



OLDFIELDS HOLDINGS LIMITED

ACN: 000 307 988

PO BOX 1613, CAMPBELLTOWN NSW 2560

Telephone: 02 4627 0777 Facsimile: 02 46 27 0888

21 October 2011

ANNOUNCEMENT RE ANNUAL GENERAL MEETING

Please find following the notice of Annual general Meeting which was mailed out to shareholders on Friday 21 October 2011.

The Annual General Meeting will be held on
Monday 21 November 2011
At 2.00pm
At 8 Farrow Road Campbelltown NSW 2560

Please refer to the following notice of AGM for further details



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PO BOX 1613, CAMPBELLTOWN NSW 2560

Telephone: 02 4627 0777 Facsimile: 02 46 27 0888

19 October 2011

ANNUAL GENERAL MEETING

Dear Shareholder,

This letter is to inform you that this year's Annual General Meeting of the Company's Shareholders will be held at 8 Farrow Road, Campbelltown NSW 2560 on Monday 21st November 2011 at 2.00pm.

Please take the time to consider the Annual Report and Financial Statements of the Company and the Economic Entity together with the Directors' Report and Audit Report for the year ending 30 June 2011. These are intended to be received and considered as ordinary business at the Meeting but not for resolution. The 2011 Annual Report is available on our website: <http://www.oldfields.com.au/holdings/profile.htm> or alternatively on the Announcement Platform of the ASX website: <http://www.asx.com.au>.

We also enclose the Remuneration Report for the period ending 30 June 2011 which is contained in the Annual Report.

If you have any questions regarding these reports, please submit them to the Company Secretary by no later than 2pm (Sydney Time) on 18 November 2011 either by mail to its registered office at 8 Farrow Road Campbelltown NSW 2560 or by fax 61 2 4627 0888.

An Explanatory Memorandum to Shareholders is enclosed giving explanation to the four (4) resolutions to be tabled at the Meeting. Three (3) of these resolutions are ordinary business and one (1) is special business and involves:

A. Ordinary Business

1. The re-election of Julie Garland McLellan as a Director.
2. The re-election of William Lewis Timms as a Director.
3. The adoption of the Remuneration Report.

B. Special Business

4. An amendment to the Constitution

Please read the enclosed documents and, if you are unable to attend the Meeting complete the Proxy Form where applicable and return to the Company by no later than 2pm (Sydney Time) on 19 November 2011 either by mail to BoardRoom Pty Limited at the address or fax number provided on the proxy form.

The Directors look forward to seeing you at the Meeting.

Yours faithfully

Julie Garland McLellan
Chairman

**OLDFIELDS HOLDINGS LIMITED
ACN 000 307 988**

NOTICE OF ANNUAL GENERAL MEETING

Incorporating

EXPLANATORY MEMORANDUM

**DATE AND TIME OF MEETING
21 NOVEMBER 2011
AT 2.00pm**

**PLACE OF MEETING
8 FARROW ROAD CAMPBELLTOWN NSW 2560**

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THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. YOU SHOULD CAREFULLY READ THIS DOCUMENT. IF YOU ARE IN DOUBT AS TO THE ACTION YOU SHOULD TAKE IN RELATION TO THIS DOCUMENT OR THERE IS ANY MATTER YOU DO NOT UNDERSTAND YOU SHOULD CONTACT YOUR PROFESSIONAL ADVISERS FOR ADVICE.

SECTION 1

OLDFIELDS HOLDINGS LIMITED ACN 000 307 988

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS GIVEN that this year's Annual General Meeting of the Shareholders of Oldfields Holdings Limited ("**Company**") will be held at 8 Farrow Road Campbelltown NSW 2560 on Monday 21 November 2011 at 2.00pm.

The Explanatory Memorandum which accompanies and forms part of this Notice describes in more detail the matters to be considered in addition to ordinary and special business. Shareholders should carefully read the Explanatory Memorandum in full.

Agenda

A. Ordinary Business

Receipt of Annual Report Financial Statements, Directors' and Audit Reports

"To receive and consider the Annual Report and Financial Statements of the Company and the Economic Entity together with the Director's Report and Audit Report and Remuneration Report for the year ending 30 June 2011"

This item of business is for discussion only and is not for resolution.

Resolution 1 Re- Election of Julie Garland McLellan as a Director

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

"That Julie Garland McLellan, who in accordance with the Company's Constitution, and being eligible offers herself for re-election as a Director, be re-elected as a Director."

Resolution 2 Re-Election of William Lewis Timms as a Director

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

"That William Lewis Timms, who retires by rotation in accordance with the Company's Constitution, and being eligible offers himself for re-election as a Director, be re-elected as a Director."

Resolution 3 Remuneration Report

To consider and, if thought fit, to pass, with or without amendment, the following resolution as non binding ordinary resolution:

"That the Remuneration Report be adopted."

