, Mr Gammell, Mr Jacob, Mr Jalland, Mr Mackay and Mr Stokes stand for re-election under rule 7.1(d) of the Company's Constitution. Each re-election will be conducted as a separate ordinary resolution.

The biography and expertise details of Mr Corrigan, Mr Gammell, Mr Jacob, Mr Jalland, Mr Mackay and Mr Stokes are available in the Directors' Report of the Company's 2012 Annual Report, accessible on the Company's website at www.cmh.com.au. Shareholders wishing to obtain a hard copy of the 2012 Annual Report can do so free of charge by contacting the Company at contact@cmh.com.au.

The directors (other than Mr Corrigan, Mr Gammell, Mr Jacob, Mr Jalland, Mr Mackay and Mr Stokes who make no recommendation in respect of their own re-election to the Board) support the re-election of Mr Corrigan, Mr Gammell, Mr Jacob, Mr Jalland, Mr Mackay and Mr Stokes to the Board of the Company.

3 REMUNERATION REPORT

The Directors' Report for the financial year ended 30 June 2012 contains a Remuneration Report which sets out the policy for the remuneration of the directors and specified executives of the Company.

The Act requires that a resolution that the Remuneration Report of the Company be adopted must be put to the vote (**Remuneration Report Resolution**). The vote on the resolution is advisory only and does not bind the directors or the Company.

However, if at least 25% of the votes cast on the resolution are voted against the adoption of the Remuneration Report at the meeting, then:

- if comments are made on the report at the AGM, the Company's Remuneration Report for the next financial year will be required to include an explanation of the Board's proposed action in response or, if no action is proposed, the Board's reasons for this; and
- if at next year's AGM, at least 25% of the votes cast on the resolution for adoption of the remuneration report are against such adoption, the Company will be required to put to shareholders a resolution proposing that a general meeting be called to consider the election of directors of the Company (**Spill Resolution**). If a Spill Resolution is passed, all of the directors, other than a managing director, will cease to hold office at the subsequent general meeting, unless re-elected at that meeting.

The Remuneration Report Resolution at the 2011 AGM was approved by more than 98.8% of the votes cast. No comments were received on, or questions were raised about, the audited Remuneration Report at the 2011 AGM.

In accordance with the Act, the Company's key management personnel (being its directors and executives identified in the 2012 Annual Report) and their closely related parties will not vote their shares on the Remuneration Report Resolution.

A *closely related party* of a member of the key management personnel for the Company means:

- a spouse or child of the member;
- a child of the member's spouse;
- a dependant of the member or of the member's spouse;
- anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the Company; or
- a company the member controls.

The Company will not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote in accordance with directions on the proxy form.

4 VOTING

4.1 How to vote

Shareholders can vote in one of 2 ways:

- a) by attending the AGM and voting in person or by attorney or, in the case of corporate shareholders, by their representative;

OR

- b) by appointing a proxy to attend the AGM and vote on their behalf by:
 - i) using the proxy form;
 - ii) recording their proxy voting instructions on the internet at www.investorvote.com.au. To access this facility, shareholders will need their holder identification number (**HIN**) or securityholder reference number (**SRN**) and postcode which are printed on the proxy form; or
 - iii) 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 in these Explanatory Notes and are detailed on the proxy form.

4.2 Voting in person

Shareholders are asked to arrive at the venue from **9.00am (Perth time) on Wednesday 31 October 2012** to allow for registration for the AGM. To help facilitate registration for the AGM, please bring your proxy form.

4.3 Voting by proxy, attorney or corporate representative

- A shareholder entitled to attend and vote is entitled to appoint not more than 2 proxies or 2 attorneys. Unless the appointment provides differently, each proxy, attorney or corporate representative will have the same rights to speak, demand a poll, join in demanding a poll or act generally at the meeting as the shareholder would have had if the shareholder was present.
- The appointment of a proxy may specify the proportion or the number of votes that the proxy may exercise. Where a shareholder appoints 2 proxies or attorneys to vote at the AGM, if the appointment does not specify the proportion or number of the shareholder's votes each proxy or attorney may exercise, each proxy or attorney may exercise half the shareholder's votes.
- However, on a show of hands, neither proxy nor attorney may vote if more than 1 proxy or attorney attend. On a poll, each proxy or attorney may only exercise votes in respect of those shares or voting rights the proxy or attorney represents.
- A proxy, attorney or corporate representative may, but need not be, a shareholder.
- Individuals attending the AGM as corporate representatives must present satisfactory evidence of his or her appointment to attend on the Company's behalf, unless evidence of the appointment has previously been lodged with the Company or the Company's Share Registry (**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.
- The appointment of a proxy or attorney is not revoked by the appointer attending and taking part in the AGM, but if the appointer votes on a resolution, the proxy or attorney is not allowed to vote, and must not vote, as the appointer's proxy or attorney on the resolution.
- 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.
- 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 meeting 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 meeting will act in place of the nominated proxy and vote in accordance with any instructions.
- Subject to the information set out below relating to the "**Authorisation to Chairman for Item of Business 3 (Remuneration Report)**," proxy appointments in favour of a member of the Company's key management personnel, whose remuneration is included in the Remuneration Report, which appointments do not contain a direction will be used to support each of the resolutions proposed to be passed at the AGM except Item of Business 3 (Remuneration Report).
- Completed proxy forms should be sent to the Share Registry.

