



**NOTICE OF
ANNUAL GENERAL MEETING**

Date: Friday 28 November 2003 at 9.00am

**Venue: Roxy Cinema
Warner Bros. Movie World
Pacific Motorway, Oxenford
Queensland**



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the fifteenth Annual General Meeting of Village Roadshow Limited (the "Company") will be held in the Roxy Cinema, Warner Bros. Movie World, Pacific Motorway, Oxenford, Queensland, on Friday 28 November 2003 at 9.00am

SHAREHOLDERS ARE ADVISED TO READ THIS NOTICE OF MEETING CAREFULLY

ORDINARY BUSINESS

- A. To consider the Financial Reports, Directors' Report and Auditor's Report for the year ended 30 June 2003.

- B. To elect Directors:
 - i) William J. Conn; and
 - ii) Peter D. Jonson

retire from office by rotation in accordance with Article 17.1(a) and, each being eligible, offers himself for re-election.

Dated: 24 October 2003

By order of the Board

P. S. Leggo
Group Company Secretary

VOTING ELIGIBILITY AND PROCEDURES

1. If you are unable to attend the meeting, you may appoint a proxy to attend the meeting on your behalf. See the section below headed "Appointment of Proxies".
2. If you are attending the meeting, **please bring your bar coded Proxy Form/Invitation** to assist in shareholder identification and registration.
3. **Only ordinary shareholders may vote at the meeting.** Subject to the outcome of the General and Scheme Meetings to be held on 3 November 2003, A Class Preference shareholders or Unsecured Note holders may attend but not vote. Any votes cast by either A Class Preference shareholders or Unsecured Note holders will be disregarded in determining the result of the resolutions.
4. On a show of hands each ordinary shareholder present in person or by proxy, representative or attorney is entitled to one vote.
5. On a poll every ordinary shareholder present in person or by proxy, representative or attorney has one vote for every ordinary share held.
6. In accordance with Regulation 7.11.37 of the *Corporations Act 2001*, all ordinary securities of the Company that are quoted securities at 7.00 pm Melbourne time on Wednesday 26 November 2003 are taken, for the purposes of the above meeting, to be the persons who held them at that time. Only those persons will be entitled to vote at the Annual General Meeting on Friday, 28 November 2003.

APPOINTMENT OF PROXIES

1. Each member entitled to attend and vote at the meeting is entitled to appoint no more than 2 persons as their proxy or proxies to attend and vote at the meeting on their behalf. If more than one proxy is appointed, the appointment is of no effect unless each proxy is appointed to represent a specified proportion of the member's voting rights. If more than one proxy is appointed, neither proxy shall have the right to vote on a show of hands but only on a poll.
2. A proxy need not be a member of the Company.
3. In the case of joint holders all should sign the proxy form.
4. In the case of corporations, proxies must be executed in accordance with Section 127 of the *Corporations Act 2001* or signed by an authorised officer or attorney.
5. A proxy form signed under a power of attorney, to be valid, must be accompanied by the signed power of attorney, or certified copy of such power of attorney.
6. If you mark the abstention box on the proxy form for any item of business, you are directing your proxy not to vote on a show of hands or on a poll and your shares will not be counted in calculating the required majority on a poll. If you do not indicate how your proxy is to vote, they may vote as they see fit.
7. If the proxy is signed by the member but does not name the proxy or proxies in whose favour it is given, the Chairman may either act as proxy or complete the proxy by inserting the names of one or more Directors. The Chairman intends to vote all undirected proxies in favour of all resolutions.
8. The proxy form for ordinary shareholders is enclosed with this Notice of Meeting. To be valid it must be completed and deposited so that it is **received not later than 10.00 am Melbourne Time on Wednesday 26 November 2003**. Completed proxy forms can be lodged at the Company's share registry **using the reply paid envelope provided**:

Computershare Investor Services Pty Ltd
Reply Paid 242, Melbourne, Victoria 3000
Or by facsimile: +61 3 9473 2555