

COUNSEL'S CHAMBERS LIMITED

NOTICE OF MEETING

Notice is hereby given that the **FIFTY SECOND ANNUAL GENERAL MEETING** of shareholders of Counsel's Chambers Limited will be held on Level 1, Selborne Chambers, 174 Phillip St, Sydney on 17 November 2005 at 4.30 p.m.

BUSINESS

ORDINARY BUSINESS

1. To receive and consider the Statement of Financial Performance the Statement of Financial Position and Statement of Cash Flows of the Company for the year ended 30 June, 2005 together with the Directors' Declaration and the Reports of the Directors and Auditors.
2. To elect Directors. Mr. P.M. Biscoe Q.C., Mr. F. Curtis and Mr. M.A. Robinson retire by rotation and, being eligible, offer themselves for re-election.
3. Mr. J. Sexton SC who was appointed since the last Annual General Meeting to fill a casual vacancy retires pursuant to Article 64 of the company's constitution and, being eligible, offers himself for re-election.

SPECIAL BUSINESS

4. The Board has received a number of requests that the Constitution be changed to provide for a corporation that is wholly owned by Barristers be entitled to own shares in the Company, this change has been requested to provide for corporations owned by our shareholders to own shares in the Company. In response to these requests the Board is recommending that the Constitution be changed as follows:

To consider and, if thought fit, pass the following resolution as a Special Resolution;

That the Constitution of the Company be amended by inserting in Article 6 after paragraph (c) the following new paragraph:

- (ca) *a corporation in which practising barristers hold the whole of the issued shares; or a co-operative (within the meaning of the Co-operatives Act 1992) in which all the members are practising barristers and hold the whole of the issued shares (if shares have been issued); or a company limited by guarantee in which all members are practising barristers; provided, in each*

case, in the opinion of the Board of directors, such barristers continue to occupy personally space in any building owned or leased by the company;

A full text of the Constitution may be viewed on the Company's website at www.counselschambers.com.au.

6. To consider any other business which may be brought forward in accordance with the Company's Constitution.

Dated at Sydney this 5th day of October 2005.

By Order of the Board.

DEBBIE GEORGE
GENERAL MANAGER

A member entitled to attend and vote at the above meeting is entitled to appoint not more than two proxies to attend and vote in his stead. Where more than one proxy is appointed each proxy must be appointed to represent a specified proportion of the member's voting rights. A proxy need not be a member. Proxies must be deposited at the office of the Company, First Floor, 174 Phillip Street, Sydney not less than 24 hours before the time for holding the meeting.

(PLEASE NOTE THAT IF YOUR SHARES ARE HELD BY A COMPANY, PROXIES SHOULD BE COMPLETED UNDER THE SEAL OF THAT COMPANY IF REQUIRED BY THE ARTICLES OF ASSOCIATION)

Pursuant to Article 74 of the Company's Constitution, nominations for Director must be left at the office of the Company at least 24 hours before the meeting.