

# HEADLINE

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*Group Limited*

Registered Office: C/- McBurney & Partners, Level 10, 68 Pitt Street, Sydney, NSW 2000  
Telephone: (02) 9230 0808; Facsimile: (02) 9230 0807

4 November, 2009

**For immediate release to the market**

## **NOTICE OF ANNUAL GENERAL MEETING**

This announcement is to advise that Headline Group Limited ("Company") mailed on 30 October 2009 to its shareholders Notice of Annual General Meeting and Proxy Form, the meeting to be held on 30 November, 2009. A copy of the Notice is attached to this letter.

The Company's Full Year Statutory Accounts for the year ended 30 June 2009 were lodged with ASX and released to the market on 30 September 2009.

Copies of the Company's Annual Report were mailed with the Notice of Annual General Meeting to those shareholders who have requested copies. Copies were also mailed to all other shareholders to clearly communicate information regarding the new era for Headline Group Limited.

The Company's Annual Report has been posted on the Company's website at [www.headlinegroup.com.au](http://www.headlinegroup.com.au). Those shareholders who have elected to receive their copies of the Company's Annual Report electronically were emailed a link to the Company's website.

**Headline Group Limited**



**Ian Gordon**  
Company Secretary

# HEADLINE

*Group Limited*

[www.headlinegroup.com.au](http://www.headlinegroup.com.au)

26 October 2009

Dear Shareholder,

We herewith enclose our Financial Report for 2009, along with Notice of Annual General Meeting. You may have previously elected to receive the Report electronically (your Financial Report is also available online, simply visit [www.headlinegroup.com.au/shareholders.html](http://www.headlinegroup.com.au/shareholders.html)), however we have decided to provide all shareholders a hard copy of the Report to clearly communicate information re the new era for Headline Group Limited.

We have also enclosed a proxy form and reply paid envelope to enable you to vote if you are unable to attend the AGM which will be held on Monday, 30 November 2009 at 10.00 am at the offices of our auditors PKF, Level 10, 1 Margaret Street, Sydney.

Also, as a valued shareholder, we are very pleased to provide you with the enclosed voucher which entitles you to a 30% discount on any purchase in one of our Kids Central or Early Learning Centre (ELC) stores. We invite you to visit the store to take advantage of this exclusive shareholder's offer and take the time to experience our new business.

Once again, the Board would like to take this opportunity to thank employees for their hard work and commitment, and our shareholders for their support.

Yours sincerely,



George Choo  
Executive Director

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**HEADLINE GROUP LIMITED**  
ACN 060 199 082

**NOTICE OF ANNUAL GENERAL MEETING  
EXPLANATORY STATEMENT  
AND  
PROXY FORM**

**For a meeting to be held on 30 November 2009  
at 10.00 am.**

**PKF, Level 10  
1 Margaret Street  
Sydney NSW 2000**

## NOTICE OF ANNUAL GENERAL MEETING

### Headline Group Limited

ACN 060 199 082

Notice is hereby given that the Annual General Meeting of the shareholders of Headline Group Limited ("the Company") will be held at **PKF, Level 10, 1 Margaret Street, Sydney on 30 November 2009 at 10.00 am.**

The purpose of the Annual General Meeting is to consider the following items of business:

#### BUSINESS

##### Financial Report

To receive and consider the Financial Report of the Company for the period ended 30 June 2009 and the reports and statements of the directors and auditors thereon, in accordance with the Corporations Act 2001.

##### Resolutions

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

**1. Re-Election of Director – Mr Gordon Elkington**

"That Mr Gordon Elkington, being a director of the Company who retires by rotation in accordance with the Company's Constitution and, being eligible, is re-elected as a director of the Company."

**2. Re-Election of Director – Mr Ross Bartlett**

"That Mr Ross Bartlett, being a director of the Company whose tenure as a director of the Company ceases at the Annual General Meeting in accordance with the Company's Constitution and, being eligible, is re-elected as a director of the Company"

**3. Approval of Remuneration Report (non-binding resolution)**

"That the Remuneration Report for the period ended 30 June 2009 be adopted."

