

**NOTICE OF GENERAL MEETING**  
**Australian Pure Fruits Limited (ACN 009 104 330)**

Notice is hereby given that a General Meeting of the shareholders of Australian Pure Fruits Limited will be held at 677 The Boulevard, Eaglemont, Vic 3084 on 10 September 2003 at 11.00am.

**BUSINESS:**

Items 1 and 2 will be proposed as ordinary resolutions.

**RESOLUTIONS**

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

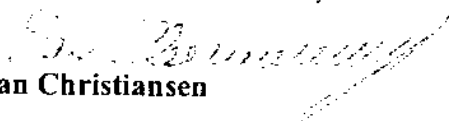
1. **Issue of Shares to Equip Rentals Pty Ltd**

*'That approval is given for the issue of 2,300,000 shares in the capital of the Company to or for the benefit of Equip Rentals Pty Ltd, on the terms set out in the explanatory notes to the notice which convened the General Meeting.'*

2. **Issue of Shares to Winwood Mack Productions Pty Ltd**

*'That approval is given for the issue of 900,000 shares in the capital of the Company to or for the benefit of Winwood Mack Productions Pty Ltd, on the terms set out in the explanatory notes to the notice which convened the General Meeting.'*

By Order of the Board

  
**Ian Christiansen**  
**Secretary**

## **EXPLANATORY NOTE**

### **RESOLUTION 1 – ISSUE OF SHARES TO EQUIP RENTALS PTY LTD**

Approval is sought to issue 2,300,000 shares to Equip Rentals Pty Ltd, on the terms and conditions set out below:

#### **1.1 Supporting Information**

Equip Rentals Pty Ltd has provided services to the Company in relation to the development of the software used by the Company to operate the Bill Express service. By Agreement dated 16 March 2003 Equip Rentals Pty Ltd and the Company agreed, that the value of services provided by Equip Rental Pty Ltd to the Company in relation to the development of the Bill Express software was \$690,000. The Company and Equip Rentals Pty Ltd have agreed, that subject to shareholder approval, Equip Rentals Pty Ltd be paid for these services by the Company issuing 2,300,000 shares in the company to Equip Rentals Pty Ltd.

The issue price of the shares is calculated at 30 cents per share.

The Company will seek quotation of the shares issued and these shares shall rank pari passu with the Company's existing ordinary shares.

#### **1.2 Number of Shares**

2,300,000

#### **1.3 Issue Price**

30 cents

#### **1.4 Intended Use of Funds Raised**

It is proposed that the Company obtain an assignment and release of any claims to intellectual property rights in the Bill Express program by the issue of 2,300,000 shares to Equip Rentals Pty Ltd.

**1.5 Listing Rule 7.1**

Subject to a number of exceptions, ASX Listing Rule 7.1 limits the number of securities that the Company can issue without shareholder approval in any twelve month period to 15% of its issued shares.

Shareholders are being asked to approve the issue of shares to Equip Rentals Pty Ltd for the purpose of Listing Rule 7.1. In order for the Company to rely on shareholder approval pursuant to Listing Rule 7.1, the shares must be issued within 3 months of the date of the shareholder approval. It is proposed that the shares be issued on 10 September 2003.

**1.6 Recommendation**

The Board recommends that shareholders approve the issue of shares to Equip Rentals Pty Ltd, as set out above.

**1.7 Voting Exclusion Statement**

The Company will disregard any votes cast on this resolution by:

- A person who may participate in the proposed issue and a person who might obtain a benefit, except the benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed.
- An associate of a person who may participate in the proposed issue and a person who might obtain a benefit, except the benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed.