AUTHORISATION TO CHAIRMAN FOR ITEM OF BUSINESS 3 (REMUNERATION REPORT)

If the Chairman of the meeting is appointed, or taken to be appointed, as a proxy, the shareholder can direct the Chairman of the meeting at STEP 2 of the proxy form to vote FOR, AGAINST or ABSTAIN from voting on Item of Business 3 (Remuneration Report) by marking the appropriate box opposite Item of Business 3 on the proxy form. However, if the Chairman of the meeting is a proxy and the relevant shareholder does not either mark the FOR, AGAINST or ABSTAIN box opposite Item of Business 3 on the proxy form, the relevant shareholder will be authorising the Chairman to vote on Item of Business 3, even though Item of Business 3 is connected directly or indirectly with the remuneration of a member of the key management personnel of the Company and even though the Chairman is a member of the key management personnel of the Company.

PLEASE NOTE that in respect of Item of Business 3 (Remuneration Report), if you appoint a key management person of the Company (other than the Chairman) and do not direct your proxy (i.e. you do not tick or cross whether you wish to vote FOR, AGAINST or ABSTAIN at STEP 2 of the proxy form for Item 3), then your vote will not be counted by the Company on the Remuneration Report Resolution.

4.4 How to lodge your proxy form

Additional detail on how to ensure your proxy vote is directed is included on the proxy form with this Notice of AGM.

To make sure your proxy is effective:

- a) Proxy forms must be:
 - i) sent to the Share Registry at GPO Box 242, Melbourne Victoria 3001, 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** (outside Australia); 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.investorvote.com.au, so that they are received by **no later than 10.00am (Perth time) on Monday 29 October 2012**. Proxy forms or proxy voting instructions received after this time will be invalid.
- c) 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 Act. Where the appointment of a proxy is signed by the appointer'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, **no later than 10.00am (Perth time) on Monday 29 October 2012**. If faxed, the power of attorney must be certified.
- d) **Custodian voting** – for intermediary online subscribers only (custodians), please visit www.intermediaryonline.com to submit your voting intentions.

2012 NOTICE OF ANNUAL GENERAL MEETING

EXPLANATORY NOTES

4.5 Entitlement to vote

In accordance with section 1074E(2)(g)(i) of the Act and regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Company has determined that for the purposes of the AGM all shares in the Company shall be taken to be held by the persons who held them as registered shareholders at **7.00pm (Perth time) on Monday 29 October 2012 (Entitlement Time)**.

All holders of shares in the Company as at the Entitlement Time are entitled to attend and vote at the AGM.

4.6 Questions

Shareholders may submit a written question to the Auditor if the question is relevant to the content of the Auditor's Report to be considered at the AGM, or the conduct of the audit of the annual financial report to be considered at the AGM.

Shareholders should submit their written question to the Auditor by giving the question to the Company (via the Company Secretary) **by no later than 5.00pm (Sydney time) on Monday 29 October 2012**.

The Company will then pass any questions to the Auditor to address at the AGM, and will make copies of the question list available to shareholders attending the AGM.

5 HOW TO FIND THE LOCATION OF THE AGM

You can use the map below to find the nearest transport routes to the location of the AGM – Crown Perth Convention Centre, Crown Perth, Great Eastern Highway, Perth, Western Australia.

By car

Plenty of undercover and monitored parking is available at the venue for a small fee.

By taxi

Crown Perth is highly frequented by taxi cabs and has a taxi rank at the entrance.

