McGuigan Simeon Wines Limited

ACN 052 179 932 **Notice of Annual General Meeting and Explanatory Notes**

Meeting to be held at the Grand Lodge Room, Sydney Masonic Centre

279 Castlereagh Street Sydney NSW 2000

23.11.05 - 3.00pm

McGuigan Simeon Wines Limited

ACN 052 179 932 **Notice of Annual General Meeting**

Notice is given that the Annual General Meeting of McGuigan Simeon Wines Limited will be held at the Grand Lodge Room, Sydney Masonic Centre, 279 Castlereagh Street, Sydney, on Wednesday 23 November 2005 at 3.00pm.

ordinary business

a. Accounts

To consider and receive the Financial Report, the report of the Directors, and the Auditor's Report for the year ended 30 June 2005.

b. Re-election of Directors

resolution 1

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

"That David S Clarke is re-elected as a Director of the Company."

resolution 2

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

"That Nicholas F Greiner is re-elected as a Director of the Company."

c. Adoption of Remuneration Report

resolution 3

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

"That the Remuneration Report for the year ended 30 June 2005 be adopted."

Please note that the vote on this resolution is advisory only and does not bind the Directors or the Company.

notes

1. Proxies

- A member entitled to attend and vote at the above meeting is entitled to appoint a person as its proxy to attend and vote instead of the member.
- A proxy need not be a member of the Company.
- A proxy appointed to attend and vote for a member has the same rights as the member to speak at the meeting and to join in a demand for a poll.
- Where two proxies are appointed, you may specify the number or proportion of votes that each may exercise, failing which each may exercise half of the votes.
- To be effective either the original or a facsimile transmission of the proxy and power of attorney, or a certified copy of the power of attorney, (if any) under which the proxy is signed must be received at the Company's Share Registry - Computershare Investor Services Pty Limited in the envelope provided (if mailing within Australia) or at GPO Box 1903, Adelaide SA 5001 (fax 08 8236 2305), not less than 48 hours prior to the meeting.
- The proxy form accompanies this Notice of Meeting.

2. Determination of Entitlement to Attend and Vote

For the purposes of the meeting, shares will be taken to be held by the persons who are registered as members as at the close of business, 21 November 2005. Accordingly, transactions registered after that time will be disregarded in determining shareholders entitled to attend and vote at the meeting.

3. Voting by Corporation

- If a corporate representative is to attend the meeting on behalf of a corporation, a formal notice of appointment must be brought to the meeting.

4. Questions and Comments by Members

In accordance with the Corporations Act 2001, the chairperson of the meeting will allow a reasonable opportunity for members at the meeting to ask questions about, or make comments on, the management of the Company.

- Similarly, the chairperson will allow a reasonable opportunity for members at the meeting to ask questions of a representative of the Company's Auditors, Deloitte Touche Tohmatsu, relevant to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the Financial Statements and the independence of the Auditor in relation to the conduct of the audit.
- Pursuant to the Corporations Act 2001, members may submit written question to the Company's Auditors relevant to the content of the Auditor's Report to be considered at the Annual General Meeting or the conduct of the audit of the Financial Report to be considered at the Annual General Meeting.
- Questions to the Company's Auditors must be given to the Company no later than Wednesday 16 November 2005. The Company may examine the contents, or make a copy, of any question so submitted. A list of relevant written questions (prepared by the Company's Auditors) will be made available to members attending the Annual General Meeting (at or before) the start of the meeting.
- The chairperson of the Annual General Meeting will allow a reasonable opportunity at the meeting for a representative of the Company's Auditors to answer any written questions submitted in accordance with the above procedure. If the Company's Auditor has prepared written answers to written questions, the chairperson may allow these to be tabled at the meeting and such written answers will be made available to members as soon as practicable after the meeting.
- Please send any written questions for the Company's Auditors to Rod Smith, Partner, Deloitte Touche Tohmatsu, PO Box N250 Grosvenor Place, SYDNEY NSW 1217 or via facsimile 02 9322 7023 by no later than 5:00pm EST time on Wednesday 16 November 2005.

20 October 2005

Andrew White
Company Secretary

By Order of the Board

explanatory notes

Resolution 1: Re-election of David S Clarke

David S Clarke retires in accordance with the rotation procedure in Rule 89 of the Company's Constitution and, being eligible, offers himself for re-election.

One of Australia's most successful and respected businessmen, Mr Clarke has been Chairman of McGuigan Simeon Wines Limited since 1991. He is Executive Chairman of Macquarie Bank Limited and Chairman of Chairman of Macquarie CountryWide Management Limited, Macquarie Goodman Group, Macquarie Office Management Limited, Macquarie ProLogis Management Limited, the Wine Committee of the Royal Agricultural Society of NSW, the Sydney Advisory Board of the Salvation Army, the Opera Australia Capital Fund and the Sydney University Football Club Foundation. Mr Clarke has a BEc (Hons) and a Hon DScEcon from the University of Sydney and an MBA from Harvard University.

The Board recommends the re-election of Mr Clarke.

Resolution 2: Re-election of Nicholas F Greiner

Nicholas F Greiner retires in accordance with the rotation procedure in Rule 89 of the Company's Constitution and, being eligible, offers himself for re-election.

Mr Greiner has been a non-executive Director of McGuigan Simeon Wines Limited since 1992. A former Premier and Treasurer of New South Wales (1988 – 1992), Mr Greiner is currently Chairman of Bilfinger Berger Australia and Bradken Limited, Deputy Chairman of Stockland Group and a Director of QBE Insurance Group Limited. Mr Greiner has a BEc (Hons) from the University of Sydney and an MBA from Harvard University.

The Board recommends the re-election of Mr Greiner.

Resolution 3: Remuneration Report

The Remuneration Report for the year ended 30 June 2005 is contained within the Annual Report of the Company relative to the year ended 30 June 2005.

Pursuant to section 250R(2) of the Corporations Act 2001, a resolution that the Remuneration Report be adopted must be put to the vote at the Company's Annual General Meeting. The vote on the proposed resolution is advisory only and does not bind the Directors or the Company.

The chairperson of the Annual General Meeting will allow a reasonable opportunity for members to ask questions about, or make comments on, the Remuneration Report.

McGUIGAN
SIMEON
WINES LIMITED