

**Notice of Annual General Meeting**  
**Ross Human Directions Limited** ABN 25 003 758 709

Notice is hereby given that the eighteenth Annual General Meeting of Ross Human Directions Limited will be held at Green Room, Wesley Conference Centre, 220 Pitt Street, Sydney at 10.00am on Friday, 17 November 2006.

**ORDINARY BUSINESS**

**Financial report and directors' and audit reports**

1. To receive and consider the financial report, including the directors' declaration, for the year ended 30 June 2006 and the related directors' report and audit report.

**Re-election of a director**

2. To re-elect a director. Ms Karen Wilson retires, by rotation, in accordance with the Constitution and, being eligible, offers herself for re-election.

Ms Karen Wilson joined the board in May 2000 and is Chairman of the Remuneration Committee and a member of the Audit Committee. Karen is a retailing and consumer marketing consultant in the retailing, fashion, health and beauty, housewares and financial services sectors. Prior to establishing her consulting business she worked in the cosmetics industry, for the last seven years as managing director of Estee Lauder's business in Australia. She is a non-executive director of ING Australia Limited, Angus & Coote Holdings Limited, Vision Group Holdings Limited and Australian Business Limited/State Chamber of New South Wales.

Karen has a degree in Arts and a diploma in Education from Sydney University, is a Fellow of the AICD, President of Australian Business Limited/State Chamber of New South Wales, Past President of Chief Executive Women Inc and Past President of the Australian Cosmetics, Fragrance and Toiletries Association.

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(Continued)

**Election of a new director**

3. To elect a director. Mr Hugh Henderson, having been appointed by the board since the last annual general meeting, retires in accordance with the Constitution and, being eligible, offers himself for election.

Mr Hugh Henderson was appointed as a non-executive director by the directors on 1 July 2006, and holds office until the Annual General Meeting. As such, being eligible, Mr Henderson offers himself for election. He was appointed a member of the Audit Committee and the Remuneration Committee on 18 August 2006. Mr. Henderson is a mechanical engineer by profession with extensive experience in the automotive, white goods, high tech software, polymer and telecommunications industries in the UK, Asia, USA and Australia. He has more recently established a brokerage business and is an experienced chairman and board member.

Hugh is a Fellow of the AICD and a Fellow of the Chartered Institute of Directors (UK) and has extensive knowledge of regulatory authority and corporate governance matters, acquisitions, mergers, IPO's and business turnarounds.

**Remuneration Report**

4. To consider and if thought appropriate, pass the following Advisory Resolution:

“That the Remuneration Report for the year ended 30 June 2006 (set out in the Directors’ Report) is adopted.”

The Directors’ Remuneration Report can be found in the 2006 Ross Human Directions Limited Annual Report. The Remuneration Report sets out the remuneration of Directors and Executives of the Group. A Remuneration Committee consisting of only the Non-Executive Directors has been established to evaluate and make recommendations regarding remuneration policy. The Chair of the Remuneration Committee is Ms Karen Wilson. The Remuneration Report is submitted to Members for consideration in accordance with section 250R(2) of the Corporations Act 2001. The vote on this Resolution does not bind the Directors or the Company.



By Order of the Board  
CJ McFadden  
Secretary  
15 September 2006

## **Proxies**

If you are unable to attend and vote at the meeting and wish to appoint a person who is attending as your proxy, please complete the enclosed form of proxy. This form must be received by the Company's share registrar, Computershare Investor Services Pty Limited, by 10.00 am on 15 November 2006.

This completed form of proxy may be:

- Mailed to the address on the form in the reply-paid envelope, or
- Faxed to Computershare Investor Services Pty Limited on 61 3 9473 2118

A member entitled to attend and vote is entitled to appoint not more than two proxies. Where more than proxy is appointed, each proxy must be appointed to represent a specified proportion of the member's voting rights. A proxy need not be a member of the Company.