By public transport

a) By rail

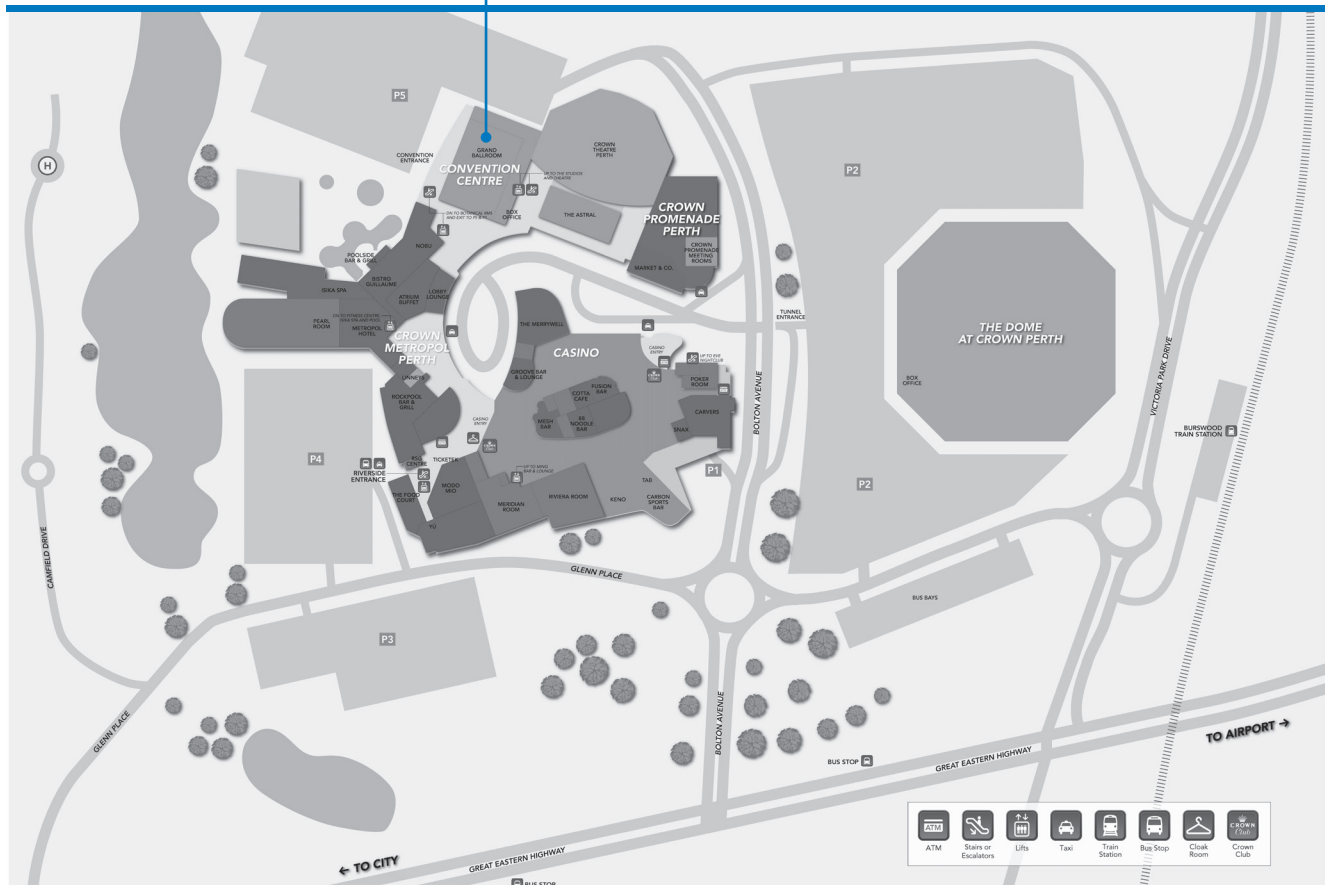
The Burswood train station is located approximately 70 metres from the east end of The Dome at Crown Perth, and is situated on the Thornlie railway line.

A courtesy bus leaves from the station to the main Complex every 15 minutes and runs in both directions. The bus is not suitable for wheelchairs. For full rail services and timetables, visit www.transperth.wa.gov.au or call the Transperth Infoline on 13 62 13.

b) By bus


Crown Perth is located close to a crossroads that provides bus services from around the Perth Metro area. For full bus services and timetables visit www.transperth.wa.gov.au or call the Transperth Infoline on 13 62 13.

LOCATION OF MEETING



Lodge your vote:

 **Online:**
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 Limited
452 Johnston Street, Abbotsford, VIC 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

For all enquiries call:

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

MR JOHN SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

2012 Annual General Meeting Proxy Form



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

www.investorvote.com.au


Cast your proxy vote

Review and update your securityholding

Your secure access information is:

Control Number: 123456

SRN/HIN: I1234567890 **PIN:** 123456

 **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 10.00am (Perth time), Monday 29 October 2012**

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.

