

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, 20 August 2009

Time: 2.00pm (AEST)

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

NOTICE OF ANNUAL GENERAL MEETING

ORDINARY 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 2009.

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 2009 be adopted."

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

4. Re-Election of Bernard Carrasco as a director

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

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

SPECIAL BUSINESS

5. To consider and, if thought fit, to pass the following resolution as a special resolution to change the name of the Company:

"That the name of the Company be changed from 'RR Australia Limited' to 'Thorn Group Limited.'"

By order of the Board



Peter Eaton
Company Secretary

Date: 17 July 2009

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 18 August 2009.

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 18 August 2009.

EXPLANATORY STATEMENT

ORDINARY BUSINESS

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 2009 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 19 to 26 of the Company's Annual Report for the year ended 31 March 2009. 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: Re-Election of Bernard Carrasco as a director

8. Bernard Carrasco is a business consultant advising privately owned businesses and is also Chairman of ASX listed Tutt Bryant Group Limited. His previous positions include Managing Director of Email Metering, Chief Financial Officer and a Director of OneSteel Limited, Chief Financial Officer of BHP Steel and a Director of Steel and Tube Holding Limited (New Zealand). Bernard holds qualifications from Ecole Supérieure de Commerce, Marseille, France and an MBA from the University of Cape Town, South Africa. He is also a former fellow of the Institute of Chartered Management Accountants, UK.
9. Mr Carrasco was appointed as a Director on 3 November 2006.

10. Mr Carrasco is Chairman of the Board, Chairman of the Remuneration and Nomination Committee and a member of the Audit, Risk and Compliance Committee
11. Your Directors (other than Mr Carrasco) recommend the re-election of Mr Bernard Carrasco.

SPECIAL BUSINESS

Item 5: Special Resolution to change the name of the Company to Thorn Group Limited

12. The Company was originally listed as RR Australia Limited on 13 December 2006. However prior to this time the Company was known as Thorn Asia Pacific Pty Ltd and had links to the Thorn brand which has over 80 years of history internationally. The decision to list as RR Australia was borne out of linking the main operating business name of Radio Rentals with that of the listed entity and at that time Radio Rentals represented in excess of 95% of the Company's turnover. RR Australia was chosen due to issues surrounding the usage of Radio Rentals as a business name by another unrelated entity.

The Company's main trading entity however has remained Thorn Australia Pty Ltd which conducts all business activities through the various brands.

Since listing the Company has relaunched the Rentlo brand in South Australia and has launched Cashfirst and BigBrownBox.com.au. In addition it conducts operations under Thorn Business Services and Thorn Financial Services.

Reasons for changing the name:

- a. The development of other businesses and brands;
- b. Market recognition of Thorn Group being superior to that of RR Australia;
- c. Simplifying of names within the business with Thorn Group Limited as the listed entity and Thorn Australia Pty Ltd as the trading company. There is currently an amount of confusion; and
- d. Potential development of Thorn branded product, given suitable consents from Thorn IP Limited.

This matter has been discussed with a number of major shareholders who have indicated their support on the grounds stated above.

The resolution is a Special Resolution and will be passed if at least 75% of the votes that are cast by shareholders entitled to vote on the resolution are voted in favour of the resolution.

If the change of name is approved by Shareholders, application will immediately be made to ASIC to alter the details of the Company's registration by registering the new name and the Company's ASX Code will change from RRA to TGA.

Your Directors unanimously recommend that Shareholders approve the change of name of 'RR Australia Limited' to 'Thorn Group Limited'.

EXPLANATORY STATEMENT (CONTINUED)

Questions and comments on management of the Company

13. 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.
14. 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

15. 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.
16. Any relevant written question under paragraph 15 above must be received by the Company no later than the fifth business day before the day on which the meeting is held.
17. 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.

Registered office

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