

**To be held at Four Points by Sheraton (Darling Harbour),
161 Sussex Street, Sydney, New South Wales, 2000
Thursday, 28 August 2008, 2.00pm (AEST)**

Notice of Annual General Meeting

NOTICE is hereby given of the annual general meeting of members of RR Australia Limited ACN 072 507 147 ("**the Company**") to be held:

Date: Thursday, 28 August 2008

Time: 2.00pm (AEST)

Venue: Four Points by Sheraton (Darling Harbour), 161 Sussex Street, Sydney, New South Wales, 2000

BUSINESS

1. Chairman's address and Chief Executive Officer's Review of Operations

2. Receipt of Annual Financial Report

Receipt of the Company's Financial Report, the Directors' Report and the Auditor's Report for the year ended 31 March 2008.

3. Adoption of Remuneration Report

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

"That the Remuneration Report for the year ended 31 March 2008 be adopted."

Note: This is an advisory resolution and does not bind the directors or the Company.

4. Election of Director

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

"That David Carter, who retires and being eligible offers himself for re-election, be re-elected as a director of the Company."

Retirement and re-election is in accordance with Rule 48(a) of the Constitution of the Company and is required by ASX Listing Rule 14.5 which obligates any entity with Directors to hold a yearly election even when no Director is otherwise required to submit for election.

By order of the Board



Peter Eaton
Company Secretary
Date: 25 July 2008

VOTING BY PROXY

- (a) (right to appoint): Each shareholder has the right to appoint a proxy to attend and vote for the shareholder at this meeting.
- (b) (two proxies): To enable a shareholder to divide their voting rights, a shareholder may appoint 2 proxies. Where 2 proxies are appointed:
 - (i) a separate Proxy Form should be used to appoint each proxy; and
 - (ii) the Proxy Form may specify the proportion, or the number, of votes that the proxy may exercise, and if it does not do so the proxy may exercise half of the votes.
- (c) (who may be a proxy): A shareholder can appoint any other person to be their proxy. A proxy need not be a shareholder of the Company. The proxy appointed can be described in the Proxy Form by an office held, for example, "the Chair of the Meeting".
- (d) (signature(s) of individuals): In the case of shareholders who are individuals, the Proxy Form must be signed:
 - (i) if the shares are held by one individual, by that shareholder; or
 - (ii) if the shares are held in joint names, by any one of them.
- (e) (signatures on behalf of companies): In the case of shareholders who are companies, the Proxy Form must be signed:
 - (i) if it has a sole director who is also sole company secretary, by that director (and stating that fact next to, or under, the signature on the Proxy Form); or
 - (ii) in the case of any other company, by either 2 directors or a director and company secretary.
- (f) (other authorised persons): If the person signing the Proxy form is doing so under power of attorney, or is an officer of a company outside of (e) above but authorised to sign the Proxy Form, the power of attorney or other authorisation (or a certified copy of it), as well as the Proxy Form, must be received by the Company by the time and at the place in (g) below.
- (g) (lodgment place and deadline): A Proxy Form accompanies this notice. To be effective, Proxy Forms (duly completed and signed) must be received by the Company at its registered office:
 - (i) at Computershare Investor Services Ltd GPO Box 4195 Sydney NSW 2000; or
 - (ii) by facsimile on (03) 9473 2118,
no later than 2.00pm (AEST) Tuesday 26 August 2008.

SHAREHOLDERS WHO ARE ENTITLED TO VOTE

For the purposes of this meeting and in accordance with regulation 7.11.37 of the Corporations Regulations 2001, the directors have determined that a person's entitlement to vote at the meeting will be the entitlement of that person set out in the register of members as at 7.00pm (AEST) on Tuesday 26 August 2008.

EXPLANATORY STATEMENT

Item 1: Chairman's address and Chief Executive Officer's Review of Operations

1. The Chairman will make his address and the Chief Executive Officer will present a review of the Company's operations.

Item 2: Receipt of Annual Financial Report

2. As required by the Corporations Act 2001, the Financial Report, the Directors' Report, and the Auditor's Report for the year ended 31 March 2008 will be laid before the meeting. There is no requirement for a formal resolution on this item. However, the chair of the meeting will allow a reasonable opportunity for the shareholders as a whole at the meeting to ask questions about, or make comments on, those reports.
3. Shareholders should refer below in relation to asking questions directed to the auditor.

Item 3: Adoption of Remuneration Report

4. The Remuneration Report is set out, under the heading "Remuneration Report", on pages 18 to 25 of the Company's Annual Report for the year ended 31 March 2008. The Remuneration Report:
 - (a) provides discussion of the board's policy on remuneration of directors and senior managers and the relationship between such policy and the Company's performance; and
 - (b) sets out prescribed information in relation to the directors and senior managers, including their fixed remuneration and any performance related remuneration.
5. The chair of the meeting will allow a reasonable opportunity for the shareholders as a whole at the meeting to ask questions about, or make comments on, the Remuneration Report.
6. Under section 250R(3) of the Corporations Act, the vote on the resolution to adopt the Remuneration Report is advisory only and does not bind the directors or the Company.
7. Your directors unanimously recommend that you vote in favour of the resolution in Item 3.

Item 4: Election of David Carter as a director

8. David Carter is Chairman of the Audit, Risk and Compliance Committee. David is a lawyer and corporate advisor who recently stepped down as a partner of a major international law firm. David has significant experience in corporate, commercial and international law. He is currently Chairman of ASX listed TSV Holdings Limited, a Director of VENCORP (the independent Victorian government regulator of gas and electricity transmission systems), and a Director of Property Investment Association of Australia Limited. David holds a Bachelor of Economics and a Bachelor of Laws (Hons) degree from Monash University, a Masters of Laws degree from Monash University and a Bachelor of Civil Law degree from Oxford University.
9. Mr Carter was appointed as a Director on 3 November 2006.
10. The Board, without the presence of Mr Carter, unanimously resolved to recommend the re-election of Mr Carter at the AGM.

Questions and comments on management of the Company

11. The chair of the meeting will allow a reasonable opportunity for the shareholders as a whole at the meeting to ask questions about, or make comments on, the management of the Company.
12. In addition, shareholders may submit written questions to the Company no later than the fifth business day before the day on which the meeting is held.

Questions to the auditor

13. Any shareholder may submit to the Company a written question directed to the Company's auditor KPMG if the question is relevant to:
 - (a) the content of the Auditor's Report to be considered at the meeting; or
 - (b) the conduct of the audit of the annual Financial Report to be considered at the meeting.
14. Any relevant written question under paragraph 13 above must be received by the Company no later than the fifth business day before the day on which the meeting is held.
15. The chair of the meeting will allow a reasonable opportunity for the shareholders as a whole at the meeting to ask the auditor or the auditor's representatives questions relevant to:
 - (a) the conduct of the audit;
 - (b) the preparation and content of the Auditor's Report;
 - (c) the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
 - (d) the independence of the auditor in relation to the conduct of the audit.