A proxy need not be a shareholder of CMH.

Signing Instructions for Postal Forms

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

Joint Holding: Where the holding is in more than one name, all of the shareholders 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. Delete titles as applicable.

Attending the Meeting

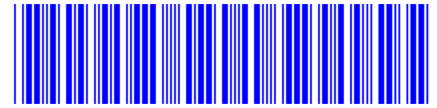
Bring this form to assist registration. If a representative of a corporate shareholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the information tab, "Downloadable Forms".

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

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

MR JOHN SAMPLE
 FLAT 123
 123 SAMPLE STREET
 THE SAMPLE HILL
 SAMPLE ESTATE
 SAMPLEVILLE VIC 3030

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 1234567890 I N D

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 (CMH) 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 and to the extent permitted by law, as the proxy sees fit) at the 2012 Annual General Meeting of CMH to be held at Botanical Four, Crown Perth Convention Centre, Crown Perth, Great Eastern Highway, Perth, Western Australia at 10.00am (Perth time) (or as soon thereafter as the Scheme Meeting has concluded or been adjourned) on Wednesday 31 October 2012 and at any adjournment of that meeting.

Authorisation to Chair for Remuneration Report: Where I/we have appointed the Chairman of the meeting as my/our proxy (or the Chairman of the meeting becomes my/our proxy by default) in relation to **Item 3 (Adoption of Remuneration Report)** but I/we have not marked either the For or Against or Abstain box opposite that item, I/we nevertheless hereby authorise the Chairman of the meeting to vote on Item 3 even though Item 3 is connected directly or indirectly with the remuneration of a member of the key management personnel of CMH and even though the Chairman is a member of the key management personnel of CMH.

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
2a.	To re-elect Mr Christopher D Corrigan as a director of CMH	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2b.	To re-elect Mr Peter J T Gammell as a director of CMH	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2c.	To re-elect Mr Ashok Jacob as a director of CMH	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2d.	To re-elect Mr Guy Jalland as a director of CMH	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2e.	To re-elect Mr Christopher J Mackay as a director of CMH	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2f.	To re-elect Mr Ryan K Stokes as a director of CMH	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.	To adopt the Remuneration Report for the year ended 30 June 2012	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

As outlined in the Notice of Meeting, **the Chairman of the meeting intends to vote undirected proxies in favour of each Item of Business.** Please note that if you have appointed the Chairman of the meeting as your proxy at STEP 1 above (or he becomes your proxy by default), you have authorised him at STEP 1 to vote on Item 3 in relation to the Remuneration Report.

You can change that direction by marking the relevant box FOR, AGAINST or ABSTAIN for each resolution at STEP 2 above.

Please Note: For your proxy to be effective it must be received by 10.00am (Perth time), Monday 29 October 2012.
 Please make sure you date the form below.

SIGN Signature of Shareholder(s) *This section must be completed.*

Individual or Shareholder 1

Sole Director and Sole Company Secretary

Shareholder 2


Director

Shareholder 3

Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____ Date ____/____/____



MR JOHN SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

REQUEST FOR UPDATE OF ADDRESS DETAILS

Dear Shareholder,

We have been trying to contact you recently in connection with shareholding in Consolidated Media Holdings Limited (**CMH**).

Unfortunately, our correspondence has been returned to us marked "unknown at the current address." We have noted this against your shareholding, which means that you will not get future mailings from us other than notices of meetings.

To ensure we can keep you informed about your shareholding in CMH, please provide our Share Registry with your current mailing address using one of the three options outlined below.

- ONLINE** You can update your address details online at www.investorcentre.com. Simply log in and follow the prompts.
If you are unsure of your PIN number, please contact your Share Registry on the number listed above.
- BY FAX** Simply complete your new address details with your Shareholder Reference Number (**SRN**) where marked below and fax this letter to our Share Registry on **61 3 9473 2500**.
- BY MAIL** Simply complete your address details where marked, with your Shareholder Reference Number (**SRN**) and return this letter to our Share Registry at:

Computershare Investor Services Pty Limited
GPO BOX 2975
Melbourne Victoria 3001
Australia

If you are a shareholder sponsored by a broker (your Holder Identification Number or HIN will commence with an **X**), you should also send a copy of this letter with your new address details to your broker.

Please note that the dispatch of our Annual Report (including the financial report, directors' report and auditor's report) to you each year has been suspended but will be resumed forthwith on receipt of instructions from you to do so.

Yours sincerely



Louise Lane
Company Secretary

HIN OR SRN: _____

New Address: _____

State: _____ Postcode: _____

Signature: _____ Name of Shareholder: _____