

McGUIGAN SIMEON WINES LIMITED

NOTICE OF ANNUAL GENERAL MEETING

ACN 052 179 932

Notice is given that the Annual General Meeting of McGuigan Simeon Wines Limited (the "Company") will be held at the Grand Lodge Room, Sydney Masonic Centre, 279 Castlereagh Street, Sydney, on Wednesday 22 November, 2006 at 3.00 pm.

Ordinary Business

A. Accounts

To consider and receive the Financial Report, the Director's Report and the Auditor's Report of the Company for the year ended 30 June 2006.

B. Election of Director

Resolution 1

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

"That Dane B Hudson is elected as a director of the Company."

C. Re-election of Directors

Resolution 2

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

"That Brian J McGuigan is re-elected as a director of the Company."

Resolution 3

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

"That Ian D Ferrier is re-elected as a director of the Company."

D. Adoption of Remuneration Report

Resolution 4

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

"That the Remuneration Report of the Company for the year ended 30 June 2006 be adopted."

Please note that the vote on this resolution is advisory only and does not bind the directors or the Company.

E. Approval of Issue of Shares to Non-Executive Directors – Non-Executive Directors' Share Scheme

Resolution 5

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

"That the following issues of shares to non-executive directors of the Company for the financial years ending 30 June 2007, 2008 and 2009 be approved for the purposes of Listing Rule 10.14 of the Australian Stock Exchange Listing Rules, Rule 109.1(b) of the Company's Constitution and the terms of the Company's Non-Executive Directors' Share Scheme subject to the terms set out in the Explanatory Notes):"

| Non-Executive Director | A Shares per year not subject to a performance hurdle | B Shares per year subject to a performance hurdle | C Maximum number of shares over three year period |
|------------------------|--|--|--|
| David S Clarke | 22,000 | 11,000 | 99,000 |
| Ian D Ferrier | 11,000 | 5,500 | 49,500 |
| Nicholas F Greiner | 11,000 | 5,500 | 49,500 |
| Perry R Gunner | 11,000 | 5,500 | 49,500 |
| Christopher L Harris | 11,000 | 5,500 | 49,500 |

The number of shares not subject to a performance hurdle (as listed in column A above) shall be issued to the relevant non-executive director as soon as practicable after 30 June in each of the years 2007, 2008 and 2009.

The number of shares subject to a performance hurdle (as listed in column B above) shall be issued to the relevant non-executive director as soon as practicable following the release to the Australian Stock Exchange of the Company's financial statements for each of the financial years ending 30 June 2007, 2008 and 2009 provided the performance criteria set out in the Explanatory Notes is achieved."

Voting Exclusion Statement – Resolution 5

The Company will disregard any votes cast on Resolution 5 by the directors of the Company and associates of those directors. However, the Company need not disregard a vote if:

- (a) 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
- (b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Notes

1. Entitlement to Attend and Vote

For the purposes of the meeting, those shareholders who are registered members as at the close of business (7 pm Sydney time) on 20 November 2006 will be voting members for the meeting. Accordingly, transactions registered after that time will be disregarded in determining shareholders entitled to attend and vote at the meeting.

2. Appointment of Proxies

A member entitled to attend and vote at the above meeting is entitled to appoint a person as its proxy to attend and vote for the member at the meeting. An appointed proxy need not be a member of the Company and may be an individual or a body corporate.

A proxy appointed to attend and vote for a member has the same rights as the member to speak at the meeting and to join in a demand for a poll. An appointment may specify the number or proportion of the member's votes that the proxy is to exercise.

If you are entitled to cast two or more votes on a resolution at the meeting, you may appoint two separate proxies to vote on your behalf. Where two proxies are appointed, you may specify the number or proportion of votes that each may exercise, failing which each may exercise half of your votes. Fractions of votes will be disregarded.

A proxy form has been included with this Notice of Meeting. Further instructions on proxy voting are located on the back of the proxy form. If you wish to appoint a second proxy, please contact the Company's Share Registry, Computershare Investor Services Pty Limited, to acquire a second form. Contact details are located on the proxy form accompanying this notice.

The Proxy Form must be sent and received in accordance with note 4. below.

3. Power of Attorney

If a shareholder has appointed an attorney to attend and vote at the meeting (or if a proxy form is signed by an attorney), the power of attorney, or a certified copy of the power of attorney, must be sent and received in accordance with note 4. below.

4. Proxy Form and Power of Attorney Delivery

To be effective either the original or a facsimile transmission of the proxy and any power of attorney, or a certified copy of the power of attorney, (if any) under which the proxy is signed must be received at the Company's Share Registry, Computershare Investor Services Pty Limited in the envelope provided (if mailing within Australia) or at GPO Box 1903, Adelaide SA 5001 (facsimile 08 8236 2305), no later than 3.00 pm on 20 November 2006.

5. Corporate Representatives

If a corporate representative is to attend the meeting on behalf of a corporate member, a formal notice of appointment must be brought to the meeting. A copy of a valid form of appointment can be obtained from the Company's Share Registry or at www.computershare.com.au.

