



Housewares International Ltd
ACN 086 933 431

Notice of Annual General Meeting and Explanatory Notes

Place: Housewares International Limited
437 Plummer Street
Port Melbourne, Victoria
Melways reference 56 J1

Date: Tuesday 23 November 2004

Time: 10am

Notice of Annual General Meeting

Notice is given that the 6th Annual General Meeting of Housewares International Limited will be held at 437 Plummer Street, Port Melbourne on Tuesday, 23 November 2004 at 10a.m.

Business

1. Chairman and managing director presentations

2. Annual financial reports and statements

To receive and consider the annual financial report, the directors' report, and the independent auditor's report of Housewares International Limited, and its controlled entities, for the year ended 30 June 2004.

3. Election of directors

- (a) To consider the re-election of Peter Morgan, who retires by rotation in accordance with clause 24.1 of the Company's Constitution and ASX Listing Rule 14.4 and, being eligible, offers himself for re-election.
- (b) To consider the re-election of Joseph Hersch, who retires by rotation in accordance with clause 24.1 of the Company's Constitution and ASX Listing Rule 14.4 and, being eligible, offers himself for re-election.

By Order of the Board



Laurelle Jackson
Company Secretary
22 October 2004

1. Material accompanying this notice

- (1) The annual financial report, the directors' report, and the independent auditor's report of Housewares International Limited, and its controlled entities, for the year ended 30 June 2004.
- (2) Explanatory Notes setting out details relevant to the business set out in this Notice of AGM. Terms used in this Notice, including the resolutions set out in this Notice have, unless otherwise defined, the same meanings set out in the Explanatory Notes.
- (3) Proxy Form.

2. Voting and required majority

(1) Resolutions 3(a) and 3(b)

In accordance with Section 249HA of the Corporations Act, for each of these resolutions to be effective –

- (a) each resolution must be passed at a meeting of which not less than 28 days written notice specifying the intention to propose the resolutions has been given (unless consent to short notice has been received); and
 - (b) each resolution must be passed by more than 50% of all the votes cast by shareholders entitled to vote on the resolutions (whether in person or by proxy, attorney, or representative).
- (2) On a show of hands, every shareholder has one vote and, on a poll, every shareholder has one vote for each fully paid Ordinary Share held and, in the case of partly paid Ordinary Shares, every such shareholder has a fraction of a vote equivalent to the proportion which the amount paid up on each partly paid Ordinary Share bears to the total issue price for each such partly paid Ordinary Share held.

3. Notes

- (1) Pursuant to regulation 7.11.37 of the Corporations Regulations 2001 the Company has determined that, for the purposes of this meeting, all Ordinary Shares in the Company shall be taken to be held by the persons who held Ordinary Shares as registered shareholders at 10 am (AEST) on Sunday, 21 November 2004 ("Effective Time").
- (2) All holders of Ordinary Shares in the Company as at the Effective Time are entitled to attend and vote at this meeting.

4. Notes

- (1) All holders of Ordinary Shares in the Company as at the Effective Time may appoint a proxy to attend this meeting and vote in that shareholder's stead.
- (2) A proxy need not be a shareholder of the Company.
- (3) The proxy form sent to you with this Notice should be used for this meeting.
- (4) Each shareholder who is entitled to cast 2 or more votes at this meeting, may appoint 2 persons to act as proxies and may specify the proportion or number of votes that each proxy is entitled to exercise. If a shareholder does not specify the proportion or number of that shareholder's votes each proxy may exercise, then each proxy will be entitled to exercise half of the votes. An additional proxy form will be supplied by the Company on request.
- (5) In the case of an individual, a proxy must be under the hand of the individual or his or her attorney duly authorised in writing and, in the case of a corporation, a proxy must be executed by the corporation under common seal or under the hand of its duly authorised officer/s or attorney.
- (6) Any shareholder may, by power of attorney, appoint an attorney to act on his or her behalf and such power of attorney or certified copy must be received by the Company as specified in paragraph (8).
- (7) Any corporation which is a shareholder of the Company may appoint a representative to attend and vote for that corporation at this meeting. Appointments of representatives by corporations must be received by the Company as specified in paragraph (8) at any time before the time for holding this meeting, or adjourned meeting, or handed in at the meeting.
- (8) Proxies and powers of attorneys granted by shareholders must be received by the Company by no later than 10 am (AEST) on Sunday, 21 November 2004 at Housewares International Share Registry, Computershare Investor Services Pty Limited, as follows:

In person	Yarra Falls, 452 Johnston Street, Abbotsford, Victoria, 3067
By mail	GPO Box 242, Melbourne, Victoria, 3001
By facsimile	+61 3 9473 2500

Explanatory Notes

Business

1. Item 2: Financial Reports and Statements

As required by the Corporations Act, the annual financial report, the directors' report, and the independent auditor's report of Housewares International Limited, and its controlled entities, for the most recent financial year, being the year ended 30 June 2004, will be laid before the meeting.

2. Item 3: Election of Directors

Mr Peter Morgan joined the Board on 30 March 1999.

He has had over 38 years extensive retail and merchandise experience with Coles Myer Ltd, holding numerous senior management roles, including being an executive director.

Mr Morgan is a current director of SPC Ardmona Limited, and has held former roles as a director of Ardmona Foods Limited and chairman of the 'Textile Clothing Footwear & Leather Forum'. Mr Morgan is a non-executive director and is chairman of the remuneration committee and is a member of the audit & compliance committee.

Mr Joseph Hersch joined the board on 6 December 2001.

Mr Hersch is an executive director responsible for all management aspects of HWI Electrical. Mr Hersch has over 20 years experience in the consumer products industry in Australia.

3. Inspection of documents

A copy of the Company's Constitution will be made available to shareholders free of charge or can be inspected at the registered office of the Company at 461 Plummer Street, Port Melbourne, Victoria during normal business hours prior to the AGM and a copy will also be available for inspection at the AGM.

Glossary of Terms

AEST	means Australian Eastern Standard Time
AGM	means the Annual General Meeting of the Company to be held on Tuesday, 23 November 2004 at 10 a.m.
ASX	means Australian Stock Exchange Limited (ACN 008 624 691)
Board	means the Board of Directors of the Company
Company	means Housewares International Limited (ACN 086 933 431)
Corporations Act	means the <i>Corporations Act 2001</i> (Cth)
HWI Electrical	means a Division within the HWI Group
HWI Group	means the Company and its controlled entities
Listing Rules	means the listing rules of the ASX, as applicable to the Company, from time to time
Ordinary Share	means a fully paid ordinary share in the capital of the Company