



**ASX / MEDIA RELEASE
FOR IMMEDIATE RELEASE
30 SEPTEMBER 2010**

SALE OF NON MARKETABLE PARCELS AND NOTICE OF AGM

SYDNEY: Consolidated Media Holdings Limited (CMH) announces today that it intends to sell all non marketable parcels of shares under rule 5.4 of the CMH Constitution (**NMP Program**).

This will enable more than 8,000 of the company's shareholders with a shareholding valued at less than A\$500 (the company's **NMP Shareholders**, holding a combined total of less than 700,000 shares) the opportunity to sell their shares without paying brokerage. CMH will pay all brokerage costs associated with the sale of shares under the NMP Program.

The record date to determine the shareholders of CMH that are NMP Shareholders is 7pm (Sydney time), Friday 1 October 2010. These NMP Shareholders will be sent a letter and a Share Retention Form from CMH, with a copy of rules 5.4 and 3.8 of the CMH Constitution, at the same time as their 2010 full year dividend statement and Notice of AGM on Friday 15 October 2010. A sample of the letter and Share Retention Form follows this announcement.

The NMP Shareholders are not obligated to participate in the NMP Program. NMP Shareholders can opt out of participating in the NMP Program by sending the completed Share Retention Form to CMH before the date of the CMH Annual General Meeting (the closing date - Tuesday 30 November 2010), or by increasing the value of their shareholding on the CMH register to a marketable parcel (greater than A\$500) before 30 November 2010.

The timetable of the NMP Program is as follows:

Record date:	7.00pm (Sydney time) on Friday 1 October 2010
Closing date:	5.00pm (Sydney time) on Tuesday 30 November 2010
Period shares sold on market:	Thursday 2 December 2010 – Tuesday 7 December 2010
Payment to shareholders:	Friday 17 December 2010

CMH has instructed its broker to suspend buying back shares under the 2010 Buy-Back Program whilst shares are sold under the NMP Program.

Shareholders can obtain further information concerning the NMP Program by contacting the CMH Share Registry on 1300 850 505, or by accessing the CMH website at www.cmh.com.au.

2010 CMH Annual General Meeting

The 2010 Annual General Meeting of CMH will be held on Tuesday 30 November 2010 at 2pm at the Astral Ballroom, Convention Centre, Burswood Entertainment Complex, Great Eastern Highway, Perth, Western Australia 6100.

The Notice of AGM and proxy form to be sent to shareholders on 15 October 2010 follow this announcement.

ENDS

COPIES OF RELEASES

Copies of previous media and ASX announcements issued by CMH are available at CMH's website at www.cmh.com.au.



CONSOLIDATED MEDIA HOLDINGS

15 October 2010

Non Marketable Parcel Sale Notice

Dear Shareholder,

You may have seen the announcement by Consolidated Media Holdings Limited (CMH) on Thursday 30 September 2010 concerning the proposed sale of non marketable parcels of shares under rule 5.4 of CMH's constitution (the NMP Program).

A "Non Marketable Parcel" is defined under the ASX Operating Rules as a parcel of shares with a value (based on the closing price on the ASX Trading Platform) of less than A\$500.

CMH has chosen to undertake this initiative to reduce the costs of its shareholder communications and register maintenance. The NMP Program gives shareholders whose total holding in CMH was valued at less than A\$500 as at 7.00pm (Sydney time) on Friday 1 October 2010 (record date) an opportunity to sell their shares, with CMH paying the brokerage costs.

The NMP Program does not impact the payment of your full year dividend from CMH, which you will have received from CMH on Friday 15 October 2010.

The NMP Program does not impact your ability to vote at our Annual General Meeting (AGM) on Tuesday 30 November 2010.

Our records show that you held a non marketable parcel of shares at the record date. This makes you a NMP Shareholder.

What you need to do

A. If you would like CMH to sell your shares under the NMP Program

If you would like CMH to sell your shares under the NMP Program, then you do not need to do anything. You will have received your 2010 full year dividend, and will not be required to pay any brokerage associated with the sale.