##### Other Business

To deal with any other business that may be legally brought forward.

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### ELIGIBILITY TO VOTE

The Board has determined that for the purposes of this meeting, shareholders will be taken to be the persons recorded on the Company's register of ordinary shareholders at **5:00 p.m. on 25 November 2009.**

### PROXIES

A member entitled to attend and vote at the Annual General Meeting may appoint 1 or 2 persons to attend and vote at the meeting as the member's proxy.

A proxy need not be a member. If 2 proxies are appointed, each proxy must be appointed to represent a specified proportion of the member's voting rights.

A proxy's authority to speak and vote for a member at the meeting is suspended if the member is present at the meeting.

Proxies may only be appointed by returning the enclosed proxy form to the Secretary at the Company's business address, Lot 3, Ground Floor, 23-29 South Street, Rydalmere, NSW 2116 or by fax on (02) 9684 2801 **by no later than 9.00 am on 26 November 2009.** Please ensure both sides of the form are faxed.

The proxy form must be signed by the member or an attorney duly authorised in writing. If the member is a Company, the form must be executed under the seal of the Company or by its duly authorised officer(s) or attorney.

By order of the Board.



Ian Gordon  
Secretary

DATED this 26th day of October 2009

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## EXPLANATORY STATEMENT

### 1. INTRODUCTION

#### 1.1 Voting on the Resolutions

You are encouraged to attend and vote at the meeting of shareholders. If you are unable or do not wish to attend, you can vote by completing and returning the enclosed proxy form.

Details of how to complete the proxy form are contained on the form. Proxy forms are to be received at our business address, Lot 3, Ground Floor, 23-29 South Street, Rydalmere, NSW 2116 or by fax on (02) 9684 2801, **by no later than 9.00 am 26 November 2009.**

### 2. INFORMATION ON THE ITEMS OF BUSINESS

#### 2.1 General

Shareholders have received this Notice of Annual General Meeting incorporating this Explanatory Statement, outlining the business for the Annual General Meeting.

The business of the meeting deals with 3 resolutions.

Provided below are details of each of the Resolutions and an explanation of the purpose of each resolution.

#### 2.2 Item 1

##### **Receive and consider the Financial Statements.**

In accordance with the Corporations Act 2001, shareholders will be given a reasonable opportunity at the AGM to ask questions and make comments on the financial statements and reports and on the business operations and management of the Company.

During the discussions on this item, the Company's auditor will be present and available to answer qualifying questions.

#### 2.3 Resolution 1

##### **Re-Election of Director – Mr Gordon Elkington**

**In accordance with article 6.3 of the Company's Constitution, Mr Gordon Elkington retires by rotation and, being eligible, offers himself for re-election at the Meeting.**

Mr Gordon Elkington is the Executive Chairman and until recently was the Managing Director of Headline. During his tenure, he has transformed the Group to the position of being debt free. Mr Elkington will lead a professional team to focus on the recently announced merger and the launching of Mothercare Australia.

The Directors, other than Mr Elkington, recommend that shareholders vote in favour of this resolution.

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## 2.4 Resolution 2

**Mr Ross Bartlett's tenure as a director of the Company ceases in accordance with the Constitution, being a director appointed as an additional director since the Company's previous Annual General Meeting. Being eligible, Mr Bartlett offers himself for re-election as a Director.**

In accordance with rule 6.2 of the Constitution of the Company, a director appointed to fill a casual vacancy or as an additional director only holds office until the next Annual General Meeting after their appointment. These directors may offer themselves for re-election.

Mr Bartlett was appointed to the Board on 1<sup>st</sup> September 2009 at the time of the merged Skansen-Kids Central entity. Mr Bartlett has over 30 years experience in retail, marketing, brand management and product development. Over that period, he held many senior management roles at Coles Myer including General Manager of Merchandising & Marketing for Kmart Australasia. He has experience in Strategic Planning and Buying-Brand management including the development of exciting new Brands and unique products, long term development of retail formats and their market positioning.

The Directors, other than Mr Bartlett, recommend that shareholders vote in favour of this resolution.

