

Edgar Filing: ABERDEEN AUSTRALIA EQUITY FUND INC - Form N-PX

ABERDEEN AUSTRALIA EQUITY FUND INC  
Form N-PX  
August 12, 2005

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM N-PX

ANNUAL REPORT OF PROXY VOTING RECORD OF REGISTERED MANAGEMENT INVESTMENT  
COMPANY

INVESTMENT COMPANY ACT FILE NUMBER: 811-04438

EXACT NAME OF REGISTRANT AS SPECIFIED IN CHARTER: Aberdeen Australia Equity  
Fund, Inc.

ADDRESS OF PRINCIPAL EXECUTIVE OFFICES: 800 Scudders Mill Road  
Plainsboro, NJ 08536

NAME AND ADDRESS OF AGENT FOR SERVICE: Mr. Bev Hendry  
Aberdeen Asset Management Inc.  
300 SE 2nd Street, Suite 820  
Fort Lauderdale, FL 33301

REGISTRANT'S TELEPHONE NUMBER: 866-839-5205

DATE OF FISCAL YEAR END: 10/31

DATE OF REPORTING PERIOD: 07/01/2004 - 06/30/2005

Aberdeen Australia Equity Fund, Inc.

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APN NEWS AND MEDIA LIMITED

Agen

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Security: Q1076J107  
Meeting Type: Annual General Meeting  
Meeting Date: 27-Apr-2005  
Ticker: APN AU  
ISIN: AU000000APN4  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
|        | Receive and approve the financial report, the Directors report and the independent audit report for the YE 31 DEC 2004 | Non-Voting    | No vote       |
| 1.     | Re-elect Mr. James J. Parkinson as a Director, who retires by rotation in accordance with the Company s Constitution   | Mgmt          | For           |
| 2.     | Re-elect Sir Wilson J. Whineray as a Director, who retires by rotation in accordance with                              | Mgmt          | For           |

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|                            |  |                    |
|----------------------------|--|--------------------|
| the Company s Constitution |  |                    |
| 3.                         | Re-elect Mr. Anthony C.O Reilly as a Director,<br>who retires by rotation in accordance with<br>the Company s Constitution   | Mgmt For           |
| 4.                         | Re-elect Mr. Kevin J. Luscombe as a Director,<br>who retires by rotation in accordance with<br>the Company s Constitution  | Mgmt For           |
| 5.                         | Re-elect Mr. Gavin K.O Reilly as a Director,<br>who retires by rotation in accordance with<br>the Company s Constitution and the Listing<br>Rules of Australian Stock Exchange Limited | Mgmt For           |
|                            | Transact any other business  | Non-Voting No vote |

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APN NEWS AND MEDIA LIMITED

Agen

Security: Q1076J107  
Meeting Type: Ordinary General Meeting  
Meeting Date: 02-Jun-2005  
Ticker: APN AU  
ISIN: AU000000APN4

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
|        | PLEASE NOTE THAT THIS IS AN OGM. THANK YOU.   | Non-Voting    | No vote       |
| 1.     | Approve, in accordance with Article 44 of the<br>Company s Constitution, the Company s authorization<br>to buy ordinary shares in itself is renewed<br>for a period of 10 years | Mgmt          | For           |
|        | Any other business  | Non-Voting    | No vote       |

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AUSTRALIA & NEW ZEALAND BANKING GROUP LTD

Agen

Security: Q09504137  
Meeting Type: Annual General Meeting  
Meeting Date: 17-Dec-2004  
Ticker: ANZ AU  
ISIN: AU000000ANZ3

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1.     | Approve the annual report, financial report<br>and the report of the Directors and of the<br>Auditors for the YE 30 SEP 2004 | Non-Voting    | No vote       |
| 2.a    | Re-elect Mr. J.K. Ellis as a Director, in accordance<br>with the Company s Constitution                                      | Mgmt          | For           |

