



EUMUNDI GROUP

Notice of Annual General Meeting

Notice is given that the annual general meeting of the shareholders of Eumundi Group Limited (**Company**) ACN 010 947 476, will be held at Hopgood Ganim Conference Room, Level 7, Waterfront Place, 1 Eagle Street, Brisbane Qld at 11.30 am on Thursday, 24 November 2005.

Agenda

Ordinary business

1 Annual financial report and directors' and auditor's reports

To receive and consider the annual financial report of the Company for the year ended 30 June 2005, together with the directors' report and auditor's report.

2 Adoption of remuneration report

To consider, and if thought fit, pass the following advisory only resolution:

"That the remuneration report for the year ended 30 June 2005 be adopted."

3 Re-election of Director – Mr Joe Ganim

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

"That Mr Joe Ganim, a Director retiring by rotation in accordance with the Company's constitution, be re-elected as a Director of the Company."

4 Non-executive Directors Fees

As required under ASX Listing Rule 10.17, to consider, and if thought fit, pass the following as an ordinary resolution:

"That the maximum aggregate amount payable to non-executive directors by way of directors' fees is increased from \$100,000 to \$250,000 per annum".

Voting exclusion statement

The Company will disregard any votes cast on resolution 4 by:

- any director of the Company; and
- an associate of that director.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy directs.

Explanatory Memorandum

Attached to and forming part of this notice of meeting is an Explanatory Memorandum, which provides shareholders with background information and further details on the resolutions to be considered at the meeting. The information provided is intended to assist shareholders in understanding the reasons for and the effect of the resolutions, if passed. Information is also presented in accordance with the requirements of the Corporations Act 2001 and the ASX Listing Rules.

Any terms used in this notice of meeting have the meaning given to them in the Explanatory Memorandum.

Proxies

A member entitled to attend and vote at the meeting is entitled to appoint another person as the member's proxy to attend and vote for the member at the meeting. A proxy need not be a member of the Company. A member who is entitled to cast two or more votes may appoint up to two proxies and may specify the proportion or number of votes that the proxy may exercise. If no such specification is given and two proxies are appointed, each may exercise half of the votes to which that member is entitled.

The proxy form must be signed by the member or the member's attorney, duly authorised in writing. Proxies by a company must be executed in accordance with its constitution.

To be valid, the signed proxy form (together with an original or certified copy of the power of attorney – if applicable) must be:

- delivered by post to Computershare Investor Services Pty Ltd, GPO Box 523, Brisbane Qld 4001; or
- sent by facsimile to Computershare Investor Services Pty Ltd on (07) 3237 2152; or
- lodged with the Company at its registered office at c/- Hopgood Ganim, Level 8, 1 Eagle Street, Brisbane, Queensland 4000,

so as to be received by 11.30 am on Tuesday, 22 November 2005, being not less than 48 hours before the time for holding the meeting.

A proxy form accompanies this notice of meeting.

Voting entitlements

The time for determining voting entitlements for the meeting will be 7.00 pm on Tuesday, 22 November 2005.

By Order of the Board

Leni Stanley
Company Secretary
11 October 2005



EUMUNDI GROUP

Explanatory Memorandum

This Explanatory Memorandum accompanies the notice of meeting for the annual general meeting of Eumundi Group Limited (**Company**) to be held on Thursday 24 November 2005.

Information relevant to the business to be considered at the annual general meeting is provided in this Explanatory Memorandum and shareholders should read this document in full.

Items of business

Item 2: Adoption of remuneration report

Eumundi's Remuneration Report contains the details of the policies, structure and remuneration of directors and senior executives.

The Remuneration Report is contained in Eumundi's Annual Report. Adoption of the Remuneration Report is a non-binding advisory vote, pursuant to section 250R of the Corporations Act. Nevertheless, the outcome of the vote will be taken into account by the Board when reviewing and setting remuneration policies for Eumundi.

The Directors unanimously recommend that shareholders vote in favour of resolution 2.

Items 3: Re-election of Director

In accordance with clause 3.6 of the Company's constitution, Mr J Ganim will retire at the annual general meeting and being eligible, offers himself for re-election.

3.1 Biography

Mr Joe Ganim, LL.B. Mr Ganim has been a Director of the Company since 1989 and became the Chairman of the Company in 1991. He is also a member of the Audit Committee. Mr Ganim graduated from the University of Queensland with a Bachelor of Laws Degree in 1970. He is a founding partner of Hopgood Ganim, Solicitors and Notary and is a Solicitor of the Supreme Court of Queensland and the High Court of Australia.

