

IF UNDELIVERABLE PLEASE RETURN TO:
GPO Box 7045
Sydney NSW 2001
Australia

POSTAGE
PAID
AUSTRALIA



000001 000 CXXU
MR JOHN SMITH 1
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

All correspondence to:
 Computershare Investor Services Pty Limited
 GPO Box 242 Melbourne
 Victoria 3001 Australia
 Enquiries (within Australia) 1300 855 080
 (outside Australia) 61 3 9415 4000
 Facsimile 61 3 9473 2118
 www.computershare.com

Mark this box with an 'X' if you have made any changes to your address details (see reverse)



000001 000 CXXU
 MR JOHN SMITH 1
 FLAT 123
 123 SAMPLE STREET
 THE SAMPLE HILL
 SAMPLE ESTATE
 SAMPLEVILLE VIC 3030

Securityholder Reference Number (SRN)



I 1234567890 I ND

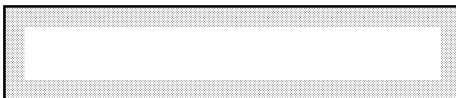
Appointment of Proxy

I/We being a member/s of CAP-XX LIMITED and entitled to attend and vote hereby appoint



the Chairman
 of the Meeting
 (mark with an 'X')

OR



If you are not appointing the Chairman of the Meeting as your proxy please write here the full name of the individual or body corporate (excluding the registered Securityholder) you are appointing as your proxy.

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 CAP-XX LIMITED to be held at Faegre & Benson LLP, 7 Pilgrim Street, London EC4V 6LB, United Kingdom on Monday 12 November 2007 at 9:30am and at any adjournment of that meeting.

Voting directions to your proxy - please mark  to indicate your directions

- 1 To elect Mr Brett Sandercock as a director
- 2 To elect Mr Michael Quinn as a director

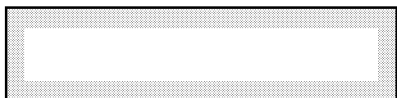
	For	Against	Abstain*
1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

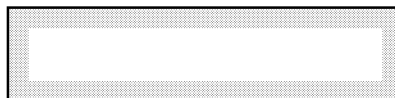
PLEASE SIGN HERE This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Securityholder 1



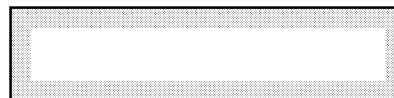
Sole Director and
 Sole Company Secretary

Securityholder 2



Director

Securityholder 3



Director/Company Secretary

In addition to signing the Proxy Form in the above box(es) please provide the information below in case we need to contact you.

Contact Name

Contact Daytime Telephone

Date

/ /



How to complete the Proxy Form

1 Your Address

This is your address as it appears on the company's Share register. If this information is incorrect, please mark the box and make the correction on the form. Securityholders sponsored by a broker (in which case your reference number overleaf will commence with an 'x') should advise your broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

2 Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the individual or body corporate you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the full name of that individual or body corporate in the space provided. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

3 Votes on Items of Business

You may direct your proxy how to vote by placing a mark in one of the three boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

4 Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the company's Share registry or you may copy this form.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope.

5 Signing Instructions

You must sign this form as follows in the spaces provided:

- Individual: where the holding is in one name, the holder must sign.
- Joint Holding: where the holding is in more than one name, all of the securityholders should sign.
- Power of Attorney: to sign under Power of Attorney, you must have already lodged this document with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

If a representative of a corporate Securityholder or proxy is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the company's Share registry or at www.computershare.com.

Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below no later than 48 hours before the commencement of the meeting at 9:30am on Monday 12 November 2007. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Documents may be lodged:

- IN PERSON Registered Office - Level 3 685 Pittwater Road Dee Why NEW SOUTH WALES 2099 Australia
Share Registry - Computershare Investor Services Pty Limited, Level 2, 60 Carrington Street, Sydney NSW 2000 Australia
- BY MAIL Registered Office - Level 3 685 Pittwater Road Dee Why NEW SOUTH WALES 2099 Australia
Share Registry - Computershare Investor Services Pty Limited, GPO Box 242, Melbourne VIC 3001 Australia
- BY FAX 61 3 9473 2118

CAP-XX LIMITED

ABN 47 050 845 291

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the 2007 Annual General Meeting of shareholders of CAP-XX Limited will be held at the offices of Faegre & Benson LLP, 7 Pilgrim Street, London EC4V 6LB, United Kingdom, at 9.30 am (local time - London) on Monday, 12 November 2007.

AGENDA

BUSINESS

1. Consideration of Reports

To receive and consider the Financial Report, Directors' Report and the Independent Auditors Report of CAP-XX Limited for the financial year ended 30 June 2007.

2. Election of Directors

Resolution 1 – Election of Mr Brett Sandercock as a Director

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

“That Mr Brett Sandercock, retiring in accordance with the Company’s Constitution and being eligible for election, be elected as a director of the Company.”

Resolution 2 – Election of Mr Michael Quinn as a Director

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

“That Mr Michael Quinn, retiring in accordance with the Company’s Constitution and being eligible for election, be elected as a director of the Company.”

NOTES

1. Shareholders may listen to the Annual General Meeting by phoning +44 20 7081 7116 and when prompted keying in 975637#. An opportunity will be given also to those shareholders to ask questions. The time for the Meeting equates with 8.30 pm (Daylight Saving Time in Eastern Australia) on Monday, 12 November 2007.
2. The Explanatory Statement, which accompanies and forms part of this Notice, describes the business to be considered at the Annual General Meeting.
3. A shareholder of the Company entitled to attend and vote is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the shareholder’s voting rights. If the shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes. A proxy need not be a shareholder of the Company.
4. The proposed Chairman of the meeting intends to vote undirected proxies in favour of the two resolutions.

1. For the determination of voting entitlements, the directors have set a time to determine the identity of those entitled to attend and vote at the meeting. The time is 9.30 am (local time – London) on Saturday, 10 November 2007 (48 hours prior to commencement of the meeting) which equates with 8.30 pm (Daylight Saving Time in Eastern Australia) on Saturday, 10 November 2007.
2. A proxy form is attached. If required it should be completed, signed and returned to the Company's registered office or Computershare Investor Services Pty Ltd in accordance with the proxy instructions on that form. This form must be received by 9.30 am (local time – London) on Saturday, 10 November 2007 which equates with 8.30 pm (Daylight Saving Time in Eastern Australia) on Saturday, 10 November 2007.

By Order of the Board

Bob Buckingham
Company Secretary
Date: 12th October 2007

EXPLANATORY STATEMENT

The purpose of this Explanatory Statement is to provide shareholders with information that the Board believes to be material to shareholders in deciding whether to approve the resolutions detailed in the Notice.

Consideration of Reports

The Australian Corporations Act requires that the Financial Report, Directors' Report and the Independent Auditors Report be laid before the Annual General Meeting. Neither the Corporations Act nor the Company's Constitution requires a vote of shareholders at the Annual General Meeting on the reports. However, shareholders will be given ample opportunity to raise questions with respect to these reports at the meeting.

Election of Directors

Resolution 1 – Election of Mr Brett Sandercock as a Director

Brett Sandercock, having been appointed as a director since the last general meeting, retires in accordance with the Company's Constitution and, being eligible for election, offers himself for election as a director of the Company.

Brett was appointed as a director on 8 May 2007. His experience, qualifications and special responsibilities are set out on page 10 of the Company's Annual Report.

Resolution 2 – Election of Mr Michael Quinn as a Director

Michael Quinn, being the director who has been the longest in office (excluding the Company's CEO), retires in accordance with the Company's Constitution and, being eligible for election, offers himself for election as a director of the Company.

Michael was appointed as a director on 12 November 1998. His experience, qualifications and special responsibilities are set out on page 9 of the Company's Annual Report.

