

29 September 2008

Dear Shareholder

Accompanying this letter is the Notice of Annual General Meeting of the Company which is to be held on 29 October 2008, together with accompanying documentation.

The Company has previously written to shareholders under which shareholders could elect to receive the Annual Report via email or printed copy.

For shareholders who made no election to receive the Annual Report via email or printed copy, the default option to receive the Annual Report is via the Company's website. In that regard you can access the Annual Report at <http://www.rpdata.net.au/news/ir/financialreports.html>.

I look forward to your attendance of the Annual General Meeting.

Yours sincerely



Sean Corbin  
Company Secretary

[www.rpdata.com](http://www.rpdata.com) RP Data Ltd. ABN: 67 087 759 171

QLD  
Locked Bag 5  
Eagle Farm  
QLD 4009  
P:(07) 3114 9999  
F:(07) 3114 9900

NSW  
Po Box 430  
Parramatta  
NSW 2150  
P:(02) 9893 8255  
F:(02) 9893 8663

VIC  
Po Box 699  
Hawthorn  
VIC 3122  
P:(03) 8803 3199  
F:(03) 8803 3100

SA  
GPO Box 2603  
Adelaide  
SA 5001  
P:(08) 8233 6933  
F:(08) 8221 6733

WA  
Po Box 759  
Osborne Park  
WA 6916  
P:(08) 9443 6855  
F:(08) 9443 6866

RP-NZ  
Po Box 4072  
Wellington  
New Zealand  
P:(0011) 644 470 6152  
F:(0011) 644 473 5975

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**NOTICE OF ANNUAL GENERAL MEETING  
RP DATA LTD  
A.C.N 087 759 171**

**NOTICE IS HEREBY GIVEN** that the **ANNUAL GENERAL MEETING** of **RP DATA LTD** (“the Company”) will be held at the Registered Office of the Company, 6 Eagleview Place, Eagle Farm, Brisbane, on 29<sup>th</sup> October 2008 at 11:00am.

**BUSINESS**

**1. Financial Report**

To receive and consider the financial statements, the Directors Reports, Directors Declarations and Auditor’s Report for the year ended 30 June 2008.

**2. Resolution 1 – Remuneration Report**

To consider and, if thought fit, pass the following resolution:

*“That the Remuneration Report, for the year ended 30 June 2008, be adopted.”*

**3. Resolution 2 – Re-election of Director**

To consider and, if thought fit, pass the following resolution:

*“That Mr Edward Pretty, who retires by rotation in accordance with the Company’s Constitution and being eligible, offers himself for re-election, be re-elected a Director of the Company.”*

**4. Resolution 3 – Ratification of shares issued to Shareholders of EVR Services Pty Ltd and Tele Image Businesses Pty Ltd**

“That in accordance with the provisions of Listing Rule 7.4 of the Official Listing Rules (**Listing Rules**) of the Australian Securities Exchange Limited (**ASX**), and for all other purposes, the previous issue of 2,933,360 ordinary shares in the share capital of the Company (**Shares**) at an issue price of one dollar and eighty-seven cents (\$1.87) each be ratified”

**NB:** In accordance with the Listing Rules:

- a) A total of 2,933,360 Shares were issued to Shareholders of EVR Services Pty Ltd and Tele Image Pty Ltd as follows:
- b) The 2,933,360 Shares were issued at the issue price of one dollar and eighty-seven cents (\$1.87).
- c) The Shares have the same rights and entitlements as all other fully paid ordinary shares in the capital of the Company.
- d) The Shares were issued as part of the payment for the acquisition of the EVR Services and Tele Image Businesses.