If you do not sign and return the enclosed Share Retention Form to CMH on or before 5pm on Tuesday 30 November 2010 (the Closing Date) and, so long as the value (based on the closing price on the ASX Trading Platform) of your shareholding in CMH remains lower than A\$500 on the Closing Date, then:

- You will be deemed to have appointed CMH as your agent to sell your shares on your behalf and deal with the proceeds of sale;
- CMH will sell your shares as soon as practicable at a price which the directors consider is the best price reasonably available for the shares when they are sold; and
- CMH will account to you for the proceeds.

If your shares are in a CHESS holding, then CMH may, after the Closing Date, move your shares from the CHESS holding to an Issuer-sponsored or certificated holding for the purpose of the sale of your shares.

How we will account to you for the shares sold

As you are one of many NMP Shareholders, the sale proceeds you will receive for shares will be calculated by:

- Determining an average price per share sold (i.e. dividing the total proceeds from the sale of all NMP Shareholders' shares by the total number of shares sold) (the APPS); and
- Multiplying the APPS by the number of shares you held in CMH and that have been sold.

Consolidated Media Holdings Limited
ABN 62 009 071 167

Level 2, 64 Park Street
Sydney NSW 2000 Australia
GPO Box 4088 Sydney NSW 2000

Telephone +612 9282 8000
Facsimile +612 9282 8828
www.cmh.com.au

CMH will pay the brokerage costs associated with the sale of the shares.

The amount of money you receive from the sale of your shares may be more or less than the actual price that is received by the broker engaged by CMH for those particular shares.

Please note that whilst CMH and its broker will look to sell the shares at the best available sale price on the day, no assurance or certainty can be provided by CMH or by its broker about the price at which the shares will be sold under the NMP Program.

When you will receive the proceeds

You will receive the proceeds of the sale of the shares by Friday 17 December 2010. The proceeds will be paid to you in the same manner as you currently receive dividends from CMH (unless you instruct us otherwise by contacting our Share Registry).

B. If you want to retain your holding

If you wish to retain your shares in CMH, then please complete the enclosed Share Retention Form and return it to us before 5pm (Sydney time) on Tuesday 30 November 2010.

Details of how to complete and send the Share Retention Form to us are included on the back of the Share Retention Form.

If you do not complete and return the Share Retention Form, or if you do not increase your shareholding to a marketable parcel by 5pm on Tuesday 30 November 2010, then your shares will be sold by CMH under the NMP Program.

If you wish to increase your shareholding to a Marketable Parcel or greater then please speak with your broker. Please note, however, that in order for the purchase to be reflected on the Closing Date, you will need to have purchased shares at least four trading days before the Closing Date.

If you have more than one parcel of shares that constitutes a Non Marketable Parcel, then you may receive more than one Notice. The directors have decided to treat you as a separate member in respect of each of your parcels. If you wish to consolidate your holdings into one holding, please contact our Share Registry.

Please note that:

1. Neither CMH nor its directors make any recommendation or provide any financial product advice to you in relation to selling your shares under the NMP Program or retaining your shares. CMH is not licensed to provide financial product advice.
2. CMH has instructed its broker under the 2010 Buy-Back Program not to purchase shares on market on the days shares are sold on market under the NMP Program.
3. The market price of shares is subject to change from time to time. You may obtain up-to-date information on the market price of shares by visiting www.asx.com.au (ASX code, 'CMJ') or reviewing any major metropolitan daily newspaper.
4. UBS Securities Australia Limited (UBS) will act as the broker under the NMP Program. By participating in the NMP Program, each NMP Shareholder appoints CMH as his or her agent to receive any notices or disclosure documents, including the Financial Services Guide (and any update to that document), that UBS is required to provide under the Corporations Act 2001 (Cth).

