

9 October 2009

Dear Shareholder,

At the annual general meeting (AGM) this year, Mr David Coe will retire as a director of the Company and, being eligible to do so, will offer himself for re-election as a director. You will also be asked to vote upon resolutions to appoint Messrs Steven Johnson and Gregory Hoffman as additional directors of the Company.

I am writing to give you further background to those resolutions.

Background

In early September, RHG received a requisition purportedly signed by shareholders (requisitionists) holding fractionally over 5% of the shares in the Company, asking the Board to convene a special general meeting of the Company to remove Mr Coe as a director, and to appoint Messrs Johnson and Hoffman as additional directors of the Company. Mr Johnson is the managing director and company secretary of an investor newsletter called *The Intelligent Investor*, and Mr Hoffman is a research director who also works for that newsletter. It is understood that most of the requisitionists are either officers or clients of, or otherwise associated with, *The Intelligent Investor*.

Based on legal advice, the RHG Board formed the opinion that the requisition was not valid and it was ultimately withdrawn. However, after discussions with Mr Johnson, it was clear that the requisitionists were likely to lodge a fresh requisition that would have entailed having a further meeting of shareholders after the AGM. Rather than incur the costs and lost management time involved in holding a separate meeting, the Board determined that it would be best for the Company and its shareholders to deal with these issues at the AGM.

Assertions made by the requisitionists

The requisitionists have leveled a number of criticisms against your Board that were published in an announcement to the ASX on 7 September 2009, a copy of which is available on the Company's website. The Board considers those criticisms to be ill-founded and I intend to address them in detail at the AGM.

Through the diligent efforts of your Directors and the Company's senior management team, RHG has not only managed to survive these extraordinarily difficult times, but also record a significant increase in profits and net asset value. Since the release of the 2008 full year results to the release of the 2009 full year results we have seen the company's share price quadruple from 13.5 cents to 55 cents. It is for these reasons, no doubt, that *The Intelligent Investor* has on a number of occasions recommended to its subscribers to buy RHG shares, and still continues to do so. The Board finds the criticisms that the *The Intelligent Investor* now levels against it to be quite surprising in light of these facts.

Messrs Steven Johnson and Greg Hoffman

The Board has requested and received resumes from Messrs Johnson and Hoffman and a statement of the processes they intend to put in place to manage the obvious conflicts that will arise if they are appointed as directors of RHG, between their role as directors of a listed company and their role as the promoters and managers of an investor newsletter that makes recommendations about trading in shares in listed companies. Those documents are included for the information of shareholders in the notice of AGM.

Having considered these materials carefully, the Board notes that neither of Messrs Johnson or Hoffman has any prior experience directing a listed public company or managing a substantial business of the type and complexity of RHG's business.

The Board does not support their election as additional directors of the Company and it recommends to shareholders that they vote against their appointment as directors at the AGM.

Mr David Coe

Mr Coe's fellow directors consider that he has made an invaluable contribution to the Company over these extremely challenging times. The Board supports his re-election as a director of the Company and urges shareholders to do likewise.

Yours sincerely

A handwritten signature in black ink, appearing to read 'John Kinghorn', written in a cursive style.

John Kinghorn
Chairman

R H G

ABN 22 055 136 564

**RHG Limited
NOTICE
OF ANNUAL
GENERAL
MEETING**

to be held at 2.00 pm on
Thursday 12 November 2009 at
The Grace Hotel
77 York Street
Sydney NSW 2000

Registered Office:
Level 22
1 York Street
SYDNEY NSW 2000

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting (“the Meeting”) of RHG Limited (“the Company”) will be held at The Grace Hotel, 77 York Street, Sydney NSW 2000 on Thursday 12 November 2009 at 2.00 pm.

ORDINARY BUSINESS

Consideration of Financial Report

To consider the Financial Report and the Reports of the Directors and Auditors for the year ended 30 June 2009.

No resolution is required to be considered by Members under the Corporations Act or the Company’s Constitution.

Adoption of the Remuneration Report for the year ended 30 June 2009

Resolution 1 Remuneration Report (non binding)

To consider and put to a non-binding vote the following resolution:

“That the Remuneration Report contained in the Directors’ Report of the Company for the year ended 30 June 2009 be adopted.”