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**5. Resolution 4 – Ratification of gift shares issued to employees of RP Data Ltd.**

“That in accordance with the provisions of Listing Rule 7.4 of the Official Listing Rules (**Listing Rules**) of the Australian Securities Exchange Limited (**ASX**), and for all other purposes, the previous issue of 54,599 ordinary shares in the share capital of the Company (**Shares**) at an issue price of one dollar and thirty-four cents (\$1.34) each be ratified”

**NB:** In accordance with the Listing Rules:

- a) A total of 54,599 Shares were issued to RP Data staff.
- b) The 54,599 Shares were issued at the issue price of one dollar and thirty-four (\$1.34).
- c) The Shares have the same rights and entitlements as all other fully paid ordinary shares in the capital of the Company.
- d) Shares were issued as a gift to employees of RP Data Ltd



By Order of the Board

**SEAN CORBIN**

Company Secretary

Date: 29 September 2008

## VOTING INSTRUCTIONS

### Voting Exclusions

The Company will disregard any votes cast on Resolution 3 by:

- Tele Image Pty Ltd or EVR Services Pty Ltd
- An associate of these persons

The Company will disregard any votes cast on Resolution 4 by:

- Recipients of the gift shares
- An associate of these persons

However, the entity need not disregard a vote if:

- It is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- It is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form to vote as the proxy decides.

### Voting Entitlement

For the purpose of the Annual General Meeting, only those persons holding shares at 7:00pm (AEST) on 27 October 2008 will be recognised as shareholders. This means that if you are not the registered shareholder at that time you will not be entitled to vote at the meeting.

### How to vote

You may vote by attending the meeting in person or by proxy, attorney or a body corporate can appoint a corporate representative.

### Voting in person

You may vote by attending the meeting. The meeting details are at the front of this Notice of Meeting.

### Voting by proxy

A shareholder who is entitled to attend and vote at the meeting may appoint a person as the shareholder proxy to attend and vote on behalf of the shareholder. Proxies need not to be shareholders of the company.

A shareholder who is entitled to attend and cast two or more votes at the meeting may appoint **not more than two proxies** to attend and vote on behalf of the shareholder.

Where two proxies are appointed, each proxy must be appointed to represent a specified portion of the shareholder's voting rights.

Any person who is a joint holder of shares may appoint a proxy by completing the proxy form attached to this notice of meeting. If more than one joint holder appoints a proxy or seeks to vote personally at the meeting, then the person whose name stands first on the register shall alone be entitled to vote.

If the appointment is signed by an attorney, the power of attorney or a certified copy of it must be sent with the proxy form.

If you wish to vote by proxy, please complete and sign the proxy form included with this notice of meeting and return it to RP Data Ltd's Share Registry, Computershare Investor Services Pty Limited, **so that it is received no later than 11:00am on 27 October 2008:**

**by mail**           Computershare Investor Services Pty Limited GPO Box 242 Melbourne  
                          Vic, 3001 Australia  
**by facsimile**   1800 783 447 within Australia outside of Australia and +61 (03) 9473 2555  
**by delivery**    Level 19, 307 Queen Street, Brisbane QLD 4000

If the proxy form is not received by the time stated above it will be invalid.

## **EXPLANATORY NOTES**

### **IMPORTANT NOTICE**

*These Explanatory Notes are an explanation of, and contain information about, the Resolutions to be considered at the Annual General Meeting and are set out in the accompanying Notice of Annual General Meeting to assist Shareholders to determine how they wish to vote on the Resolutions.*

Shareholders should read these Explanatory Notes in full because individual sections do not give a comprehensive review of the Resolutions. These Explanatory Notes form part of the accompanying Notice of Annual General Meeting and should be read together with the Notice of Annual General Meeting.

If you are in doubt about what to do in relation to the Resolutions contemplated in the Notice of Annual General Meeting, you should consult your financial or other professional advisor.

### **Financial Report**

There is no requirement for the shareholders to pass a resolution on this item. The shareholders will be given an opportunity to ask questions or comments on the report at the meeting. The company's Auditors, KPMG, will be available to answer questions relating to the conduct of the audit and preparation and content of the Auditors Report.

### **Resolution 1 – Remuneration Report**

The Remuneration Report, set out in the Company's Annual Report 2008, explains the Board's policies in relation to the nature of remuneration paid to the directors and senior executives.

The shareholders will be given an opportunity to ask questions or comment on the report at the meeting. The Board unanimously recommends the shareholders vote in favour of this resolution.