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|     |   |            |         |
|-----|---|------------|---------|
| 2.b | Re-elect Ms. M.A. Jackson as a Director, in accordance with the Company s Constitution  | Mgmt       | For     |
| 2.c | Re-elect Dr. G.J. Clark as a Director, in accordance with the Company s Constitution  | Mgmt       | For     |
| 2.d | Elect Mr. D.E. Meiklejohn as a Director, in accordance with the Company s Constitution  | Mgmt       | For     |
| 2.e | Elect Mr. J.P. Morschel as a Director, in accordance with the Company s Constitution  | Mgmt       | For     |
|     | PLEASE NOTE THAT ANY VOTES CAST BY MR. MCFARLANE AND ANY OTHER DIRECTOR AND THEIR RESPECTIVE ASSOCIATES OF THEM ON RESOLUTION 3 WILL BE DISREGARDED. THANK YOU.   | Non-Voting | No vote |
| 3.  | Approve, for all purposes, including for the purpose of ASX Listing Rule 10.14, for the issue of 175,000 fully paid ordinary shares in the capital of the Company to or for the benefit of Mr. John McFarlane, the Managing Director and Chief Executive Officer of the Company, on 31 DEC 2004 on the terms as specified | Mgmt       | For     |

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 AUSTRALIAN GAS LT CO

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 Agen

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 Security: Q09680101  
 Meeting Type: Extraordinary General Meeting  
 Meeting Date: 06-Apr-2005  
 Ticker: AGL AU  
 ISIN: AU000000AGL7  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1.     | Authorize the Company, for the purposes of Section 256B and Section 256C(1) of the Corporations Act 2001 (Cth), to reduce its share capital by paying to each person who is a shareholder of the Company at 7.00 p.m. on 13 ARP 2005 Record Date the amount of AUD 0.50 per share held by that person on the Record Date | Mgmt          | For           |

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 AUSTRALIAN STOCK EXCHANGE LTD

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 Agen

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 Security: Q1080Z105  
 Meeting Type: Annual General Meeting  
 Meeting Date: 28-Sep-2004  
 Ticker: ASX AU  
 ISIN: AU000000ASX7  
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| Prop.# | Proposal | Proposal Type | Proposal Vote |
|--------|----------|---------------|---------------|
|--------|----------|---------------|---------------|

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|  | Type       |         |
|--|------------|---------|
| 1. Receive and consider the financial report, the Directors report and the Auditor s report for ASX and its controlled entities for the YE 30 JUN 2004   | Non-Voting | No vote |
| 2. Receive the financial statements and the Auditor s report for the National Guarantee Fund for the YE 30 JUN 2004  | Non-Voting | No vote |
| 3. Approve, for all purposes under the listing rules including listing rule 10.14 for ASX, to offer and issue to Mr. Anthony D Aloisio conditional entitlements to fully paid ordinary shares in ASX under ASX s Executive Share Plan on the terms specified, and to issue or transfer fully paid ordinary shares in the number, at the time, upon the terms and subject to the conditions contained in the offer  | Mgmt       | Against |
| 4. Approve, for all purposes under the Corporations Act 2001 including Section 208 for ASX, to offer and issue to Mr. Anthony D Aloisio conditional entitlements to fully paid ordinary shares in ASX under ASX s Executive Share Plan on the terms specified, and to issue or transfer fully paid ordinary shares in the number, at the time, upon the terms and subject to the conditions contained in the offer | Mgmt       | Against |
| 5. Approve to increase the limit on total aggregate remuneration per year that my be paid by ASX to its Non-Executive Directors by AUD 500,000 from AUD 1.5 million to AUD 2 million   | Mgmt       | Against |
| 6. Re-elect Mr. Michael H. Shepherd as a Director of ASX, who retires in accordance with the Constitution of ASX   | Mgmt       | For     |
| 7. Re-elect Mr. James J. Kennedy as a Director of ASX, who retires in accordance with the Constitution of ASX  | Mgmt       | For     |

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 BENDIGO BANK LIMITED

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 Agen

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 Security: Q1456C110  
 Meeting Type: Annual General Meeting  
 Meeting Date: 25-Oct-2004  
 Ticker: BEN AU  
 ISIN: AU000000BEN6  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1.     | Receive and approve the Company s financial report, the Directors report and the report by the Auditor for the YE 30 JUN 2004 | Non-Voting    | No vote       |

