



25 October 2004

The Manager
Company Announcement Office
Australian Stock Exchange Limited

Dear Sir,

Notice of Annual General Meeting

We wish to advise that the Annual General Meeting for Primelife Corporation Limited will be held at 2:00 p.m. on Friday, 26 November 2004 at Melbourne Exhibition & Convention Centre, Auditorium, Level 2, 2 Clarendon Street, Southbank. Attached are:

- Notice of Meeting.
- Explanatory Memorandum.
- Proxy Form.

Yours faithfully

Primelife Corporation Limited

Jim Hazel
Managing Director

Primelife Corporation Limited
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ABN 16 010 622 901
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South Melbourne
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NOTICE OF ANNUAL GENERAL MEETING

PRIMELIFE CORPORATION LIMITED

ACN 010 622 901

Notice is given that the Annual General Meeting of Primelife Corporation Limited (**Company**) will be held at 2:00 pm on Friday the 26th of November 2004 at Melbourne Exhibition and Convention Centre, Auditorium, Level 2, 2 Clarendon Street, Southbank.

AGENDA

Financial statements and reports

To receive and consider the financial statements and reports of the Directors and the auditors for the financial year ended 30 June 2004.

Resolution 1 – Re-election of Ronald J Walker AC CBE

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

'That Ronald J Walker AC CBE who retires by rotation in accordance with rule 79 of the Company's constitution, and being eligible, be re-elected as a Director of the Company'

Resolution 2 – Re-election of Sandra V McPhee

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

'That Sandra V McPhee who retires by rotation in accordance with rule 79 of the Company's constitution, and being eligible, be re-elected as a Director of the Company.'

NOTES

- (a) A member who is entitled to attend and cast a vote at the meeting is entitled to appoint a proxy.
- (b) The proxy need not be a member of the Company. A member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise.
- (c) If you wish to appoint a proxy and are entitled to do so, then complete and return the enclosed/attached proxy form.
- (d) A corporation may elect to appoint a representative, rather than appoint a proxy, in accordance with the *Corporations Act 2001* in which case the Company will require written proof of the representative's appointment which must be lodged with or presented to the Company before the meeting.
- (e) The Company has determined in accordance with regulation 7.11.37 of the *Corporations Regulations 2001* 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 pm on 24 November 2004.
- (f) If you have any queries on how to cast your votes then call Share Registry on 1300 554 474 during business hours.

DATED this 25th day of October 2004

By Order of the Board



Greg Flood
Company Secretary

EXPLANATORY MEMORANDUM
PRIMELIFE CORPORATION LIMITED
ACN 010 622 901

The Annual General Meeting of Primelife Corporation Limited is to be held at 2:00 pm on Friday the 26th of November 2004 pm on Friday the 26th of November 2004 at Melbourne Exhibition and Convention Centre, Auditorium, Level 2, 2 Clarendon Street, Southbank. This Explanatory Memorandum forms part of the formal notice of meeting for members.

Explanatory Notes – Financial Statements and Reports

Members will receive and consider the financial statements and reports of the Directors and the auditors for the year ended 30 June 2004.

No resolution is required for this item of business.

Explanatory Notes to Resolution 1

1. Re-Election of Ronald J Walker AC CBE

- 1.1 Ronald Walker AC CBE is Non-executive Deputy Chairman and member of the Asset & Balance Sheet Committee and the Marketing & Image Committee. Ronald Walker has been a member of the Board since June 2003. Mr. Walker was co-founder, director and a major shareholder of Hudson Conway Limited and co-founder and director of Crown Limited. He is currently a director of John Fairfax Holdings Limited, Chairman of the Australian Grand Prix Corporation and the Melbourne 2006 Commonwealth Games, a Commissioner of Soccer Australia Limited, and Chairman of the Microsurgery Foundation at St Vincent's Hospital. A former Lord Mayor of Melbourne who served two terms, Mr Walker is also a former Chairman of the Victorian Major Events Company.