Election of Directors

Resolution 2 Re-Election of Mr David Coe as a Director.

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

“That Mr David Coe be re-elected as a Director of the Company with effect from the close of the meeting.”

Resolution 3 Election of Mr Steven Johnson as a Director.

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

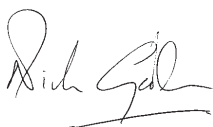
“That Mr Steven Johnson be appointed as a Director of the Company with effect from the close of the meeting.”

Resolution 4 Election of Mr Gregory Hoffman as a Director.

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

“That Mr Gregory Hoffman be appointed as a Director of the Company with effect from the close of the meeting.”

BY ORDER OF THE BOARD



N J V Geddes
Company Secretary

EXPLANATORY MEMORANDUM:

Resolution 1 - Adoption of the Remuneration Report

Consistent with section 250R of the Corporations Act, the Company submits to shareholders for consideration and adoption by way of a non-binding resolution its Remuneration Report for the year ended 30 June 2009. At the meeting there will be a reasonable opportunity for discussion of the report.

The Remuneration Report is a distinct section of the annual Directors' Report which deals with the remuneration of Directors and executives (which includes senior managers) of the Company. The Remuneration Report is located in the Company's Annual Report on pages 9 to 13.

Resolution 2 – Re-election of Mr David Coe (non-executive Director)

Pursuant to the Constitution Mr Coe will retire by rotation and seeks re-election.

David was Chairman and CEO of the Allco Finance Group from 1993-2007 and a partner of the firm from 1986-1993. David relinquished his management roles in April 2007. David also built Allco Equity Partners (now called Oceania Capital Partners), a publically listed private equity vehicle with over \$500 million under management.

Prior to joining Allco, David was a partner at Mallesons Stephen Jaques, specialising in international finance and leasing. David was the Chairman of Allco Equity Partners and a director of CITIC Allco Investments Ltd. He is a founding director and chairman of Sports and Entertainment Limited, an entertainment, sports and leisure group.

David was on the Board of Queensland Treasury Corporation from 2003-2008, was Chair of the Museum of Contemporary Art from 2001-2008 and is on the boards of Sydney Children's Hospital Foundation and the National Gallery of Australia Foundation.

David holds a Bachelor of Arts with first class honours and a Bachelor of Laws from Sydney University.

The Board supports the re-election of Mr Coe and it recommends to shareholders that they vote FOR Resolution 2.

Resolution 3 – Appointment of Mr Steven Johnson

Pursuant to the Constitution Mr Johnson seeks election.

Information relevant to this resolution appears on the next page.

The Board does NOT support the election of Mr Johnson as a director of the Company and it recommends to shareholders that they vote AGAINST Resolution 3.

Resolution 4 – Appointment of Mr Gregory Hoffman

Pursuant to the Constitution Mr Hoffman seeks election.

Information relevant to this resolution appears on the next page.

The Board does NOT support the election of Mr Hoffman as a director of the Company and it recommends to shareholders that they vote AGAINST Resolution 4.



Further information about Resolutions 3 and 4

The following information has been provided by Mr Steven Johnson and Mr Gregory Hoffman for consideration by shareholders in connection with resolutions 3 and 4 above:

1. Biographical details

Steven Johnson - B. Economics, Econometrics and Finance (UNSW)

Steve is the Managing Director and Company Secretary of The Intelligent Investor Publishing Pty Ltd (AFSL 282288). He is also a Responsible Manager for the company's Australian Financial Services Licence and sits on the compliance committee.

Steve has managed the day to day operations of the business, developed the company's business plans, managed staff and been a key driver of The Intelligent Investor's development. In addition to these management duties, he has played a key role in the company's value-based research, with primary responsibility for infrastructure and finance stocks. Prior to joining The Intelligent Investor in 2003, Steve worked for Macquarie Group in Sydney, Vienna and London and worked on a number of large project finance and cross-border leasing transactions.

Steve holds a Bachelor of Economics (Econometrics and Finance), University of New South Wales.