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- |    |  |      |     |
|----|--|------|-----|
| 2. | Re-elect Mr. R.A. Guy OAM as a Director of the Company, who retires from office under Rule 67 of the Company s Constitution  | Mgmt | For |
| 3. | Re-elect Mr. D.J. Erskine as a Director of the Company, who retires from office under Rule 67 of the Company s Constitution  | Mgmt | For |
| 4. | Re-elect Mr. K.E. Roache as a Director of the Company, who retires from office under Rule 67 of the Company s Constitution   | Mgmt | For |
| 5. | Approve the amendment to the maximum percentage of shares that can be issued under the Bendigo Employee Share Ownership Plan from 7.5% to the limit under the Australian Securities & Investments Commission s Class Order CO 03/184 Employee Share Schemes as specified | Mgmt | For |
| 6. | Approve, for all purposes, including Listing Rule 7.2 exception 9, the issue of securities under the Bendigo Employee Share Ownership Plan, as specified   | Mgmt | For |
| 7. | Approve, for all purposes, including Listing Rule 10.14, the issue of 300,000 fully paid ordinary shares to the Managing Director under the Bendigo Employee Share Ownership Plan, as specified  | Mgmt | For |

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 BHP BILLITON LTD

Agen

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 Security: Q1498M100  
 Meeting Type: Annual General Meeting  
 Meeting Date: 22-Oct-2004  
 Ticker: BHP AU  
 ISIN: AU000000BHP4  
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- | Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1.     | Receive the financial statements for BHP Billiton Limited for the YE 30 JUN 2004, together with the Directors report and the Auditors report as set out in the annual report | Mgmt          | For           |
| 2.     | Receive the financial statements for BHP Billiton PLC for the YE 30 JUN 2004, together with the Directors report and the Auditors report as set out in the annual report     | Mgmt          | For           |
| 3.     | Re-elect Mr. D.R. Argus as a Director of BHP Billiton Limited, who retires by rotation   | Mgmt          | For           |
| 4.     | Re-elect Mr. D.R. Argus as a Director of BHP Billiton PLC, who retires by rotation   | Mgmt          | For           |

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|      |   |      |         |
|------|---|------|---------|
| 5.   | Re-elect Mr. D.A. Crawford as a Director of BHP Billiton Limited, who retires by rotation   | Mgmt | For     |
| 6.   | Re-elect Mr. D.A. Crawford as a Director of BHP Billiton PLC, who retires by rotation   | Mgmt | For     |
| 7.   | Re-elect Mr. C.W. Goodyear as a Director of BHP Billiton Limited, who retires by rotation   | Mgmt | For     |
| 8.   | Re-elect Mr. C.W. Goodyear as a Director of BHP Billiton PLC, who retires by rotation   | Mgmt | For     |
| 9.   | Re-elect Dr. J.M. Schubert as a Director of BHP Billiton Limited, who retires by rotation   | Mgmt | For     |
| 10.  | Re-elect Dr. J.M. Schubert as a Director of BHP Billiton PLC, who retires by rotation   | Mgmt | For     |
| 11.  | Re-appoint KPMG Audit PLC as the auditors of BHP Billiton PLC and authorize the Directors to agree their remuneration   | Mgmt | For     |
| 12.  | Approve to renew the authority and power to allot relevant securities conferred on the Directors by Article 9 of BHP Billiton PLC s Articles of Association for the period ending on the earlier of: i) 24 FEB 2006; and ii) the later of the AGM of BHP Billiton Limited and the AGM of BHP Billiton PLC in 2005; and for such period the Section 80 amount (under the United Kingdom Companies Act 1985) shall be USD 265 926 499.00  | Mgmt | Abstain |
| S.13 | Approve to renew the authority and power to allot equity securities for cash conferred on the Directors by Article 9 of BHP Billiton PLC s Articles of Association for the period ending on the earlier of: i) 24 FEB 2006; and ii) the later of the AGM of BHP Billiton Limited and the AGM of BHP Billiton PLC in 2005; and for such period the Section 89 amount (under the United Kingdom Companies Act 1985) shall be USD 61,703,675.00  | Mgmt | Abstain |
| S.14 | Authorize BHP Billiton PLC, in accordance with Article 6 of its Articles of Association and Section 166 of the United Kingdom Companies Act 1985, to make market purchases (Section 163 of that Act) of ordinary shares of AUD 0.50 nominal value each in the capital of BHP Billiton PLC ( Shares ) provided that: a) the maximum aggregate number of shares hereby authorized to be purchased shall be 246,814,700 representing 10% of BHP Billiton PLC s issued share capital; b) the minimum price which may be paid for each share is USD 0.50, being the nominal value of the shares; c) the maximum price which may be paid for any share is not more than 5% above the average of the middle market quotations for a share taken from the London Stock Exchange Daily Official List for the five business days immediately preceding the date of purchase | Mgmt | For     |