6. Questions and Comments by Members

Questions regarding Company management and the Remuneration Report

In accordance with the Corporations Act 2001, the chairperson of the meeting will allow a reasonable opportunity for members – as a whole – at the meeting to ask questions about, or make comments on, the management of the Company and the Remuneration Report.

Questions regarding the Company's audit and accounting policies

The chairperson will allow a reasonable opportunity for members at the meeting to ask questions of a representative of the Company's Auditors, Deloitte Touche Tohmatsu, relevant to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the Financial Statements and the independence of the Auditor in relation to the conduct of the audit.

Pursuant to the Corporations Act 2001, members may submit written question to the Company's Auditors relevant to the content of the Auditor's Report to be considered at the Annual General Meeting or the conduct of the audit of the Financial Report to be considered at the Annual General Meeting.

Questions to the Company's Auditors must be given to the Company no later than Wednesday 15 November 2006. The Company may examine the contents, or make a copy, of any question so submitted. A list of relevant written questions (prepared by the Company's Auditors) will be made available to members attending the Annual General Meeting before the start of the meeting.

The chairperson of the Annual General Meeting will allow a reasonable opportunity at the meeting for a representative of the Company's Auditors to answer any written questions submitted in accordance with the above procedure. If the Company's Auditor has prepared written answers to written questions, the chairperson may allow these to be tabled at the meeting and such written answers will be made available to members as soon as practicable after the meeting.

Please send any written questions for the Company's Auditors to:

- the Company at its registered office at Level 2, 170 Greenhill Rd, Parkside SA 5063 or by facsimile on (08) 8357 8544 by no later than 5:00pm EST on Wednesday 15 November 2006.

Dated: 18th October 2006



Michael Noack Company Secretary
By Order of the Board

Explanatory notes on items of business

Resolution 1: Election of Dane B Hudson

Dane B Hudson was appointed as a director of the Company by the Board on 1 March 2006 pursuant to Rule 87.1 of the Company's Constitution. The Board has appointed Mr. Hudson as Chief Executive Officer of the Company. In accordance with Rule 87.2 of the Company's Constitution, Mr. Hudson retires and offers himself for re-election at this the first Annual General Meeting since his appointment.

Mr. Hudson joins the Company from Yum Brands Inc in Dallas Texas where he was Senior Vice President and International Chief Finance and Procurement Officer. Yum Brands Inc is the world's largest restaurant company and was originally a division of PepsiCo. The company now ranks 249th on the Fortune 500 list.

An Australian, Mr. Hudson was educated at the University of Sydney where he received an honours degree in Chemical Engineering. Mr. Hudson has also been awarded an MBA from the Columbia Business School in New York with Majors in Finance and Management of Organisations.

Mr. Hudson brings to the Company wide ranging managerial experience in consumer goods industries throughout the world.

Resolution 2: Re-election of Brian J McGuigan

Brian J McGuigan retires in accordance with the rotation procedure in Rule 89 of the Company's Constitution and, being eligible, offers himself for re-election.

Mr. McGuigan has been Managing Director of the Company since 1991. With over 45 years experience in the wine industry, Brian has helped develop the Company to be the second largest listed wine company from scratch over the past 14 years.

Mr. McGuigan is currently the Chairman of the Newcastle Mater Misericordiae Hospital, Hunter Wine Country Private Irrigation District and Broke Fordwich Private Irrigation District. He is also a director of Tower Estate Pty Limited and The National Stroke Foundation.

Resolution 3: Re-election of Ian D Ferrier

Ian D Ferrier retires in accordance with the rotation procedure in Rule 89 of the Company's Constitution and, being eligible, offers himself for re-election.

Mr. Ferrier has been a Non-Executive Director of the Company since 1991. Mr. Ferrier is a Fellow of the Institute of Chartered Accountants in Australia and Founding Partner of Ferrier Hodgson, one of Australia's leading firms of insolvency administrators and reconstruction accountants. In this capacity, Mr. Ferrier has gained extensive experience in the management and administration of both private and public companies at all levels. He is presently Chairman of Invocare Limited, Australian Oil Co. Limited and a Director of Macquarie Goodman Group and Reckon Limited.

Resolution 4: Remuneration Report

The Remuneration Report for the year ended 30 June 2006 is contained within the Annual Report of the company for the financial year ended 30 June 2006.

Pursuant to section 250R(2) of the Corporations Act 2001, a resolution that the Remuneration Report be adopted must be put to the vote at the Company's Annual General Meeting. The vote on the proposed resolution is advisory only and does not bind the directors or the Company.

The chairperson of the Annual General Meeting will allow a reasonable opportunity for members to ask questions about, or make comments on, the Remuneration Report.

Resolution 5: Approval of Issue of Shares to Non-Executive Directors – Non-Executive Directors’ Share Scheme

(a) *Approach to non-executive remuneration*

The Board is committed to continuing the approach of rewarding non-executive directors by the issue of shares in lieu of annual fees. This maintains a significant alignment between the non-executive directors’ remuneration and improving shareholder value.