However the Company need not disregard a vote if:

- It is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- It is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

## **RESOLUTION 2 – ISSUE OF SHARES TO WINWOOD MACK PRODUCTIONS PTY LTD**

Approval is sought to issue 900,000 shares to Winwood Mack Productions Pty Ltd ('WMP') on the terms and conditions set out below:

### **2.1 Supporting Information**

WMP via its director Ian McKenzie has provided consultancy services to the Company in relation to the establishment of internet protocol transaction networks, interactive voice response and telephony systems technology on the basis that payment would not be due until the Company obtained identifiable value from the consulting provided, to be determined by the commencement of an economically sound and scalable bill payment project. The Company has concluded negotiations with Coles Myer on the basis of demonstrated technical capability led by WMP and consequently is now in roll out stages of the bill payment project. The total amount owing to WMP in respect of the consultancy services is in excess of \$270,000 but negotiations have allowed settlement to be reached at this figure on the basis that shares are to be issued as settlement of the debt. The negotiations led to the execution of an agreement between Ian McKenzie, WMP and the Company on 16 March 2003 and pursuant to that agreement it is therefore proposed that the Company pay WMP, as Ian McKenzie's nominee for the provision of consultancy services by issuing shares in the Company to WMP.

Subject to shareholder approval, WMP and the Company have agreed that the debt payable to WMP be paid and satisfied by issuing 900,000 shares to WMP. On these terms the issue price of the shares is calculated at 30 cents per share.

The Company will seek quotation of the shares issued and these shares shall rank pari passu with the Company's existing ordinary shares.

### **2.2 Number of Shares**

900,000

2.3 **Issue Price**

30 cents

2.4 **Intended Use of Funds Raised**

It is proposed that the debt owed to WMP of \$270,000 be paid and satisfied by the issue of 900,000 shares to WMP.

2.5 **Listing Rule 7.1**

Subject to a number of exceptions, ASX Listing Rule 7.1 limits the number of securities that the Company can issue without shareholder approval in any twelve month period to 15% of its issued shares.

Shareholders are being asked to approve the issue of shares to WMP for the purpose of Listing Rule 7.1. In order for the Company to rely on shareholder approval pursuant to Listing Rule 7.1, the shares must be issued within 3 months of the date of the shareholder approval. It is proposed that the shares be issued on 10 September 2003.

2.6 **Recommendation**

The Board recommends that shareholders approve the issue of shares to WMP, as set out above.

2.7 **Voting Exclusion Statement**

The Company will disregard any votes cast on this resolution by:

- A person who may participate in the proposed issue and a person who might obtain a benefit, except the benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed.
- An associate of a person who may participate in the proposed issue and a person who might obtain a benefit, except the benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed.

However the Company need not disregard a vote if:

- It is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- It is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

## **GENERAL NOTES**

### **Entitlement to Vote**

The Company has determined in accordance with Part 7.11 of the Corporations Regulations that for the purpose of voting at the meeting, shares will be taken to be held by those persons recorded on the Company's register as at 11.00am on 8 September 2003.

### **Corporate Representatives**

For a corporate representative to vote, they will require a Certificate of Appointment of Corporate Representative executed in accordance with the *Corporations Act*.

### **Voting**

On a show of hands, every member present in person or by proxy or by attorney or, in the case of a corporation, by duly appointed representative, shall have one vote and on a poll one vote for every share held provided that if a member appoints two proxies or two attorneys, neither proxy nor attorney shall be entitled to vote on a show of hands.

### **Proxies**

A member entitled to attend and vote at the Annual General Meeting may appoint one or two persons to attend and vote at the meeting as the member's proxy. If you wish to appoint a second proxy you will need to complete a second form.

A proxy need not be a member. If two proxies are appointed, each proxy must be appointed to represent a specified proportion of the member's voting rights. If the vote split is not specified, it is deemed to be equally divided between the two proxies.

The Proxy Form must be deposited at 677 The Boulevard, Eaglemont, Vic 3084 or by facsimile on (03) 9459 2087 by no later than 11.00am on 8 September 2003.

