

ANNUAL GENERAL MEETING 2005

Great Pacific Capital Limited ACN 096 781 716

Dear Shareholder,

Annual General Meeting Invitation

On behalf of the Board, I have pleasure in inviting you to the 2005 Annual General Meeting of shareholders of Great Pacific Capital Limited and I hope as many of you as possible will be able to attend.

The meeting will be held at 11:00 a.m. on Friday, 25th November 2005 in the Conference Centre, Main Foyer, Mezzanine Level of Angel Place at 123, Pitt Street, Sydney. Attached to this invitation are the Notice of Annual General Meeting, Form of Proxy, Questions and Comments sheet and the Annual Financial Report.

The Company's Chief Executive Officer, Danny Au-Yeung and myself will present the Company's results for the financial year ended 30th June 2005. We will also present the future plans and developments for the company. To assist you in communicating issues to the Board, Questions & Comments sheets have been attached, which can be mailed in the reply paid envelopes provided for your convenience. A list of the questions and comments will be made available at the Annual General Meeting to which the Board will address. The auditor will also be available to answer any questions about the scope and conduct of the audit and the preparation of the auditor's report.

Registration will be available from 10:30a.m. and Shareholders are encouraged to arrive before the starting time of 11:00 a.m. to avoid last minute congestion.

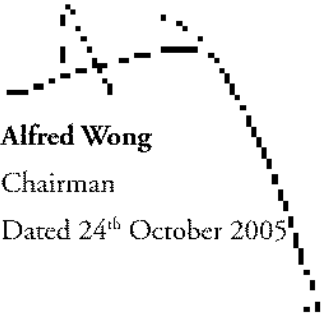
If you are unable to attend, you can appoint a proxy using the form provided. It must be lodged at the Company's registered

office at Level 23, 123 Pitt Street, Sydney 2000 or faxed to the Company on 02 9202 3098 at least 48 hours before the meeting. A reply paid envelope is enclosed so that you can post your form to the Company. Appointing a proxy does not preclude you from still attending the meeting, however, you will not be eligible for voting unless you revoke your proxy when registering.

Corporate Shareholders who wish to appoint a person to act as their representative at the meeting can do so by providing that person with a letter duly signed under seal authorising that person to act as their representative either at this meeting or at all meetings of the Company.

Angel Place is easily reached by train to Wynyard Station. If travelling by car, parking is available within the building to the public at hourly rates.

The directors of the Board look forward to welcoming Shareholders to this Annual General Meeting. Light refreshments will be served at the conclusion of the meeting, giving all of you the opportunity to meet the directors and senior executives of your Company.



Alfred Wong

Chairman

Dated 24th October 2005

Notice of Annual General Meeting

Great Pacific Capital Limited ACN 096 781 716

NOTICE OF MEETING

Notice is hereby given that the 2005 Annual General Meeting of shareholders of Great Pacific Capital Limited will be held in the Conference Centre, Main Foyer, Mezzanine Level of Angel Place, 123 Pitt Street, Sydney on Friday, 25th November 2005 at 11 a.m. Registration will open at 10:30 a.m.

AGENDA

Ordinary Business

RESOLUTION 1: Annual Financial Report, Directors' Report and Auditor's Report

To receive and consider the Financial Report, the Directors' Report and the Auditor's Report for the financial year ended 30th June 2005 and, if thought fit, pass the following resolution as an ordinary resolution:

'THAT the Company's annual financial report, directors' report and auditor's report be received and approved.'

RESOLUTION 2: Approval of the Remuneration Report

To consider and, if thought fit, to pass the following resolution as a non-binding ordinary resolution:

'THAT the Company's Remuneration Report for the financial year ended 30th June 2005 be adopted.'

By order of the Board of Directors



Edwin Yeung

Company Secretary

Dated 24th October 2005

EXPLANATORY STATEMENT

RESOLUTION 1: Annual Financial Report, Directors' Report and Auditor's Report

The Corporations Act 2001 (Section 317) requires that the directors of a public company must lay before the Annual General Meeting, the financial report, the directors' report and the auditor's report for the last financial year that ended before the Annual General Meeting. Shareholders will be given the opportunity at the meeting to ask questions of the directors and the auditor and make comments on these reports.