A summary of Steve's current and previous roles is set out below:

September 2003 – current	The Intelligent Investor	Managing Director
February 2000 – June 2003	Macquarie Group	Business analyst and Manager, Investment Banking Group
November 1996 – December 1999	UBS	Part-time accounting role

Gregory Hoffman - B. Business (UTS)

Greg is The Intelligent Investor Pty Ltd's Research Director. He is also a Responsible Manager for the company's Australian Financial Services Licence and sits on the compliance committee.

Greg manages The Intelligent Investor's research team and is responsible for analyst development, the company's research framework and has ultimate responsibility for recommendations. He has worked for The Intelligent Investor for nine years and has a wealth of experience in security analysis.

Greg holds a Bachelor of Business (Accounting and Finance), University of Technology, Sydney.

A summary of Greg's current and previous roles is set out below:

May 2001 – current	The Intelligent Investor	Research Director
1999 – April 2001	Macquarie Bank	Money market and fixed interest operations
1998 – 1999	Royal Bank of Canada	Fixed interest operations
1997 – 1998	NatWest Markets	Money market operations
1996 – 1997	Permanent Trustee	Money market operations

2. Implications of role at Intelligent Investor

We recognise that a potential for conflict between our fiduciary duties and duties of confidence to RHG might be inconsistent with the business currently conducted by the Intelligent Investor. In our role as directors of RHG, we may become aware of confidential information regarding RHG's operations or business plans which might be of interest to subscribers to the Intelligent Investor service. To avoid the potential for this conflict to arise, we propose to adopt the following procedures:

- (a) we will not disclose to any other officers or employees of the Intelligent Investor any confidential information regarding RHG and its operations which comes to our attention in our capacity as directors of RHG;
- (b) to avoid unintentional disclosure of information, we will not receive any documentation regarding RHG including board papers at the office address of the Intelligent Investor or otherwise using the Intelligent Investor office system;
- (c) with immediate effect from our appointment to the board, we would procure that Intelligent Investor cease to publish any analysis of, or recommendations concerning, RHG. This would continue for so long as we remained as directors of RHG. On appointment to the board, we would also procure that The Intelligent Investor confirms to the board of RHG this undertaking.

NOTES:

1. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on the member's behalf. If the member is entitled to cast two or more votes at the meeting, the member may appoint not more than two proxies to attend and vote on the member's behalf.
2. If a member appoints two proxies, each proxy should be appointed to represent a specified proportion or number of the member's votes. In the absence of such a specification, each proxy will be entitled to exercise half the votes.
3. A proxy need not be a member of the Company.
4. To appoint a proxy (or two proxies), a proxy form must be signed by the member or the member's attorney duly authorised in writing. If the member is a corporation, the proxy form must be signed either under the corporation's common seal (if any) or under the hand of its attorney or officer duly authorised.
5. To be effective, a proxy form (and, if it is signed by an attorney, the authority under which it is signed or a certified copy of the authority) must be received by the Company not later than 48 hours prior to the Meeting. Proxy forms and authorities may be sent to the Company by post, personal delivery or fax:

Computershare Investor Services Pty Limited
Street address: Level 2, 60 Carrington Street, Sydney NSW 2000
Mailing address: GPO Box 242, Melbourne VIC 3001
Fax: +61 3 9473 2555

provided that members who forward their proxy forms by fax are required to make available the original executed form of the proxy for production, if called upon at the meeting to do so.

6. For the purposes of the Annual General Meeting, persons on the register of members as at 7.00 pm (AEST) on Tuesday 10 November 2009 will be treated as members. This means that if you are not the registered holder of a relevant share at that time you will not be entitled to vote in respect of that share.

RHG Limited
ABN 22 055 136 564

000001 000 RHG
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 Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

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 2:00pm (AEDT), Tuesday 10 November 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 RHG 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 RHG Limited to be held at The Grace Hotel, 77 York Street, Sydney on Thursday, 12 November 2009 at 2:00pm 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
1	To adopt the Remuneration Report for the year ended 30 June 2009.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	To re-elect Mr David Coe as a Director.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	To elect Mr Steven Johnson as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	To elect Mr Gregory Hoffman as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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 ____/____/____

RHG

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Computershare +