Please find enclosed with this Notice:

1. A copy of rules 5.4 and 3.8 of the CMH constitution;
2. A Share Retention Form; and
3. A reply-paid envelope.

Yours faithfully



Louise Arthur
Company Secretary

Timetable overview

Record Date	7pm (Sydney time) Friday 1 October 2010
Closing Date	5pm (Sydney time) Tuesday 30 November 2010
Period shares sold on market	Thursday 2 December 2010 – Tuesday 7 December 2010
Payment to NMP Shareholders	Friday 17 December 2010



All correspondence to:
The Share Registry
GPO Box 2237 Melbourne
Victoria 3001 Australia
Enquiries (within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

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

Securityholder Reference Number (SRN)



I 1234567890 IND

IMPORTANT: Please complete this form if you do **NOT** wish your shares in CMH to be sold. If you do not understand this form please consult your professional adviser.

For your security keep your SRN/HIN confidential.

Use a black pen.
Print in CAPITAL letters
inside the grey areas.

A B C

1 2 3

Where a choice is required,
mark the box with an 'X'

X

Share Retention Form

Our records show that you held a non-marketable parcel of shares in CMH at the Record Date of 7pm (Sydney time) on Friday 1 October 2010. This means that the value of your shareholding in CMH on the Record Date was less than A\$500.

This is an important document and requires your immediate attention. If you wish to retain your ordinary shares (Shares) in CMH, you must complete this form and return it so that it is received by no later than 5pm (Sydney time) on Tuesday 30 November 2010. You should also refer to the other documents that accompany this form.

B

Number of Shares as at Record Date

The number of Shares that you held at 7pm (Sydney time) on Friday 1 October 2010.

XXXXXXXXXX

C

Retention of Shares

☐

I/we refer to the notice from CMH dated Friday 15 October 2010 and record my/our wish to retain my/our Shares.

D

Contact details

Please provide your contact details in case we need to speak to you about this form.

Name of contact person

Contact person's daytime telephone number

E

Sign here - this section must be signed before we can process this form.

By signing and returning this form, I/we confirm that I/we understand that my/our Shares will not be sold by CMH as my/our agent under the NMP Program.

Individual or Shareholder 1

Sole Director and Solo Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Day

Month

Year

TO BE A VALID INSTRUCTION, THIS FORM MUST BE RECEIVED BY NO LATER THAN 5PM (SYDNEY TIME) ON TUESDAY 30 NOVEMBER 2010.

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See back of form for important completion guidelines

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How to complete this form

Shareholders who wish to retain their shares must lodge this Share Retention Form.

A Registration Name(s) Your name and address as it appears on the register of Consolidated Media Holdings Limited (CMH).	E Signature(s) You must sign and date the form as follows in the space provided: Joint holding: Where the holding is in more than one name all of the shareholders must sign. Power of Attorney: To sign under Power of Attorney, you must have already lodged that document with the Share Registry. Alternatively, attach a certified copy of the Power of Attorney to this form when you return it. Deceased Estate: All executors must sign and, if not already noted by the Share Registry, a certified copy of Probate or Letters of Administration must accompany this form. 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.
B Number of Shares as at Record Date This is the total number of Shares you held at 7pm (Sydney time) on Friday 1 October 2010.	
C Retention of Shares If you would like to retain your Shares, please mark the box on the front of the form and return it in accordance with the lodgement instructions below. If this form is not received by that time, and you have not otherwise validly notified CMH that you wish to retain your Shares by that time, CMH will be entitled to have your Shares sold for you. If you wish for CMH to sell your Shares, you should not complete this form.	
D Contact details Enter the name of a contact person and telephone number. These details will only be used in the event that the Share Registry has a query regarding this form.	

Consolidation of shareholdings

If you have more than one holding on CMH's share register and you do not sell your Shares as part of the NMP Program, you should consider consolidating them. For further advice in this regard, please contact the Share Registry on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia).

Lodgement of Form

If you wish to retain your Shares, this Share Retention Form must be completed and received by no later than 5pm (Sydney time) on Tuesday 30 November 2010.

It is your responsibility to allow sufficient time for this form to be received. A reply paid envelope is enclosed for posting from within Australia.