The vote on this item is advisory only and does not bind the directors of the Company. However, the Board will take the outcome of this vote into consideration when reviewing its remuneration policies and practices of the Company.

### **Resolution 2 – Re-election of Director**

Mr Edward Pretty retires by rotation in accordance with the Company's Constitution, and being eligible, offers himself for re-election as a director.

Mr Pretty brings extensive senior management and Board experience in the telecommunications, IT and related media / information industries. Mr Pretty has recognised strengths in strategic

leadership accompanied by strong operational and financial competence, spending years as an Officer and Senior Executive of Telstra Corporation Limited, holding various roles including head of technology, retail and international divisions as well as Chairman of Sensis.

Mr Pretty is an Executive Director of Macquarie Capital Advisers Limited, and holds other non-listed company Board positions.

**Resolution 3 – Ratification of shares issued to Shareholders of EVR Services Pty Ltd and Tele Image Businesses Pty Ltd**

Pursuant to an agreement dated the 17<sup>th</sup> September 2007 between RP Data and the shareholders of EVR Services Pty Ltd and Tele Image Pty Ltd, the company agreed to purchase for a mixture of cash and shares, 100% of the shares of EVR Services Pty Ltd and the business of Tele Image Pty Ltd.

The consideration payable by the company included 2,933,360 of ordinary shares in the share capital of RP Data.

Resolution 3 seeks shareholder ratification of the issue of 2,933,360 shares at an issue price of \$1.87. The shares were issued on the 17<sup>th</sup> September 2007 with the same rights and entitlements as all other existing fully paid ordinary shares in the company.

**Resolution 4 – Ratification of gift shares issued to employees of RP Data Ltd**

Resolution 4 seeks shareholder ratification of the issue of 54,599 ordinary shares at a price of \$1.34 per share to employees of RP Data.

These employees received the equivalent of \$1000 worth of ordinary shares as a reward for services rendered during the 2007 financial year.

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

**Lodge your vote:**



**Online:**

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



**By Mail:**

Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia

Alternatively you can fax your form to  
(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

**For all enquiries call:**

(within Australia) 1300 552 270  
(outside Australia) +61 3 9415 4000

**Proxy Form**



Vote online or view the annual report, 24 hours a day, 7 days a week:

**[www.investorvote.com.au](http://www.investorvote.com.au)**



**Cast your proxy vote**



**Access the annual report**



**Review and update your securityholding**

**Your secure access information is:**

**Control Number: 999999**

**SRN/HIN: I9999999999**



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

**For your vote to be effective it must be received by 11.00am Monday 27 October 2008**

**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 for Postal Forms**

**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.computershare.com](http://www.computershare.com).

**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.

**GO ONLINE TO VOTE,  
or turn over to complete the form** →

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

I ND

## 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 RP Data 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 RP Data Limited to be held at the registered office of RP Data Limited, 6 Eagleview Place, Eagle Farm, Brisbane on Wednesday, 29 October 2008 at 11.00am and at any adjournment of that meeting.

**Important for Item 4:** If the Chairman of the Meeting is your proxy and you have not directed him/her how to vote on Item 4 below, please mark the box in this section. If you do not mark this box and you have not directed your proxy how to vote, the Chairman of the Meeting will not cast your vote on Item 4 and your vote will not be counted in computing the required majority if a poll is called on this Item. The Chairman of the Meeting intends to vote undirected proxies in favour of item 4 of business.

I/We acknowledge that the Chairman of the Meeting may exercise my proxy even if he/she has an interest in the outcome of that Item and that votes cast by him/her, other than as proxy holder, would be disregarded because of that interest.

### 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 Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-election of Mr Edward Pretty as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Ratification of Share Issue to Shareholders of EVR Services Pty Ltd and Tele Image Businesses Pty Ltd	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Ratification of Gift Shares Issued to Employees of RP Data Ltd	<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

\_\_\_\_/\_\_\_\_/\_\_\_\_

RPX

291008A

Computershare +