Resolution 4 Amendment to the Constitution

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a special resolution:

"That the Constitution be amended by deleting the content of Article 9.1(a) and replacing it with the following words:

The directors may pay any interim and final dividends as, in their judgment, the financial position of the company justifies, from any available source permitted by law."

Other Business

To transact any other business which may be lawfully brought forward at the Meeting.

BY ORDER OF THE BOARD

**Robert Coleman
Company Secretary**

19 October 2011

VOTING

Determination of Shareholders' Right to Vote

For the purposes of Regulation 7.11.37 of the *Corporations Regulations 2001*, the Directors have determined that the voting entitlements for the purposes of the Meeting will be based on the registered holdings as at 2.00pm (Sydney Time) on 19 November 2011. Accordingly those persons will be entitled to attend and vote at the Meeting.

How to Vote

You may vote by attending the Meeting in person, by proxy, attorney or authorised representative.

Proxy Form

A proxy form is enclosed with the Notice. If an additional proxy form is required, the Company's share register will supply it on request.

PROXIES

1. Each Shareholder has a right to appoint a proxy.
2. A Shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, then each proxy may exercise one-half of the votes. Fractions of votes will be disregarded.
3. A proxy need not be a Shareholder of the Company.
4. To be effective, the Company must receive the completed proxy form and, if the form is signed by the Shareholder's attorney, the authority under which the proxy form is signed (or a certified copy of such) by no later than 2.00pm (Sydney Time) on 19 November 2011.
 - (1) by mail to its share registry, BoardRoom Pty Limited, GPO Box 3993 Sydney NSW 2000 ; or
 - (2) by facsimile to its share registry on fax number 61 2 9290 9655.
5. Proxies given by corporate shareholders must be executed in accordance with their constitutions, or under the hand of a duly authorised officer or attorney.
6. A proxy may decide whether to vote on any motion, exception where the proxy is required by law or the Constitution to vote, or abstain from voting, in their capacity as proxy. If a proxy is directed how to vote on an item of business, the proxy may vote on that item of business, the proxy may vote as he or she thinks fit.

OTHER

Words that are defined in the Explanatory Memorandum and Glossary have the same meaning when used in this Notice unless the context requires, or the definitions in the Glossary provide, otherwise.

SECTION 2

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared to assist shareholders in considering the resolutions set out in the Notice. It is part of, and should be read in conjunction with, the Notice.

A. Ordinary Business

Resolution 1 Re- Election of Julie Garland McLellan as a Director

Julie Garland McLellan was appointed by the Board as a Director under Article 6.1(d) of the Constitution with effect as from 1 March 2011. Under Article 6.1(e) a Director appointed Article 6.1(d) must retire from office at the next annual general meeting of the Company.

Under Article 6.1(i) of the Constitution, a retiring Director is eligible for re-election without having to give any prior notice of an intention to submit for re-election and holds office as a Director until the end of the meeting at which the Director retires. As a current Director, Ms Garland McLellan has made and continues to makes a significant contribution to the Company. She is eligible for re-election. The Board recommends that the Shareholders resolve to re-elect Ms Garland McLellan as a Director.

Resolution 2 Re-Election of William Lewis Timms as a Director

Under Article 6.1(f) of the Constitution one-third of the Directors (rounded down to the nearest whole number, if necessary) must retire from office at every annual general meeting, excluding the Managing Director and any Director retiring under Article 6.1(e).

Under Article 6.1(i) of the Constitution, a retiring Director is eligible for re-election without having to give any prior notice of an intention to submit for re-election and holds office as a Director until the end of the meeting at which the Director retires. As a current Director, Mr Timms has made and continues to makes a significant contribution to the Company. He is eligible for re-election. The Board recommends that the Shareholders resolve to re-elect Mr Timms as a Director.

Resolution 3 Remuneration Report

The Remuneration Report contains matters set out in section 300A of the Corporations Act, 2001 (“**Act**”) and is contained within the Company’s Annual Report under a separate heading and includes, amongst other things, the Board’s policies for determining the remuneration of the Company’s key management staff.

Section 250SA of the Act provides that members are to be allowed reasonable opportunity to ask questions or make comments about the remuneration report. Section 250R(2) of the Act provides that at a listed company’s AGM, a resolution that the remuneration report be adopted must be put to the vote. Section 250R(3) of the Act provides that the vote on the resolution is advisory only and does not bind the directors or the Company.

B. Special Business

Resolution 4 Amendment to the Constitution

The Constitution does not provide for dividends to be paid out of profits. Article 9.1(a) of the Constitution currently provides as follows:

“9.1 (a) The directors may pay any interim and final dividends as, in their judgment, the financial position of the company justifies.”