Your Share Retention Form must be sent to:

The Share Registry
Consolidated Media Holdings Limited
GPO Box 2237
MELBOURNE VIC 3001

Neither CMH nor its Share Registry accepts any responsibility if you lodge the Share Retention Form at any other address or by any other means.

Privacy Statement

Personal information is collected on this form by the Share Registry for CMH, for the purpose of effecting your instructions in relation to the NMP Program, maintaining registers of shareholders, facilitating distribution payments and other corporate actions and communications. Your personal information may be disclosed to the related bodies corporate of the Share Registry, to CMH and its professional advisers, to external service companies such as print or mail service providers, or as otherwise required or permitted by law. If you would like details of your personal information held, or you would like to correct information that is inaccurate, incorrect or out of date, please contact the Share Registry using the contact details on the front of this form. In accordance with the *Corporations Act 2001* (Cth), you may be sent material (including marketing material) approved by CMH in addition to general corporate communications. You may elect not to receive marketing material by contacting the Share Registry using the details provided on the front of this form.

If you have any enquiries concerning your Shareholding, please contact the Share Registry on telephone 1300 850 505 (within Australia) or + 61 3 9415 4000 (outside Australia).

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- (e) Except to the extent prohibited by the Listing Rules, the company may charge a fee for registering a transfer of shares.
- (f) The company may retain a registered transfer for any period the directors decide.
- (g) The directors may do anything that is necessary or desirable for the company to participate in any computerised, electronic or other system for facilitating the transfer of shares or operation of the company's registers that may be owned, operated or sponsored by the Exchange or a related body corporate of the Exchange.
- (h) The directors may, to the extent the law permits, waive any of the requirements of this rule 5.1 and prescribe alternative requirements instead, to give effect to rule 5.1(g) or for another purpose.

5.2 Power to decline to register transfers

- (a) The directors may decline to register, or prevent registration of, a transfer of shares or apply a holding lock to prevent a transfer in accordance with the Act or the Listing Rules where:
 - (i) the transfer is not in registrable form;
 - (ii) the company has a lien on any of the shares transferred;
 - (iii) registration of the transfer may breach a law of Australia;
 - (iv) the transfer is paper-based and registration of the transfer will create a new holding which, at the time the transfer is lodged, is less than a marketable parcel;
 - (v) the transfer is not permitted under the terms of an employee share plan; or
 - (vi) the company is otherwise permitted or required to do so under the Listing Rules or, except for a Proper ASTC Transfer, under the terms of issue of the shares.
- (b) If the directors decline to register a transfer, the company must give notice of the refusal as required by the Act and the Listing Rules. Failure to give that notice will not invalidate the decision of the directors to decline to register the transfer.
- (c) The directors may delegate their authority under this rule 5.2 to any person.

5.3 Power to suspend registration of transfers

The directors may suspend the registration of transfers at any times, and for any periods, permitted by the ASTC Settlement Rules that they decide.

5.4 Selling non marketable parcels

- (a) The directors may sell shares which constitute less than a marketable parcel by following the procedures in this rule 5.4.
- (b) The directors may send to a member who holds, on the date decided by the directors, less than a marketable parcel of shares in a class of shares of the company, a notice which:
 - (i) explains the effect of the notice under this rule 5.4; and
 - (ii) advises the holder that he or she may choose to be exempt from the provisions of this rule. A form of election for that purpose must be sent with the notice.
- (c) If, before 5.00pm Sydney time on a date specified in the notice which is no earlier than six weeks after the notice is sent:

- (i) the company has not received a notice from the member choosing to be exempt from the provisions of this rule 5.4; and
- (ii) the member has not increased his or her shareholding to a marketable parcel, the member is taken to have irrevocably appointed the company as his or her agent to do anything in rule 5.4(e). For the avoidance of doubt, if the member tells the company before the date specified in the notice that the member wishes to retain the holding then the company is not permitted to sell it.
- (d) In addition to initiating a sale by sending a notice under rule 5.4(b), the directors may also initiate a sale if a member holds less than a marketable parcel and that holding was created by a transfer of a parcel of shares effected on or after the date of adoption of this rule that was less than a marketable parcel at the time that the transfer document was initiated or, in the case of a paper-based transfer document, was lodged with the company. In that case:
 - (i) the member is taken to have irrevocably appointed the company as his or her agent to do anything in rule 5.4(e); and
 - (ii) the directors may remove or change the member's rights to vote or receive dividends in respect of those shares. Any dividends withheld must be sent to the former holder after the sale when the former holder delivers to the company such proof of title as the directors accept.
- (e) In accordance with rule 5.4(c) or rule 5.4(d), the company may:
 - (i) sell the shares constituting less than a marketable parcel as soon as practicable at a price which the directors consider is the best price reasonably available for the shares when they are sold;
 - (ii) deal with the proceeds of sale under rule 3.8; and
 - (iii) receive any disclosure document, including a financial services guide, as agent for the member.
- (f) The costs and expenses of any sale of shares arising from a notice under rule 5.4(b) (including brokerage and stamp duty) are payable by the purchaser or by the company.
- (g) A notice under rule 5.4(b) may be given to a member only once in a 12 month period and may not be given during the offer period of a takeover bid for the company.
- (h) If a takeover bid is announced after a notice is given but before an agreement is entered into for the sale of shares, this rule ceases to operate for those shares. However, despite rule 5.4(g), a new notice under rule 5.4(b) may be given after the offer period of the takeover bid closes.
- (i) The directors may, before a sale is effected under this rule 5.4, revoke a notice given or suspend or terminate the operation of this rule either generally or in specific cases.
- (j) If a member is registered in respect of more than one parcel of shares, the directors may treat the member as a separate member in respect of each of those parcels so that this rule 5.4 will operate as if each parcel was held by different persons.

5.5 Transmission of shares

- (a) Subject to rule 5.5(c), where a member dies, the only persons the company will recognise as having any title to the member's shares or any benefits accruing on those shares are:

3.8 Sale, reissue or other disposal of shares by the company

- (a) A reference in this rule 3.8 to a sale of a share by the company is a reference to any sale, reissue or other disposal of a share under rule 3.4(f), rule 3.6(c) or rule 5.4.
- (b) When the company sells a share, the directors may:
 - (i) receive the purchase money or consideration given for the share;
 - (ii) effect a transfer of the share or execute or appoint a person to execute, on behalf of the former holder, a transfer of the share; and
 - (iii) register as the holder of the share the person to whom the share is sold.
- (c) A person to whom the company sells shares need not take any steps to investigate the regularity or validity of the sale, or to see how the purchase money or consideration on the sale is applied. That person's title to the shares is not affected by any irregularity by the company in relation to the sale. A sale of the share by the company is valid even if a Transmission Event occurs to the member before the sale.
- (d) The only remedy of a person who suffers a loss because of a sale of a share by the company is a claim for damages against the company.
- (e) The proceeds of a sale of shares by the company must be applied in paying:
 - (i) first, the expenses of the sale;
 - (ii) secondly, all amounts payable (whether presently or not) by the former holder to the company,and any balance must be paid to the former holder on the former holder delivering to the company proof of title to the shares acceptable to the directors.
- (f) The proceeds of sale arising from a notice under rule 5.4(b) must not be applied in payment of the expenses of the sale and must be paid to the former holder on the former holder delivering to the company proof of title to the shares acceptable to the directors (or the directors are satisfied that such proof of title has been lost or destroyed).
- (g) Until the proceeds of a sale of a share sold by the company are claimed or otherwise disposed of according to law, the directors may invest or use the proceeds in any other way for the benefit of the company.
- (h) The company is not required to pay interest on money payable to a former holder under this rule 3.8.
- (i) On completion of a sale, reissue or other disposal of a share under rule 3.4(f), the rights which attach to the share which were extinguished under rule 3.4(h) revive.
- (j) A written statement by a director or secretary of the company that a share in the company has been:
 - (i) duly forfeited under rule 3.4(b);
 - (ii) duly sold, reissued or otherwise disposed of under rule 3.4(f); or
 - (iii) duly sold under rule 3.6(c) or rule 5.4,on a date stated in the statement is conclusive evidence of the facts stated as against all persons claiming to be entitled to the share, and of the right of the company to forfeit, sell, reissue or otherwise dispose of the share.



