McPherson's Limited
ABN 98 004 068 419

Computershare

All correspondence to:
Computershare Investor Services Pty Limited
GPO Box 2975 Melbourne
Victoria 3001 Australia
Enquiries (within Australia) 1300 850 505
(outside Australia) 61 3 9415 4000
Facsimile 61 3 9473 2500
web.queries@computershare.com.au
www.computershare.com

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

Dear Shareholder

I have pleasure in inviting you to attend our Annual General Meeting and have enclosed the Notice of Meeting which sets out the items of business. The meeting will be held at the KPMG Theatrette, 147 Collins Street, Melbourne, Victoria on Friday, 16 November 2007 at 11.00 am.

If you are attending this meeting, please bring this letter with you to facilitate registration.

If you are unable to attend the meeting, you are encouraged to complete the enclosed proxy form. The proxy form should be returned in the envelope provided or faxed to our share registry on 61 3 9473 2555 so that it is received by 11.00 am on Wednesday, 14 November 2007.

Corporate shareholders will be required to complete a "Certificate of Appointment of Representative" to enable a person to attend on their behalf. A form of this certificate may be obtained from the Company's share registry.

I look forward to your attendance at the meeting.

Please note that you can view our Annual Report on the McPherson's website at the following address: *www.mcphersons.com.au/financials*

Yours sincerely,

P R Bennett
Secretary

Dated: 12 October 2007

Encl.

McPherson's Limited
A.C.N. 004 068 419

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of members of McPherson's Limited (the Company) will be held at the KPMG Theatrette, 147 Collins Street, Melbourne, on Friday, 16 November 2007 at 11 a.m.

Ordinary Business

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1. Financial Statements and Reports

To consider the Financial Statements, the Directors' Report and the Auditor's Report for the Company for the year ended 30 June 2007.

2. Remuneration Report

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

"That the Company's Remuneration Report for the financial year ended 30 June 2007 which is set out on pages 24 to 34 of the Annual Report be adopted."

3. Re-election of Director - Mr. A. Waislitz

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

"That, Mr A. Waisltz, a Director retiring by rotation in accordance with the Company's Constitution, being eligible, is re-elected as a Director."

4. Non-Executive Directors' Fees

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

"That the aggregate amount payable by the Company to its Non-Executive Directors as remuneration for their services be increased by $85,000 per annum from $315,000 per annum to $400,000 per annum."

Additional information concerning Resolutions 2, 3 and 4 can be found in the Explanatory Notes on the reverse side of this Notice.

Voting Exclusion Statement

In accordance with Listing Rule 14.11 of the ASX, the Company will disregard any votes cast in respect of Resolution 4 by any Director and any person who would be regarded as an associate of any Director.

However the Company need not disregard a vote if:

(a) 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

(b) it is cast by a person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as a proxy decides.

By Order of the Board

P.R. Bennett
Secretary

Dated: 12 October 2007

Annual General Meeting - Explanatory Notes for Shareholders

Voting and Proxies

The Company has determined in accordance with the Corporations Act that for the purpose of voting at the meeting or adjourned meeting, shares will be taken to be held by those persons recorded in the Company's Register of Members as at 7.00 p.m. on Wednesday 14 November 2007.

Any member entitled to attend and vote is entitled to appoint not more than two proxies to attend and vote instead of the member. Where two proxies are appointed, each proxy may be appointed to represent a specified proportion or number of the member's voting rights. If the member does not specify the proportion or number of the member's voting rights that each proxy is to represent, each proxy will be entitled to exercise half the member's votes. A proxy need not be a member of the Company. A form of proxy is enclosed. In order to be valid the properly completed form of proxy must be lodged at the office of the Company's Share Registrar, Computershare Investor Services Pty Limited at Yarra Falls, 452 Johnson Street, Abbotsford, Victoria, 3067, by facsimile on +61 3 9473 2555 or at the Company's offices at 5 Dunlop Street, Mulgrave, Victoria, 3170, not less than 48 hours before the time appointed for holding the meeting.

RESOLUTION 2 – Remuneration Report

In accordance with the Corporations Act, Resolution 2 is advisory only and does not bind the Company or the Directors. The Board recommends that members vote in favour of the resolution.

RESOLUTION 3 - Re-election of Director

A summary of biographical data on Mr. Waislitz, who offers himself for re-election, is set out below.

Mr. Waislitz has been a Non-Executive Director of McPherson's since March 1998. Mr. Waislitz is Executive Chairman of the Thorney Investment Group. He has extensive business experience, and is a Director of various Pratt Group and Visy Board companies.