**AUSTRALIAN PURE FRUITS LIMITED**  
**ACN 009 104 330**

**PROXY FORM**

Australian Pure Fruits Limited  
677 The Boulevard  
EAGLEMONT VIC 3084

**SECTION 1 MEMBER/S NAME/S AND ADDRESS/ES**

I/We \_\_\_\_\_ of \_\_\_\_\_

being a member/members of Australian Pure Fruits Limited ACN 009 104 330 appoint as my /our proxy the persons identified in Section 2 of the form to vote in accordance with the directions given in Section 3 of this form, or if no directions are given, as the proxy thinks fit, at the general meeting of the Company held on Wednesday 10 September 2003 at 11.00am and at any adjournment of the general meeting.

**SECTION 2 APPOINTMENT OF PROXY**

Please select one of (A), (B) or (C) below (\*\* for guidance on completion – see Notes):

(A) Insert name of Proxy

\_\_\_\_\_ of \_\_\_\_\_

or failing him/her the Chairman to exercise my/our votes for me/us on my/our behalf:

**OR**

(B) The Chairman to exercise all of my/our votes for me/us on my/our behalf

**OR**

(C) (Insert name of 1<sup>st</sup> proxy)

\_\_\_\_\_ of \_\_\_\_\_

to exercise (state number or proportion) \_\_\_\_\_

of my/our votes for me/us at the general meeting of the Company

**AND (Insert name of 1<sup>st</sup> proxy)**

\_\_\_\_\_ of \_\_\_\_\_

to exercise (state number or proportion) \_\_\_\_\_

of my/our votes for me/us at the general meeting of the Company or, failing one or both of my 1st and 2nd proxies, the Chairman to exercise my/our votes for me/us in respect of the number or proportion of my/our share allocated to the absent proxy/s, as set out above.

## SECTION 3 VOTING INSTRUCTIONS

I/We vote on the resolutions as indicated below:

	In Favour	Against	Abstain
1. Issue of Shares to Equip Rentals Pty Ltd			
2. Issue of Shares to Winwood Mack Productions Pty Ltd			

The resolutions are numbered as in the Notice of General Meeting.

\* If you mark the abstain box for a particular item, you are directing your proxy not to vote in that particular item.

Where appointed as Proxy, the Chairman will vote in favour of each resolution in relation to undirected proxies.

If you do not wish to direct your proxy how to vote, please place a mark in the box.

By marking this box, you acknowledge that the Chairman may exercise your proxy even if he has an interest in the outcome of the resolution and votes cast by him other than as a proxy holder will be disregarded because of that interest.

### Signature of Members

#### Individual Only

Signature

Signature

Date: .....

#### Companies Only

Sole Director and Sole Company Secretary

Director

Director/Secretary

Date: .....

Company Seal  
(to be affixed)

#### NOTES:

##### How to complete Proxy Form – Section 2 – APPOINTMENT OF PROXY (see Proxy Form)

- To appoint one proxy – COMPLETE (A) and sign above
- To appoint the Chairman only – COMPLETE (B) and sign above.
- To appoint 2 proxies – if you are entitled to cast 2 or more votes at the meeting, you may appoint 2 proxies. If you want to appoint 2 proxies the DELETE (A) and (B) and COMPLETE (C) and sign. If you appoint 2 proxies and don't specify the number or proportion of votes each proxy may exercise, then each will be entitled to exercise half of your votes (with fractions being disregarded).
- A proxy appointed to attend and vote for a member has the same rights as the member to vote (to the extent allowed by this appointment) and to join in the demand for a poll.

##### How to sign Proxy Form

- This form must be signed by the member or by the member's attorney.
- If a corporation is the member, the proxy form must be signed in accordance with its constitution and the Corporations Act 2001, or by an authorised officer or attorney of the corporation.
- If the proxy is signed by a person who is not the registered shareholder, unless it has previously been noted by the Company, the authority under which the proxy is signed (or a certified copy of the authority) must be lodged together with this proxy form.

##### Lodgement of Proxy Form

For the proxy appointment to be effective, then not less than 48 hours before the time for holding the meeting i.e. before 11.00 am, 8 September 2003, this Proxy Form, must be received by the Company at its office at 677 The Boulevard, Eaglemont, Victoria, 3084 or by facsimile, if within Australia, at 03 9459 2087 or, International, at +613 9459 2087.