Consolidated Media Holdings Limited
ABN 52 009 071 167

2010 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 (the **Company**) will be held as follows:

Date: Tuesday 30 November 2010

Time: 2pm, Perth time

Place: Astral Ballroom, Convention Centre, Burswood Entertainment Complex,
Great Eastern Hwy, Perth, Western Australia 6100

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 2010.

2 ELECTION OF DIRECTORS

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

- a) That Mrs Rowena Danziger, a director of the Company, retires in accordance with rule 7.1(d) of the Company's Constitution and submits herself for re-election as a director of the Company.
- b) That Mr James Douglas Packer, a director of the Company, 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.

3 REMUNERATION REPORT

To approve the Remuneration Report for the financial year ended 30 June 2010 as set out in the 2010 Annual Report.

By order of the Board

Louise Arthur
Company Secretary
30 September 2010

2010 NOTICE OF ANNUAL GENERAL MEETING

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. Copies of the Company's 2010 Annual Report will be available for all shareholders at 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 4.5 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 directors' 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.

Mrs Rowena Danziger and Mr James Douglas Packer each retired and were re-elected as directors to the Board by shareholders at the Company's 2007 AGM. The AGM to be held on 30 November 2010 will be the third AGM following each director's appointment to the Board of the Company.

Each of Mrs Danziger and Mr Packer are persons eligible for election to the office of a director under rule 7.1(i) of the Company's Constitution.

Accordingly, Mrs Danziger and Mr Packer 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 of each of Mrs Danziger and Mr Packer are available in the Directors' Report of the Company's 2010 Annual Report, accessible on the Company's website at www.cmh.com.au. Shareholders wishing to obtain a free hard copy of the 2010 Annual Report can do so at the AGM or by contacting the Company at annualreport@cmh.com.au.

The directors (other than Mrs Danziger and Mr Packer, who make no recommendation in respect of their own re-election to the Board) support the re-election of Mrs Danziger and Mr Packer to the Board of directors of the Company.

3 REMUNERATION REPORT

The Directors' Report for the year ended 30 June 2010 contains a Remuneration Report which sets out the policy for the remuneration of the directors and executives of the Company.

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

The Board recommends that shareholders vote in favour of the adoption of the Remuneration Report.

4 VOTING

4.1 How to vote

Shareholders can vote in one of two 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 security holder 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 over and are detailed on the Proxy Form.

4.2 Voting in person

Shareholders are asked to arrive at the venue from 1pm to allow for their 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 the proxy nor the attorney may vote if more than one proxy or attorney attends. 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 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 (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.
- 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.
- 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.
- 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.

To be effective:

- a) Proxy forms must be:
 - i) sent to the Share Registry 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.investorvote.com.au, so that they are received by no later than 2pm Sunday 28 November 2010 (Perth time). 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 2pm Sunday 28 November 2010 (Perth time). If faxed, the power of attorney must be certified.

4.4 Entitlement to vote

In accordance with section 1074E(2)(g)(i) of the Act and regulation 7.11.37 of the *Corporations Regulations 2001*, 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 7pm, Perth time on Sunday 28 November 2010 (Entitlement Time). All holders of shares in the Company as at the Entitlement Time are entitled to attend and vote at the AGM.

4.5 Questions

Shareholders entitled to cast a vote at the AGM 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 Auditor 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 Tuesday 23 November 2010.

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.

2010 NOTICE OF ANNUAL GENERAL MEETING

EXPLANATORY NOTES

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 – the Astral Ballroom, Convention Centre, Burswood Entertainment Complex, Great Eastern Hwy, Perth, Western Australia 6100.

By car

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

By taxi

The Burswood Entertainment Complex is highly frequented by taxicabs and has a taxi rank at the entrance.