In accordance with rule 79 of the Constitution Ronald Walker retires by rotation, and, being eligible for re-election, stands for re-election.

- 1.2 The Company's Board recommends the re-election of Ronald Walker, as Director of the Company.

Explanatory Notes to Resolution 2

2. Re-Election of Sandra V McPhee

- 2.1 Sandra McPhee is a Non-Executive Director and member of the Marketing & Image Committee and the People Strategy and Remuneration Committee. Sandra McPhee has been a member of the Board since June 2003. She has extensive international leadership experience in sales, marketing and consumer roles with major global brands. Ms McPhee spent the last 10 years in a number of senior commercial positions with Qantas Airways Limited. She is a Director of Australia Post, Coles Myer Limited, Perpetual Trustees Australia Limited, The Art Gallery of NSW and St.Vincent's and Mater Health. Ms McPhee is a Council Member of Chief Executive Women. Previous non-executive roles included Deputy Chairman of South Australia Water and a Director of the Tourism Council Australia and CARE Australia.

In accordance with rule 79 of the Constitution Sandra McPhee retires by rotation, and, being eligible for re-election, stands for re-election.

- 2.2 The Company's Board recommends the re-election of Sandra McPhee, as Director of the Company.



Primelife Corporation Limited
ABN 16 010 622 901

All Registry communications to:
C/- ASX Perpetual Registrars Limited
Level 4, 333 Collins Street, Melbourne, VIC, 3000
GPO Box 1736, Melbourne, VIC, 3001
Telephone: 1300 55 44 74
(03) 9615 9947
Facsimile: (03) 8614 2909
ASX Code : PLF
Email: registrars@asxperpetual.com.au
Website: www.asxperpetual.com.au

APPOINTMENT OF PROXY

If you propose to attend and vote at the General Meeting, please bring this form with you. This will assist in registering your attendance.

I/We being a shareholder of **Primelife Corporation Limited** and entitled to attend and vote hereby appoint

A

the **Chairman of the Meeting**
(mark box)

☐

OR Write here the name of the person
(excluding the registered securityholder) you are
appointing if this person/body corporate is
someone other than the Chairman of the Meeting

or failing the person/body corporate named, or if no person/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 instructions (or if no directions have been given, as the proxy sees fit) **at the Annual General Meeting of the Company to be held at 2.00pm Friday 26 November 2004 and at any adjournment of that meeting.** Where more than one proxy is to be appointed or where voting intentions cannot be adequately expressed using this form an additional form of proxy is available on request from the share registry. **Proxies will only be valid and accepted by the Company if they are signed and received in the Registrar's office no later than 48 hours before the meeting.**

Should you desire to direct your proxy how to vote on any resolution please insert ☒ in the appropriate box below.

Ordinary Business

For Against Abstain*

1. Re-election of Directors
Ronald J Walker AC CBE

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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2. Sandra V McPhee

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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The Chairman of the Meeting intends to vote undirected proxies in favour of the resolution.

* 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.

B SIGNATURE OF SECURITYHOLDERS - THIS MUST BE COMPLETED

Securityholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Securityholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Securityholder 3 (Individual)

Director

This form should be signed by the securityholder. If a joint holding, either securityholder may sign. If signed by the securityholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the securityholder's constitution and the Corporations Act 2001 (Cwlth).

ASX Perpetual Registrars Limited advises that Chapter 2C of the *Corporations Act* 2001 requires information about you as a securityholder (including your name, address and details of the securities you hold) to be included in the public register of the entity in which you hold securities. This information must continue to be included in the public register if you cease to be a securityholder. These statutory obligations are not altered by the *Privacy Amendment (Private Sector) Act* 2000. Information is collected to administer your security holding and if some or all of the information is not collected then it might not be possible to administer your security holding. Our privacy policy is available on our website (www.asxperpetual.com.au).

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