(b) *Non-Executive Directors’ Share Scheme*

The Company has had in place since its adoption at the Company’s annual general meeting in November 1997 (and reapproved at the 2003 annual general meeting) a Non-Executive Directors’ Share Scheme under which the Company has implemented the approach referred to above. This provides for the issue of shares to the Company’s non-executive directors (or to a trustee or nominee to hold on trust for the non-executive director) all of whom are eligible to participate in the scheme. Under the terms of the Non-Executive Directors’ Share Scheme, the shares are issued as bonus shares, in lieu of cash fees, for no consideration.

(c) *Requirement for shareholder approval*

Shareholder approval by special resolution is required for the issue of the shares under the terms of the Non-Executive Directors’ Share Scheme and pursuant to Rule 109.1(b) of the Company’s Constitution.

Listing Rule 10.14 of the Australian Stock Exchange Listing Rules also requires shareholder approval for the issue of shares to directors or associated entities pursuant to the terms of incentive schemes such as the Non-Executive Directors’ Share Scheme.

(d) *Number of shares for which approval is sought*

The maximum number of shares which may be issued to each non-executive director is as set out in Resolution 4, (that is 297,000 shares). Any further issues to non-executive directors will require future shareholder approval.

In setting the maximum number of shares to be issued to each non-executive director over the next 3 year period, consideration has been given to the market remuneration received by non-executive directors of public companies of similar size and complexity.

(e) *Performance criteria*

The number of shares listed in column B of the table in Resolution 4 for each non-executive director will only be issued if certain performance criteria are met. Those performance criteria are as follows:

1. In respect of service during the financial year ending 30 June 2007 – on the basis of the audited accounts of the Company for each financial years ending 30 June 2007 and 30 June 2006, the Company’s annual return on average shareholders’ equity for those financial years are at or above the 60th percentile of the corresponding figures for all companies in the ASX All Ordinaries Index.
2. In respect of service during the financial year ending 30 June 2008 – on the basis of the audited accounts of the Company for each financial years ending 30 June 2008 and 30 June 2007, the Company’s annual return on average shareholders’ equity for those financial years are at or above the 60th percentile of the corresponding figures for all companies in the ASX All Ordinaries Index.
3. In respect of service during the financial year ending 30 June 2009 – on the basis of the audited accounts of the Company for each financial years ending 30 June 2009 and 30 June 2008, the Company’s annual return on average shareholders’ equity for those financial years are at or above the 60th percentile of the corresponding figures for all companies in the ASX All Ordinaries Index.

The performance hurdles mentioned above are the same performance hurdles which have been applied to the issue of shares under the Non-Executive Directors’ Share Scheme in the previous 3 financial years.

(f) *Service for less than a full year*

Should a non-executive director serve as a director of the Company for less than a full financial year, the number of shares to be issued to that director, including shares which are subject to the Company achieving the relevant performance hurdle, will be reduced and calculated in proportion to the number of days in the relevant financial year during which the director severed on the Board of the Company.

(g) *Timing for issue of shares*

Shares not subject to the performance criteria referred to above will be issued as soon as practicable after the end of the financial year to which they relate. Shares subject to the performance criteria referred to above will be issued (if the criteria are met) as soon as practicable following the Australian Stock Exchange announcement of the Company's financial statements for the financial year to which they relate. The latest date by which the Company will issue shares the subject of this approval is 22 November 2009.

(h) *Restrictions on disposal of shares*

The shares issued to a director will not be able to be disposed of by the director before the earliest of:

- 10 years after the acquisition of the shares; or
- the time the director ceases to be a director; or
- an earlier time should the Board resolve to reduce the 10 year time period.

(i) *Shares issued to non-executive directors since last shareholder approval*

The following non-executive directors have received shares under the Non-Executive Directors' Share Scheme for no consideration in lieu of cash fees as listed below since the last approval given by the shareholders at the Annual General Meeting on 26 November 2003.

| Name | Number of shares |
|---------------------------|------------------|
| David S Clarke | 77,000 |
| Nicholas F Greiner | 38,500 |
| Ian D Ferrier | 38,500 |
| Perry R Gunner | 38,500 |
| Christopher L Harris | 38,500 |
| Christian Porta (retired) | 11,500 |

(j) *Publication of details of shares issued under the Non-Executive Directors' Share Scheme*

As required by ASX Listing Rule 10.15A, details of any shares issued under the Non-Executive Directors' Share Scheme will be published in each annual report of the Company relating to a period in which such shares have been issued along with a statement that approval for the issue of the shares was obtained under ASX Listing Rule 10.14.

(k) *Additional participants in the Non-Executive Directors' Share Scheme*

Any additional persons who become entitled to participate in the Non-Executive Directors' Share Scheme after Resolution 4 is approved and who are not named in the notice of meeting will not be entitled to participate in the Non-Executive Directors' Share Scheme until approval for their participation is obtained under Listing Rule 10.14 of the Australian Stock Exchange and Rule 109.1(b) of the Company's Constitution.

(l) *Copy of terms of Non-Executive Directors' Share Scheme*

A copy of the full terms of the Non-Executive Directors' Share Scheme will be sent to any shareholder upon request.