Mr. Waislitz is also a Non-Executive Director of the Collingwood Football Club and Adacel Technologies Limited.

Mr. Waislitz is a member of McPherson's Audit Risk Management & Compliance Committee and the Nomination and Remuneration Committee.

RESOLUTION 4 - Non-Executive Directors' Fees

Introduction

The Board of the Company resolved on 23 August 2007, subject to shareholder approval, to increase the maximum amount that may be paid by the Company to its Non-Executive Directors as remuneration for their services to a maximum aggregate of $400,000 per annum. The current maximum amount is $315,000, which was set in 1989. The reason for the proposed increase, the first increase in 18 years, is to enable the Company to remunerate Non-Executive Directors at levels appropriate to their qualifications and experience and market expectations. The Board expects the total remuneration of Non-Executive Directors during the year ending 30 June 2008 will be significantly below $400,000, but the increased maximum will enable the Company to expand the Board if considered appropriate.

"Remuneration" for the purposes of Resolution 4 does not include any travelling or similar expenses of Directors, additional payments to any Director performing specific additional services for the Company, retirement benefit in connection with a Director's retirement as a Director of the Company or the minimum superannuation contribution the Company is legally obliged to pay each Director under the applicable superannuation legislation.

Reason for the Resolution

Listing Rule 10.17 requires that a listed company obtains shareholder approval prior to increasing the total amount of Directors' fees payable by it. Rule 47(b) of the Company's Constitution requires that any increase in the total amount payable by the Company to its Non-Executive Directors as remuneration for services must be approved by the Company in general meeting.

Additional Information

For the purposes of Listing Rule 10.17, the following additional information is provided in relation to Resolution 4:

(a) the amount of the increase in all Non-Executive Directors' fees payable by the Company if the resolution is approved will be $85,000; and

(b) the maximum amount that may be paid to Non-Executive Directors as a whole by the Company will be $400,000 per annum.

Recommendation of the Company's Board

For the reasons referred to above, the Directors of the Company unanimously recommend that shareholders vote in favour of the proposed resolution.

Proxy Form

McPherson's Limited
ABN 98 004 068 419

All correspondence to:
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia
Enquiries (within Australia) 1300 850 505
(outside Australia) 61 3 9415 4000
Facsimile 61 3 9473 2555
www.computershare.com

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

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

Securityholder Reference Number (SRN)

I 1234567890 IND

Appointment of Proxy

I/We being a member/s of McPherson's 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 McPherson's Limited to be held at KPMG Theatrette, 147 Collins Street, Melbourne on FRiday, 16 November 2007 at 11.00am and at any adjournment of that meeting.

IMPORTANT: FOR ITEM 4 BELOW

If the Chairman of the Meeting is your nominated proxy, or may be appointed by default, and you have not directed your proxy how to vote on Item 4 below, please place a mark in this box. By marking this box you acknowledge that the Chairman of the Meeting may exercise your proxy even if he has an interest in the outcome of that Item and that votes cast by him, other than as proxy holder, would be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chairman of the Meeting will not cast your votes on Item 4 and your votes will not be counted in computing the required majority if a poll is called on this Item. The Chairman of the Meeting intends to vote undirected proxies in favour of Item 4.

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

		For	Against	Abstain*
2	Adoption of the Remuneration Report			
3	Re-election of Director - Mr. A. Waislitz			
4	Non-Executive Directors' Fees			

In addition to the intention advised above, the Chairman of the Meeting intends to vote undirected proxies in favour of each of the other items 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.

Appointing a second Proxy

I/We wish to appoint a second proxy

Mark with an 'X' if you wish to appoint a second proxy. **AND** % **OR**

State the percentage of your voting rights or the number of securities for this Proxy Form.

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	Securityholder 2	Securityholder 3
Individual/Sole Director and Sole Company Secretary	Director	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 / /

MCP 5PR

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) indicate that you wish to appoint a second proxy by marking the box.

(b) 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.

(c) 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 11.00am on FRiday, 16 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 - 5 Dunlop Road Mulgrave VIC 3170
	Share Registry - Computershare Investor Services Pty Limited, Yarra Falls, 452 Johnston Street, Abbotsford VIC 3067 Australia
BY MAIL	Registered Office - 5 Dunlop Road Mulgrave VIC 3170
	Share Registry - Computershare Investor Services Pty Limited, GPO Box 242, Melbourne VIC 3001 Australia
BY FAX	61 3 9473 2555