

DESANE

GROUP HOLDINGS LIMITED

ABN 61 003 184 932

10 September 2003

The Manager Companies
Australian Stock Exchange (Sydney) Limited
20 Bridge Street
SYDNEY NSW 2000

FAX NO: 1900 999 279

AUSTRALIAN STOCK EXCHANGE



DGH000109

Dear Sir/Madam,

In accordance with the Australian Stock Exchange's requirements, please find a copy of the Proxy Form, which is being sent to all shareholders by mail today.

Yours faithfully,
DESANE GROUP HOLDINGS LIMITED

JOHN BARTHOLOMEW
Company Secretary

Desane Group Holdings Limited

ABN 61 003 184 932

Proxy Form

All Correspondence to:
 Desane Group Holdings Limited
 PO Box 331
 LEICHHARDT NSW 2040 Australia
 Enquiries 61 2 9569 0344
 Facsimile 61 2 9550 9363

I/We,, being a member/s of Desane Group Holdings Limited ('the Company')
 hereby appoint
 of

or failing him or her the Chairman of the Meeting as my/our proxy to vote on my/our behalf at the Annual General Meeting of the Company to be held at 68-72 Lilyfield Road, Rozelle NSW on Wednesday, 22 October 2003 at 10.00 am and at any adjournment of that meeting.

IMPORTANT. If you do **NOT** wish to direct your proxy how to vote, place a mark in the box. ☐

By marking this box, when you have not directed your proxy how to vote below, you acknowledge that the Chairman of the Meeting, acting as your proxy, may exercise your undirected proxy votes even if he or she has an interest in the outcome of each resolution which carries a voting exclusion, and that votes cast by him or her other than as proxy holder, will be disregarded because of that interest. The Chairman intends to vote undirected proxies **IN FAVOUR** of each resolution.

If two proxies are being appointed, the proportion of my/our total voting rights that this proxy is authorised to exercise are as follows:

..... (Number of votes or percentage of voting rights proxy is authorised to exercise.)

Should you desire to direct a proxy how to vote please place a mark in the appropriate boxes below. If you do not instruct your proxy how to vote on a resolution, your proxy may vote as he or she thinks fit or abstain from voting.

I/We instruct my/our proxy to vote as follows (the resolutions are numbered as in the Notice of Annual General Meeting):

		For	Against	Abstain
1	Accounts and Reports To receive, consider and adopt the directors' report and profit and loss accounts for the year ended 30 June 2003, the balance sheets at that date, and the auditors' report on the accounts and group accounts.	☐	☐	☐
2	Dividend To declare a final dividend as recommended by directors.	☐	☐	☐
3	Appointment of Directors To elect a director, Mr J B Sheehan who retires in accordance with the Constitution and, being eligible, offers himself for re-election.	☐	☐	☐
4	Directors' Remuneration To approve the 2003/2004 directors' fees of: non-executive chairman - \$38,600.	☐	☐	☐
5	General Business To transact any business which may be lawfully brought forward.	☐	☐	☐

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

This proxy must be signed by each appointing member (or member's attorney). Proxies given by a company must be executed in accordance with section 127 of the Corporations Act or signed by a duly authorised officer or attorney.

AUTHORISED SIGNATURE/S

Shareholder 1

Individual/Sole Director and
Sole Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Print Name

Contact Daytime Telephone

Date: _____

How to Complete the Proxy Form

1. Your Name and Address

Your name and address on the envelope are the details recorded on the Share Register of Desane Group Holdings Limited. If this information is incorrect, please notify the Share Registry direct (*Computershare Registry Services Pty Ltd, GPO Box 1903, Adelaide SA 5001*). Shareholders sponsored by a broker should advise their broker of any changes. **Please note, you cannot change ownership of your shares using this form.**

2. Appointment of a Proxy

If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting, please write the name of that person. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your Proxy and vote on your behalf. A proxy need not be a shareholder of Desane Group Holdings Ltd.

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 shares 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 shares 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 will 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. Authorised Signature(s)

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

Joint Holding: Where the holding is in more than one name all of the holders must sign.

Power of Attorney: If signed under a Power of Attorney, you must have already lodged it with the registry, or alternatively, attach a certified photocopy of the Power of Attorney to this Proxy Form when you return it.

Companies: A Director can sign jointly with another Director or a Company Secretary. A sole Director who is also a sole Company Secretary can also sign. A sole Director of a corporation without a Company Secretary can sign, pursuant to s204A of the Corporations Act. Please indicate the office held by signing in the appropriate space.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Representative" should be produced prior to admission.

5. Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received not later than 48 hours before the commencement of the meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Documents may be lodged:

- by posting or facsimile to Desane Group Holdings Limited at the address opposite, or
- by delivery to the Registered Office of Desane Group Holdings Limited being:
Level 1, 89 Moore Street
LEICHHARDT NSW 2040
Australia

Desane Group Holdings Limited
PO Box 331
LEICHHARDT NSW 2040
Australia
Facsimile 61 2 9550 9363