RESOLUTION 2: Approval of the Remuneration Report

As part of the recent changes to the Corporations Act 2001, all listed companies are required to disclose in their Directors' Report details of the remuneration of all the Directors and senior executives. These details are set out in the Remuneration Report on pages 12 to 13 of the Company's 2005 Annual Report. The Corporations Act 2001 requires the directors to put before the shareholders of the Company at the Annual General Meeting a non-binding resolution on the acceptance of the Remuneration Report and to provide sufficient time for shareholders to raise any questions or make comments or suggestion on the Remuneration Report.

The directors recommend that shareholders vote in favour of this resolution.

PROXY FORM

Great Pacific Capital Limited ACN 096 781 716

Level 23 Angel Place 123 Pitt Street Sydney NSW 2000

I/We, _____
(print shareholder(s) name(s))

of _____
(print address of shareholder(s))

being a member(s) of Great Pacific Capital Limited ("**Company**") and entitled to attend and vote, hereby appoint:

(print proxy's name in full)

of _____
(print proxy's address)

OR the Chairman of the meeting ☐ (Tick box if you wish to appoint the Chairman of the Meeting to act as your proxy)

failing whom, or if no person(s) is named above, the Chairman of the Meeting, as my/our proxy(s) to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held on 25th November 2005, and at any adjournment thereof. The Chairman intends to vote undirected proxies in favour of the resolutions. If you intend to appoint the Chairman as your proxy but do not wish to direct your Proxy how to vote please place a mark (X) 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 proxy holder will be disregarded because of that interest. Should you desire to direct a proxy on how to vote, you should place a mark (X) in the appropriate box below against each resolution. Otherwise, the proxy may vote, as he/she thinks fit or abstain from voting.

Resolutions	For	Against	Abstain
Resolution 1 Receipt and approval of Annual Financial Report, Directors' Report and Auditor's Report	☐	☐	☐
Resolution 2 Approval of the Remuneration Report	☐	☐	☐

If two proxies are being appointed the number or percentage of voting shares this proxy is appointed to represent is _____ shares.

Signature of Shareholder(s) (signing instructions – see Explanation)

Signature

Signature

Date

Companies Only

Affix Company Seal here if applicable

*Director/Sole Director and Sole Secretary

Executed by _____
In accordance with the company's constitution and the Corporations Act 2001

*delete as applicable

Date

*Director/Secretary

Explanation

APPOINTMENT OF PROXY

- If you are unable to attend and vote at the Annual General Meeting of Great Pacific Capital Limited ("Company") on 25th November 2005, or any adjournment thereof and wish to appoint a person who is attending as your proxy, please complete and return this form of proxy. A proxy need not be a shareholder.
- Shareholders are entitled to appoint up to two persons (whether shareholders or not), to attend the meeting and vote. If you wish to appoint two proxies, please obtain a second proxy form by telephoning the Company Secretary on 02 9202 3000. Both forms should be completed with the nominated number or percentage of your voting rights on each form. Please return both proxy forms together. It is not appropriate to appoint a second proxy with a percentage of your voting rights unless you intend to complete your proxy instructions by inserting a mark in a box against the resolutions.

SIGNING INSTRUCTIONS

- The form of proxy must be signed by the shareholder (all joint shareholders must sign) or by his/her/their joint authorised attorney(s).
- If the shareholder is a corporation, this form of proxy should be signed:
- Under the common seal of the company by two directors, or a director and a secretary; or

- In the case of a proprietary company that has a sole director who is also the sole company secretary, by that director; or
- Under the hand of a duly authorised officer or attorney.
- If signed under Power of Attorney, the attorney hereby states that no notice of revocation of the power has been received. If the Power of Attorney or other authority (if any) has not been previously noted by the Company at its registered office at Level 23, 123 Pitt Street, Sydney, NSW 2000, it must be produced for noting by the Company or sent by facsimile to the Company on 02 9202 3098. A certified copy of a Power of Attorney is acceptable.
- If you require further information on how to complete the form of proxy please telephone the Company Secretary on 02 9202 3000.

LODGEMENT DETAILS

- The Company must receive the form of proxy by 11.00am on 23rd November 2005. We request that you return the form of proxy in the reply paid envelope provided in sufficient time so that it reaches the Company by the due time and date.
- Alternatively, the form of proxy can be sent by facsimile to the Company on 02 9202 3098 by 11.00am on 23rd November 2005.

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Alternatively, the Questions and Comments sheet can also be sent by facsimile to the Company on 02 9202 3098 by 11.00am on 23rd November 2005.

This image shows a single sheet of white paper with horizontal ruling lines. The lines are evenly spaced and run across the width of the page. There are no margins, text, or other markings on the paper.

Address of shareholder