By public transport

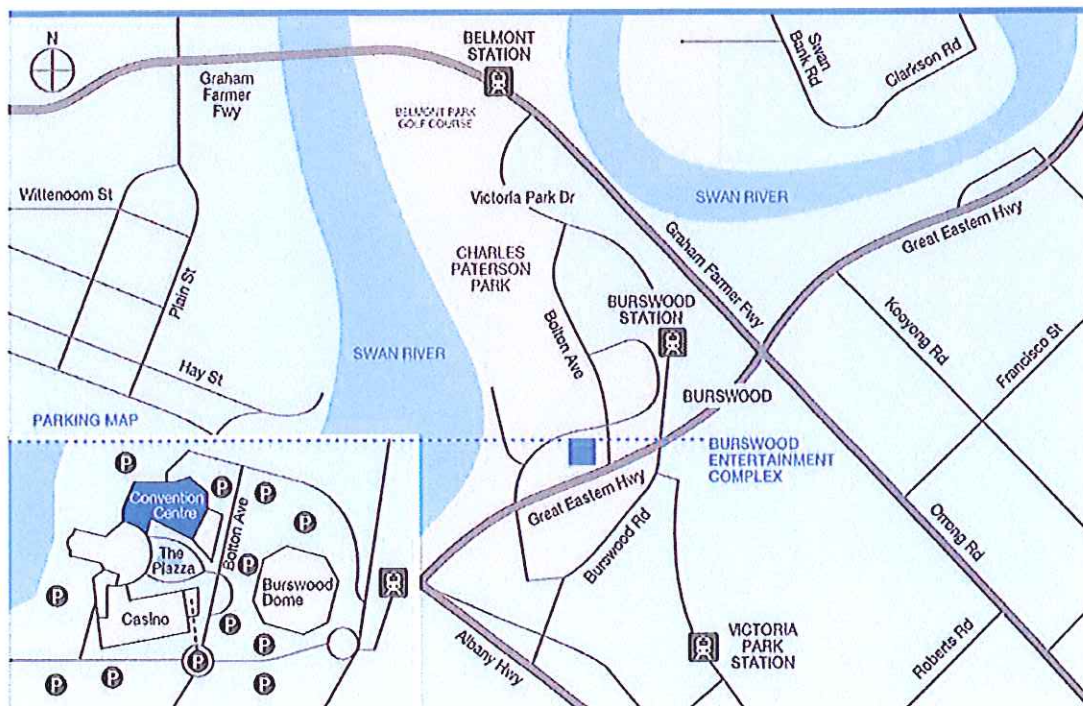
a) By rail

The Burswood train station is located approximately 70 metres from the east end of the Burswood Dome, 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

Burswood Entertainment Complex 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.





**CONSOLIDATED
MEDIA
HOLDINGS**

ABN 52 009 071 167

000001 000 CMJ
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

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 Ltd
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

2010 Annual General Meeting Proxy Form



Vote online 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: 999999

SRN/HIN: 1999999999

PIN: 99999



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

For your proxy vote to be effective it must be received by 2pm (Perth time) Sunday, 28th November 2010.

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 securityholder of the Company.

Signing Instructions for Postal 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.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 SAM 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 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 2010 Annual General Meeting of Consolidated Media Holdings Limited to be held at the Astral Ballroom, Convention Centre, Burswood Entertainment Complex, Great Eastern Highway, Perth Western Australia 6100 at 2pm (Perth time) on Tuesday 30 November 2010 and at any adjournment of that meeting.

STEP 2

Items of Ordinary 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.

Item 2a To re-elect Mrs Rowena Danziger as a director

For

☐

Against

☐

Abstain

☐

Item 2b To re-elect Mr James Douglas Packer as a director

☐☐☐

Item 3 To adopt the Remuneration Report for the year ended 30 June 2010

☐☐☐

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

Please Note: For your proxy vote to be effective it must be received by 2pm (Perth time) Sunday 28 November 2010.
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 / /

CMJ

999999A

Computershare +