## 2.5 Resolution 3

### **Receive and consider the Remuneration Report.**

In accordance with S250R(2) of the Corporations Act 2001, a resolution must be put to the shareholders at the Annual General Meeting that the Remuneration Report of the company be adopted.

The Remuneration Report sets out the remuneration policy for the Company and explains remuneration arrangements in place for executive and non-executive directors and senior executives.

It should be noted that in accordance with S250R(3) of the Corporations Act 2001, the vote on the resolution is advisory only and does not bind the Directors or the Company.

## 2.6 Questions and comments by Shareholders at the Meeting

In accordance with the Corporations Act 2001, a reasonable opportunity will be given to shareholders at the meeting to ask questions or make comments on the management and operations of the company.

Similarly a reasonable opportunity will be given to shareholders to ask the Company's Auditor for the 2009 period, PKF, questions relevant to the conduct of the audit and the Auditor's report.

### **3. VOTING AND ELIGIBILITY**

#### **3.1 Introduction**

This section contains information on how shareholders can vote on the Resolutions.

#### **3.2 Quorum**

For there to be a quorum at the meeting of shareholders, there must be at least two shareholders present in person or by proxy.

#### **3.3 Eligibility to Vote**

Shareholders who are registered as at **5:00 p.m.** on **25 November 2009** will be eligible to vote on the Resolutions. Accordingly, transactions registered after that time will be disregarded in determining the members entitled to attend and vote at the meeting.

#### **3.4 Majorities Required**

All Resolutions to be put at this meeting will be put as Ordinary Resolutions. Ordinary Resolutions will only be passed if at least 50% of the votes cast by shareholders entitled to vote on the Ordinary Resolutions are voted in favour of the Resolutions.

Resolutions put at this meeting will be decided on a show of hands unless a poll is demanded before or immediately after the declaration of the result of the show of hands by:

- (i) the chairman of the meeting;
- (ii) no less than five members having the right to vote at the meeting;
- (iii) a member or members representing not less than one tenth of the total voting rights of all members having the right to vote at the meeting; or
- (iv) a member or members holding shares conferring the right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one tenth of the total sum paid up on all shares conferring that right.

#### **3.5 Results of Meeting**

It is intended that the results of the votes will be announced at the meeting.

#### **3.6 Any Questions**

If you have any queries about voting or proxies or any questions regarding the Resolutions, please call the Company Secretary, Mr. Ian Gordon on (02) 9230 0808.

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## Lodge your vote:



### By Mail:

Headline Group Limited  
Lot 3, Ground Floor  
23-29 South Street  
Rydalmere NSW 2116

000001 000 HLD  
MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

Alternatively you can fax your form to  
+61 2 9684 2801

## For all enquiries call:

(within Australia) 1300 850 505  
(outside Australia) +61 3 9415 4000

## Proxy Form

For your vote to be effective it must be received by 9:00am (AEDT) on Thursday 26 November 2009

### How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

### Appointment of Proxy

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

### Signing Instructions

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, 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 sign in the appropriate place to indicate the office held.

### Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the information tab, "Downloadable forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**Turn over to complete the form** →



To update your securityholding, 24 hours a day, 7 days a week, go to: [www.investorcentre.com](http://www.investorcentre.com)

To view the Annual Report, go to: <http://headlinegroup.com.au/shareholders.html>

- Access the annual report
- Review your securityholding
- Update your securityholding

### Your secure access information is:

SRN/HIN: I999999999



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999 IND

## Proxy Form

Please mark  to indicate your directions

### STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Headline Group Limited hereby appoint

the Chairman of the meeting **OR**

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

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 Headline Group Limited to be held at PKF, Level 10, 1 Margaret Street, Sydney NSW 2000 on Monday, 30 November 2009 at 10.00am and at any adjournment of that meeting.

### STEP 2 Items of Business

**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
1 To re-elect Mr Gordon Elkington as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 To re-elect Mr Ross Bartlett as a director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 To approve the Remuneration Report for the year ended 30 June 2009	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

### SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

\_\_\_\_\_

Contact Daytime Telephone

\_\_\_\_\_

Date / /

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