IF UNDELIVERABLE PLEASE RETURN TO:
GPO Box 7045
Sydney NSW 2001
Australia

POSTAGE
PAID
AUSTRALIA



000002 000 CXXURM
MR JOHN SMITH 1
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

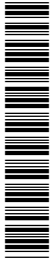
All correspondence to:
 Computershare Investor Services Pty Limited
 GPO Box 242 Melbourne
 Victoria 3001 Australia
 Enquiries (within Australia) 1300 855 080
 (outside Australia) 61 3 9415 4000
 Facsimile 61 3 9473 2118
 www.computershare.com

Mark this box with an 'X' if you have made any changes to your address details (see reverse)



000002 000 CXXURM
 MR JOHN SMITH 1
 FLAT 123
 123 SAMPLE STREET
 THE SAMPLE HILL
 SAMPLE ESTATE
 SAMPLEVILLE VIC 3030

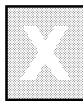
Securityholder Reference Number (SRN)



Appointment of Proxy

I N D

I/We being a member/s of CAP-XX LIMITED and entitled to attend and vote hereby appoint



the Chairman
 of the Meeting
 (mark with an 'X')

OR



If you are not appointing the Chairman of the Meeting as your proxy please write here the full name of the individual or body corporate (excluding the registered Securityholder) you are appointing as your proxy.

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 CAP-XX LIMITED to be held at Faegre & Benson LLP, 7 Pilgrim Street, London EC4V 6LB, United Kingdom on Monday 12 November 2007 at 9:30am and at any adjournment of that meeting.

Voting directions to your proxy - please mark  to indicate your directions

- 1 To elect Mr Brett Sandercock as a director
- 2 To elect Mr Michael Quinn as a director

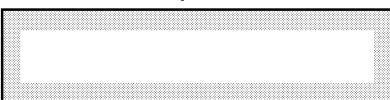
	For	Against	Abstain*
1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

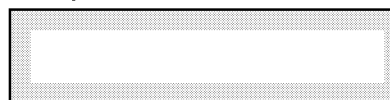
PLEASE SIGN HERE This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Securityholder 1



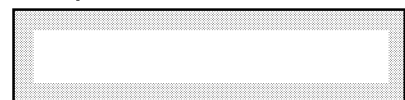
Sole Director and
 Sole Company Secretary

Securityholder 2



Director

Securityholder 3



Director/Company Secretary

In addition to signing the Proxy Form in the above box(es) please provide the information below in case we need to contact you.

Contact Name

Contact Daytime Telephone

Date

/ /



How to complete the Proxy Form

1 Your Address

This is your address as it appears on the company's Share register. If this information is incorrect, please mark the box and make the correction on the form. Securityholders sponsored by a broker (in which case your reference number overleaf will commence with an 'x') should advise your broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

2 Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the individual or body corporate you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the full name of that individual or body corporate in the space provided. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

3 Votes on Items of Business

You may direct your proxy how to vote by placing a mark in one of the three boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

4 Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the company's Share registry or you may copy this form.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope.

5 Signing Instructions

You must sign this form as follows in the spaces provided:

- Individual: where the holding is in one name, the holder must sign.
- Joint Holding: where the holding is in more than one name, all of the securityholders should sign.
- Power of Attorney: to sign under Power of Attorney, you must have already lodged this document with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

If a representative of a corporate Securityholder or proxy is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the company's Share registry or at www.computershare.com.

Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below no later than 48 hours before the commencement of the meeting at 9:30am on Monday 12 November 2007. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Documents may be lodged:

- IN PERSON Registered Office - Level 3 685 Pittwater Road Dee Why NEW SOUTH WALES 2099 Australia
Share Registry - Computershare Investor Services Pty Limited, Level 2, 60 Carrington Street, Sydney NSW 2000 Australia
- BY MAIL Registered Office - Level 3 685 Pittwater Road Dee Why NEW SOUTH WALES 2099 Australia
Share Registry - Computershare Investor Services Pty Limited, GPO Box 242, Melbourne VIC 3001 Australia
- BY FAX 61 3 9473 2118

CAP-XX LIMITED

ABN 47 050 845 291

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the 2007 Annual General Meeting of shareholders of CAP-XX Limited will be held at the offices of Faegre & Benson LLP, 7 Pilgrim Street, London EC4V 6LB, United Kingdom, at 9.30 am (local time - London) on Monday, 12 November 2007.

AGENDA

BUSINESS

1. Consideration of Reports

To receive and consider the Financial Report, Directors' Report and the Independent Auditors Report of CAP-XX Limited for the financial year ended 30 June 2007.

2. Election of Directors

Resolution 1 – Election of Mr Brett Sandercock as a Director

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

“That Mr Brett Sandercock, retiring in accordance with the Company’s Constitution and being eligible for election, be elected as a director of the Company.”

Resolution 2 – Election of Mr Michael Quinn as a Director

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

“That Mr Michael Quinn, retiring in accordance with the Company’s Constitution and being eligible for election, be elected as a director of the Company.”

NOTES

1. Shareholders may listen to the Annual General Meeting by phoning +44 20 7081 7116 and when prompted keying in 975637#. An opportunity will be given also to those shareholders to ask questions. The time for the Meeting equates with 8.30 pm (Daylight Saving Time in Eastern Australia) on Monday, 12 November 2007.
2. The Explanatory Statement, which accompanies and forms part of this Notice, describes the business to be considered at the Annual General Meeting.
3. A shareholder of the Company entitled to attend and vote is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the shareholder’s voting rights. If the shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes. A proxy need not be a shareholder of the Company.
4. The proposed Chairman of the meeting intends to vote undirected proxies in favour of the two resolutions.

1. For the determination of voting entitlements, the directors have set a time to determine the identity of those entitled to attend and vote at the meeting. The time is 9.30 am (local time – London) on Saturday, 10 November 2007 (48 hours prior to commencement of the meeting) which equates with 8.30 pm (Daylight Saving Time in Eastern Australia) on Saturday, 10 November 2007.
2. A proxy form is attached. If required it should be completed, signed and returned to the Company's registered office or Computershare Investor Services Pty Ltd in accordance with the proxy instructions on that form. This form must be received by 9.30 am (local time – London) on Saturday, 10 November 2007 which equates with 8.30 pm (Daylight Saving Time in Eastern Australia) on Saturday, 10 November 2007.

By Order of the Board

Bob Buckingham
Company Secretary
Date: 12th October 2007

EXPLANATORY STATEMENT

The purpose of this Explanatory Statement is to provide shareholders with information that the Board believes to be material to shareholders in deciding whether to approve the resolutions detailed in the Notice.

Consideration of Reports

The Australian Corporations Act requires that the Financial Report, Directors' Report and the Independent Auditors Report be laid before the Annual General Meeting. Neither the Corporations Act nor the Company's Constitution requires a vote of shareholders at the Annual General Meeting on the reports. However, shareholders will be given ample opportunity to raise questions with respect to these reports at the meeting.

Election of Directors

Resolution 1 – Election of Mr Brett Sandercock as a Director

Brett Sandercock, having been appointed as a director since the last general meeting, retires in accordance with the Company's Constitution and, being eligible for election, offers himself for election as a director of the Company.

Brett was appointed as a director on 8 May 2007. His experience, qualifications and special responsibilities are set out on page 10 of the Company's Annual Report.

Resolution 2 – Election of Mr Michael Quinn as a Director

Michael Quinn, being the director who has been the longest in office (excluding the Company's CEO), retires in accordance with the Company's Constitution and, being eligible for election, offers himself for election as a director of the Company.

Michael was appointed as a director on 12 November 1998. His experience, qualifications and special responsibilities are set out on page 9 of the Company's Annual Report.