

VIDELLI LIMITED

ABN 23 009 112 725

Notice of General Meeting

Notice is given that a General Meeting of Videlli Limited (**Company**) will be held on Tuesday, 16 June 2009 at 10:00am (AEST) at 121-127 High Street, Prahran VIC 3181.

Special Business

Resolution 1: De-list Videlli from the ASX

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

“That, for the purposes of listing rule 17.11 and for all other purposes, the Company be de-listed from the Australian Securities Exchange (**ASX**) no later than 30 June 2009, and that the Directors be authorised to perform all acts necessary or desirable for that purpose.”

Resolution 2: Removal of Auditor

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

“That, for the purposes of section 329(1) of the Corporations Act 2001 and for all other purposes, Deloitte Touche Tohmatsu be removed as the Company’s auditor.”

Resolution 3: Appointment of Auditor

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

“That, subject to Resolution 2 being passed, for the purposes of section 327D of the Corporations Act 2001 and for all other purposes, UHY Haines Norton, having consented in writing to act as auditor, be appointed as the Company’s auditor.”

Entitlement to Vote

The Company may specify a time, not more than 48 hours before the meeting, at which a “snap-shot” of shareholders will be taken for the purposes of determining shareholder entitlements to vote at the meeting.

The Company’s Directors have determined that all shares that are quoted on ASX at 10.00am (AEST) on Sunday, 14 June 2009 shall, for the purposes of determining voting entitlements at the General Meeting, be taken to be held by the persons registered as holding the shares at that time.

Voting in person

To vote in person, attend the meeting on the date and at the time and place set out above.

Proxy Information

A shareholder entitled to attend and vote at a meeting of shareholders of the Company is entitled to appoint a proxy. A shareholder that is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half of the shareholder’s votes.

A shareholder may direct an appointed proxy to vote “for” or “against” any resolution or abstain from voting. A shareholder may also leave the manner in which the proxy may vote open for the proxy to decide after discussion at the meeting.

A proxy need not be a shareholder of the Company.

To vote by proxy, please complete and sign the proxy form which accompanies this Notice as soon as possible.

To be effective the proxy form must be received at the Company's corporate registry:

by hand delivery:

Computershare Investor Services Pty Ltd
Level 2
45 St Georges Terrace
PERTH WA 6000

by post:

Computershare Investor Services Pty Ltd
GPO Box D182
Perth WA 6840

Or by facsimile: +61 8 9323 2033

by no later than 10:00am (AEST) on Sunday 14 June 2009.

By order of the Board

A handwritten signature in black ink, appearing to be 'Glen Smith', written in a cursive style.

Glen Smith
Company Secretary

8 May 2009

EXPLANATORY STATEMENT

This Explanatory Memorandum is intended to provide shareholders with sufficient information to assess the merits of the Resolutions contained in this Notice.

The Directors recommend shareholders read this Explanatory Memorandum in full before making any decision in relation to the Resolutions.

1. RESOLUTION 1 – DELIST VIDELLI FROM THE ASX

Listing rule 17.11 states that the ASX may at any time remove an entity from the official list at the request of the entity. In accordance with listing rule 17.11 the Company is seeking removal from the official list of the ASX pending approval from the Company's shareholders.

As has been well documented, the Company's major project in Sydney, the Tcard Project, was terminated by the Public Transport Ticketing Corporation (**PTTC**) of New South Wales on 23 January 2008 following which a major restructure of the Company was completed. Through the restructure the Company's business was sold to a joint venture between the Company and Vix Technologies Pty Ltd, the Vix ERG Group (**Vix ERG**), on 5 March 2009. The Company maintains a minority shareholder interest in Vix ERG however its main activity continues to be the defence and counterclaim against PTTC over the termination of the Tcard project (**Tcard litigation**).

The Company had previously advised shareholders that the ASX had afforded the Company an initial six months following shareholder approval of the restructure to demonstrate that it was carrying on a business that warranted continued listing on the ASX. This six month period is due to expire on 17 May 2009. Given that the Company's main activity is still limited to the conduct of the Tcard litigation the Board does not believe that the Company gains any benefit from being listed on the ASX and is now seeking its removal.