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of the shares; Authority conferred by this resolution shall, unless renewed prior to such time, expire on the earlier of 24 MAY 2006 and the later of the AGM of BHP Billiton Limited and the AGM of BHP Billiton PLC in 2005 provided that BHP Billiton PLC may enter into a contract for the purchase of shares before the expiry of this authority which would or might be completed wholly or partly after such expiry

- |     |  |      |         |
|-----|--|------|---------|
| 15. | Approve the remuneration report for the YE 30 JUN 2004   | Mgmt | Against |
| 16. | Approve, subject to the passing of the Resolution 17, the: a) amended BHP Billiton Limited Group Incentive Scheme and the principal terms as specified; and b) amended BHP Billiton PLC Group Incentive Scheme and the principal terms as specified  | Mgmt | Against |
| 17. | Approve, subject to the passing of the Resolution 16 above: a) the BHP Billiton Limited Long Term Incentive Plan and the principal terms specified; and b) the BHP Billiton PLC Long Term Incentive Plan and the principal terms as specified  | Mgmt | Against |
| 18. | Approve to grant the Deferred Shares and the Options under the amended BHP Billiton Limited Group Incentive Scheme and to grant the Performance Shares under the BHP Billiton Limited Long Term Incentive Plan to Executive Director and Chief Executive Officer, Mr. C.W. Goodyear, in the manner as specified, including for the purpose of ASX Listing Rule 10.14 | Mgmt | Against |
| 19. | Approve to grant the Deferred Shares and Options under the amended BHP Billiton PLC Group Incentive Scheme and to grant the Performance Shares under the BHP Billiton PLC Long Term Incentive Plan to Executive Director and Group President Non-Ferrous Materials, Mr. M. Salamon, in the manner as specified, including for the purposes of ASX Listing Rule 10.14 | Mgmt | Against |

PLEASE NOTE THAT ANY VOTES CAST ON RESOLUTIONS 16 TO 19 BY MR. C.W. GOODYEAR AND MR. M. SALAMON AND ANY OTHER DIRECTOR WHO IS ELIGIBLE TO PARTICIPATE IN ANY EMPLOYEE INCENTIVE SCHEME OF EITHER BHP BILLITON LIMITED OR BHP BILLITON PLC (OF WHICH THERE ARE NONE) AND ANY OF THEIR ASSOCIATES WILL BE DISREGARDED. THANK YOU.

Non-Voting      No vote

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BILLABONG INTERNATIONAL LTD

Agen

Security: Q1502G107  
 Meeting Type: Annual General Meeting  
 Meeting Date: 22-Oct-2004  
 Ticker: BBG AU

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ISIN: AU000000BBG6

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1.     | Receive and approve the financial report, including the Directors declaration, for the YE 30 JUN 2004 and the related Directors report and the audit report   | Mgmt          | For           |
| 2.     | Re-elect Mr. Gary Pemberton as a Director, who retires by rotation in accordance with Article 17.1 of the Company s Constitution  | Mgmt          | For           |
| 3.     | Re-elect Mr. Ted Kunkel as a Director, who retires by rotation in accordance with Article 17.1 of the Company s Constitution  | Mgmt          | For           |
| 4.     | Approve and adopt the Billabong International Limited Executive Performance Share Plan and the Billabong International Limited Executive Performance Share Plan Trust Deeds as specified  | Mgmt          | For           |
|        | PLEASE NOTE THAT PURSUANT TO ASX LISTING RULE 10.15.5, THE COMPANY WILL DISREGARD ANY VOTES CAST ON RESOLUTION 5 BY MR. O NEILL AND MR. NAUDE AND ANY ASSOCIATE OF MR. O NEILL OR MR. NAUDE   | Non-Voting    | No vote       |
| 5.     | Approve, for the purposes of ASX Listing Rule 10.14, the award of up to 65,000 fully paid ordinary shares in the Company to Mr. Derek O Neill such shares to be awarded pursuant to the Billabong International Limited Executive Performance Share Plan as specified | Mgmt          | For           |
|        | PLEASE NOTE THAT PURSUANT TO ASX LISTING RULE 10.15.5, THE COMPANY WILL DISREGARD ANY VOTES CAST ON RESOLUTION 6 BY MR. NAUDE AND MR. O NEILL AND ANY ASSOCIATE OF MR. NAUDE OR MR O NEILL  | Non-Voting    | No vote       |
| 6.     | Approve, for the purposes of ASX Listing Rule 10.14, the award of up to 65,000 fully paid ordinary shares in the Company to Mr. Paul Naude such shares to be awarded pursuant to the Billabong International Limited Executive Performance Share Plan as specified    | Mgmt          | For           |

