

**HERITAGE FINE WINES PTY LIMITED
(IN LIQUIDATION) (RECEIVER AND MANAGER APPOINTED)
ACN 093 310 715**

INSTRUCTIONS

PROXY FORM

1. <i>Insert your name</i>	I/We ⁽¹⁾
2. <i>Insert your address</i>	Of ⁽²⁾ an investor of the abovenamed company appoint ⁽³⁾ or in their absence ⁽⁴⁾
3. <i>Proxy name</i>	as *general ⁽⁵⁾ /*special ⁽⁵⁾ proxy to vote at the meeting of investors to be held in Melbourne on 27 July 2005 ⁽⁶⁾ / in Sydney on 28 July 2005 ⁽⁶⁾ , or at any adjournment of that meeting.
4. <i>Alternative Proxy</i>	*Special ⁽⁵⁾ voting instructions:
5. <i>Circle general to permit proxy to vote as proxy desires; or Circle special to instruct proxy to vote as you direct below</i>	A 'That a levy be imposed on investors up to an amount of \$2.20 per bottle (inclusive of GST, if applicable) to discharge receivership costs.' Yes/No/Abstain ⁽⁷⁾
6. <i>Circle to indicate meeting to be attended</i>	B 'That, in the event the First levy minimum subscription of \$968,490 is not paid by the due date of 4 August 2005, the Receiver and Manager may sell investor wine to discharge receivership costs.' Yes/No/Abstain ⁽⁷⁾
7. <i>Circle yes to instruct proxy to vote in favour of the resolution; or Circle no to instruct proxy to vote against the resolution; or Circle abstain to instruct proxy to abstain from voting</i>	C 'That, in the event that the First levy minimum subscription of \$968,490 is paid but some levies remain unpaid, the Receiver and Manager may recover the unpaid levies by selling wine belonging to the investors who did not pay the First levy by the due date of 4 August 2005.' Yes/No/Abstain ⁽⁷⁾
	D 'That the Receiver and Manager's fees for the period 16 May 2005 to 30 June 2005 in the amount of \$294,694 (inclusive of GST) be approved and paid.' Yes/No/Abstain ⁽⁷⁾
	E 'That the Receiver and Manager's fees for the period 1 July 2005 to 28 July 2005 in the amount of or about \$176,000 (inclusive of GST) be approved and paid.' Yes/No/Abstain ⁽⁷⁾
	F 'That the fees and expenses incurred in preserving, securing and maintaining the investor wine by Nicholas Crouch in his capacity as Liquidator for the period 4 May 2005 to 16 May 2005 in an amount of \$70,802 (inclusive of GST) be approved and paid as a cost of the receivership.' Yes/No/Abstain ⁽⁷⁾
	G 'That a Committee of Investors be formed to represent the general body of Investors in future dealings with the Receiver and Manager and that this Committee shall have similar powers to those of a Committee of Inspection in a company liquidation.' Yes/No/Abstain ⁽⁷⁾
8. <i>Insert date</i>	Dated this ⁽⁸⁾/...../.....
9. <i>Director or authorised representative signature</i>	Signature ⁽⁹⁾
10. <i>Attach Common Seal</i>	Common Seal of Company ⁽¹⁰⁾