The Company's removal from the official list of the ASX will significantly reduce its compliance and share registry costs and will allow it to continue to conduct the Tcard litigation without the burden of these and other associated costs.

If the Company is de-listed from the ASX, there will be an impact to the liquidity of the Company's shares, however shares will still be able to be sold/transferred off-market to any third party purchaser in accordance with the Company's constitution.

Please note that there will not be any change to your shareholding. Your entitlements as a shareholder will be protected under the Corporations Act and the Company's constitution.

Should the resolution be passed to remove the Company from the official list of the ASX, the Company expects to be removed on, and in any case no later than, 30 June 2009. Any shareholder that remains on the Company's CHES Sub-register or Issuer Sponsored Sub-register at 5.00pm (WST) on the date of removal from the ASX will be transferred to a certificated holding and will be issued certificates confirming their shareholding.

Resolution 1 seeks approval to remove the Company from the official list of the ASX.

2. RESOLUTION 2 – REMOVAL OF AUDITOR

The Company has initiated the process to change its auditor in an effort to reduce its overall compliance costs. The Company's current auditor, Deloitte Touche Tohmatsu, is fully supportive of this course of action.

On 17 April 2009, the Company received a notice from Utilico Limited pursuant to section 329(1A) of the Corporations Act 2001 of its intention to move a resolution to remove the Company's auditor, Deloitte Touche Tohmatsu at the next general meeting of the Company, and requesting that the directors of the Company convene a meeting for the purposes of considering that resolution.

Accordingly, Resolution 2 seeks approval for Deloitte Touche Tohmatsu to be removed as the Company's auditor.

3. RESOLUTION 3 – APPOINTMENT OF AUDITOR

Section 327D(2) of the Corporations Act 2001 states that a company may by special resolution immediately appoint an individual, firm or company as auditor of the company at a general meeting of the company in which an auditor was removed from office in accordance with section 329 of the Corporations Act 2001.

Cheryl Goodger, being a member of the Company, has nominated UHY Haines Norton to be appointed as auditor of the Company. A copy of the nomination is enclosed as Annexure A.

Resolution 3 seeks the approval for the appointment of UHY Haines Norton as the Company's auditor.

Resolution 3 is a special resolution. Section 9 of the Corporations Act 2001 states that a special resolution is a resolution which is passed by at least 75% of the votes that are cast by shareholders entitled to vote on the resolution (in person or by proxy).

UHY Haines Norton has consented in writing to act as the Company's auditor.

Annexure A

Cheryl Goodger
18 Connors Retreat
Clarkson WA 6030

17 April 2009

The Directors
Videlli Limited
247 Balcatta Road
Balcatta WA 6021

Dear Sirs

Nomination of Auditor

In accordance with section 328B(3) of the Corporations Act 2001 and for all other purposes, I, being a member of Videlli Limited (**Company**), hereby nominate UHY Haines Norton for appointment as auditor of the Company.

Yours sincerely

A handwritten signature in black ink that reads "Cheryl Goodger". The signature is written in a cursive style with a large initial "C".

Cheryl Goodger

Videlli Limited

ABN 23 009 112 725

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

Lodge your vote:



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 850 505
(outside Australia) +61 3 9415 4000

Proxy Form

For your vote to be effective it must be received by 10.00am (AEST) Sunday 14 June 2009

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

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.

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.

Turn over to complete the form →



View your securityholder information, 24 hours a day, 7 days a week:

www.investorcentre.com

- Review your securityholding
- Update your securityholding

Your secure access information is:

SRN/HIN: I999999999



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

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 Videlli 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 General Meeting of Videlli Limited to be held at 121-127 High Street, Prahran, Victoria 3181 on Tuesday, 16 June 2009 at 10.00am (AEST) and at any adjournment of that meeting.

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 |
|--------------|------------------------------|--------------------------|--------------------------|--------------------------|
| Resolution 1 | De-list Videlli from the ASX | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 2 | Removal of Auditor | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 3 | Appointment of Auditor | <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 ____/____/____

VID

999999A

Computershare +