3.2 Directors' recommendation

Mr Gilbert De Luca and Mr Vernon Wills, Directors of Eumundi, recommend that shareholders vote in favour of resolution 3 (re-election of Mr Ganim as Director).

Item 4: Non-executive Directors' Fees

The current maximum aggregate amount which shareholders have approved to be paid as fees to the non-executive directors is \$100,000 per annum. This amount was approved by shareholders at the 1994 AGM.

Currently the chairman is paid an annual fee of \$40,000. Non-executive directors are each paid an annual fee of \$20,000, and the Chairman of the Audit Committee is paid an additional fee of \$10,000. There are no executive directors of Eumundi.

Clause 40.4 of the Eumundi Group Constitution provides that the fees on non-executive directors may not exceed in aggregate in any year the amount determined by

shareholders. The Constitution also provides that this amount may be divided among the non-executive directors in the manner and in the proportion determined by the directors.

Listing Rule 10.17 provides that a listed company must not, without shareholder approval, increase the total amount of non-executive directors' fees.

For the purposes of clause 40.4 of the Eumundi Group Constitution and Listing Rule 10.17 shareholder approval is sought to increase the maximum aggregate amount which can be paid as fees to the non-executive directors from \$100,000 to \$250,000 per annum, excluding the minimum statutory superannuation entitlements.

Eumundi Group undertakes an annual review of the fees paid to non-executive directors of other comparable Australia listed companies to ensure that the fees paid by Eumundi are competitive to enable Eumundi to attract and retain high calibre directors.

Increasing the maximum amount of non-executive directors' fees payable will give the Board the ability over the next two or three years to possibly expand the membership of the Board and committees and to increase non-executive directors' fees in line with market conditions. No immediate intention exists to increase the directors' remuneration but, with the company's activities rapidly expanding operations, the directors wish to have the capability of expanding the expertise of the Board to accommodate the expected growth. As shareholders will have seen, the Board has been very conservative in the quantifying of Director's fees, particularly where the Board has necessarily been required to adopt a very "hands on" approach in the business and acquisitions by the Company to see it at its current financially secure position.

4.1 Restrictions on voting for the Directors

In accordance with the Voting Exclusion Statement, the Company will disregard votes cast by the Directors of the Company and their associates in relation to resolution 4.



EUMUNDI GROUP
Eumundi Group Limited

ABN 30 010 947 476

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

Proxy Form

All correspondence to:

Computershare Investor Services Pty Limited
GPO Box 523 Brisbane
Queensland 4001 Australia
Enquiries (within Australia) 1300 552 270
(outside Australia) 61 3 9415 4000
Facsimile 61 7 3237 2152
www.computershare.com



000001

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EBG

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



Securityholder Reference Number (SRN)



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I N D

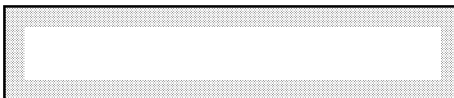
Appointment of Proxy

I/We being a member/s of Eumundi Brewing Group 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 Eumundi Brewing Group Limited to be held at Hoppgood Ganim Conference Room, Level 7, Waterfront Place, 1 Eagle Street, Brisbane, Queensland on Thursday 24 November 2005 at 11.30 am 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 to indicate your directions

- 2. Adoption of remuneration report (non-binding vote)
- 3. Re-election of Director - Mr Joe Ganim
- 4. Non-executive Directors Fees

	For	Against	Abstain*
2.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

* 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



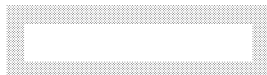
Mark with an 'X' if you wish to appoint a second proxy.

AND



%

OR

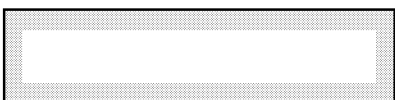


State the percentage of your voting rights or the number of securities for this Proxy Form.

PLEASE SIGN HERE

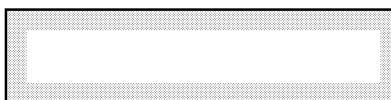
This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Securityholder 1



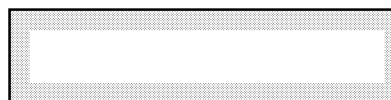
Individual/Sole Director and
Sole Company Secretary

Securityholder 2



Director

Securityholder 3



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

/ /



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 11.30 am on Thursday 24 November 2005. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Documents may be lodged using the reply paid envelope or:

IN PERSON Registered office c/- Hopgood Ganim, Level 8, 1 Eagle Street, Brisbane, Queensland

BY MAIL Share Registry - Computershare Investor Services Pty Limited, GPO Box 523, Brisbane QLD 4001 Australia
BY FAX 61 7 3237 2152