Section 250T of the Corporations Act was amended last year which now allows a company to pay dividends if:

- (i) the company’s assets exceed its liabilities immediately before the dividend is declared and the excess is sufficient for the payment of the dividend;
- (ii) it is fair and reasonable to the company’s shareholders as a whole; and
- (iii) it does not materially prejudice the company’s ability to pay its creditors.

The Directors consider that the Constitution be amended to address these changes to the Corporation Act by replacing the words in Article 9.1(a) with the following words:

“The directors may pay any interim and final dividends as, in their judgment, the financial position of the company justifies, from any available source permitted by law.”

Under the Corporations Act, any changes to a company’s constitution must be passed by way of special resolution.

SECTION 3

GLOSSARY

In this Notice and Explanatory Memorandum:

"**Board**" means the Company's board of Directors;

"**Company**" or "**Oldfields**" means Oldfields Holdings Limited (ACN 000 307 988);

"**Constitution**" means the constitution of the Company;

"**Corporations Act**" means the Corporations Act, 2001 (Cth);

"**Director**" means a director of the Company;

"**Economic Entity**" means the Oldfields Group of Companies as described in the Company's Annual Report.

"**Explanatory Memorandum**" means the Explanatory Memorandum which accompanies, and is incorporated as part of, this Notice;

"**General Meeting**" and "**Meeting**" means the annual general meeting of the members of the Company convened by this Notice;

"**Glossary**" means this glossary;

"**Notice**" means this Notice of Annual General Meeting;

"**Shareholders**" mean the holders of Shares;

"**Shares**" means fully paid ordinary shares in the capital of the Company; and

"**Sydney Time**" means the time in Sydney, NSW 2000 from time to time.



FOR ALL ENQUIRIES CALL:
(within Australia) 1300 737 760 (outside Australia) +61 2 9290 9600

FACSIMILE
+61 2 9290 9655

ALL CORRESPONDENCE TO:
Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001
Australia

Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction on the form. **Please note, you cannot change ownership of your securities using this form.**

YOUR VOTE IS IMPORTANT

FOR YOUR VOTE TO BE EFFECTIVE IT MUST BE RECORDED BEFORE 2:00pm (ADST) SATURDAY 19th NOVEMBER 2011

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 Appointment of Proxy

Indicate here who you want to appoint as your Proxy
If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chairman of the Meeting as your proxy please write the full name of that individual or body corporate. 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 security holder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

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 securities registry or you may copy this form.

To appoint a second proxy you must:

- (a) complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the 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.

STEP 2 Voting Directions to your Proxy

You can tell your Proxy how to vote

To direct your proxy how to vote, place a mark in one of the 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.

STEP 3 Sign the Form

The form **must** be signed as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders must sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 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 not later than 48 hours before the commencement of the meeting at **time 2:00 pm (ADST) , Monday 21st November 2011**. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxies may be lodged using the reply paid envelope or:

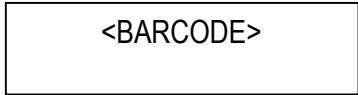
BY MAIL - Share Registry – Boardroom Pty Limited, GPO Box 3993, Sydney NSW 2001 Australia

BY FAX - + 61 2 9290 9655

IN PERSON - Share Registry – Boardroom Pty Limited, Level 7, 207 Kent Street, Sydney NSW 2000 Australia

Attending the Meeting

If you wish to attend the meeting please bring this form with you to assist registration.



- <Address 1>
- <Address 2>
- <Address 3>
- <Address 4>
- <Address 5>
- <Address 6>

STEP 1 - Appointment of Proxy

I/We being a member/s of **Oldfields Holdings 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 at the **Annual General Meeting of Oldfields Holdings Limited to be held at 8 Farrow Road, Campbelltown NSW 2560, on Monday the 21st of November 2011 at 2:00 pm (ADST)** and at any adjournment of that meeting, to act 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.

No undirected proxies to the Chairman or Key Management Personnel will be voted on Resolution 3, Adoption of Remuneration Report. You are encouraged to direct your proxy by marking the box in relation to the resolution in the section below.

STEP 2 - Voting directions to your Proxy – please mark to indicate your directions

| | For | Against | Abstain* |
|--|--------------------------|--------------------------|--------------------------|
| Ordinary Business | | | |
| Resolution 1 Re- Election of Julie Garland McLellan as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 2 Re-Election of William Lewis Timms as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 3 Adoption of the Remuneration Report | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Special Business | | | |
| Resolution 4 Amendment to the Constitution | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

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

STEP 3 - 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 |
| <input style="width: 250px; height: 40px;" type="text"/> | <input style="width: 250px; height: 40px;" type="text"/> | <input style="width: 250px; height: 40px;" type="text"/> |
| Sole Director and Sole Company Secretary | Director | Director/Company Secretary |

Contact Name Contact Daytime Telephone Date / / 2011