COMMONWEALTH BANK OF AUSTRALIA

Agen

Security: Q26915100  
 Meeting Type: Annual General Meeting  
 Meeting Date: 05-Nov-2004  
 Ticker: CBA AU  
 ISIN: AU000000CBA7



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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1.     | Receive the financial report, the Directors report and the Auditor s report for the YE 30 JUN 2004   | Non-Voting    | No vote       |
| 2.a    | Re-elect Mr. R.J. Clairs as a Director, who retires in accordance with Articles 11.1 and 11.2 of the Constitution of Commonwealth Bank of Australia  | Mgmt          | For           |
| 2.b    | Re-elect Ms. B.K. Ward as a Director, who retires in accordance with Articles 11.1 and 11.2 of the Constitution of Commonwealth Bank of Australia  | Mgmt          | For           |
| 3.     | Approve to increase the maximum aggregate sum payable for fees to the Non-Executive Directors to AUD 3,000,000 in any FY, to be divided among the Directors in such proportions and manner as they agree   | Mgmt          | Against       |
| 4.     | Approve the issue to Mr. D.V. Murray, prior to the 2006 AGM of Commonwealth Bank of Australia, of invitations to apply for up to a maximum aggregate number of 250,000 shares to be provided in two tranches under the Rules of the Bank s Equity Reward Plan  | Mgmt          | Against       |
| S.5    | Amend the Constitution of Commonwealth Bank of Australia by deleting existing Articles numbered 1-21 (inclusive) and substituting in their place the Articles contained in the printed document entitled Substituted Articles submitted to the meeting and signed by the Chairman for identification | Mgmt          | Against       |
| S.6    | PLEASE NOTE THAT THIS IS A SHAREHOLDERS PROPOSAL:<br>Amend the Constitution of Commonwealth Bank of Australia  | Shr           | Against       |

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 FBG FIN LTD

Agen

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 Security: Q3944W187  
 Meeting Type: Annual General Meeting  
 Meeting Date: 25-Oct-2004  
 Ticker: 1554Z AU  
 ISIN: AU000000FGL6  
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| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1.     | Re-elect Mr. D.A. Crawford as a Director, who retires by rotation in accordance with the Company s Constitution | Mgmt          | For           |
| 2.     | Re-elect Mr. B. Healey as a Director, who retires by rotation in accordance with the Company                    | Mgmt          | For           |

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s Constitution

- |    |  |      |         |
|----|--|------|---------|
| 3. | Approve to increase the total amount of the Directors fees by the Company, that may be received by the Company s Non-Executive Directors from AUD 900,000 to AUD 1,200,000   | Mgmt | For     |
| 4. | Authorize the Directors: a) to establish and in their discretion maintain, with effect from the date of this resolution, the plans proposed to be called the Foster s Employee Share Grant Plan Share Grant Plan and the Foster s Employee Share Grant Replica Plan Replica Plan on substantially the terms and conditions as specified, and implement the Plans; b) approve to issue the participating employees under the Share Grant Plan, ordinary shares in the Company in accordance with the rules for the Share Grant Plan as specified, and that such issues of ordinary shares as an exception to ASX Listing Rule 7.1; and c) make awards to participating employees under the Replica Plan to receive payments in accordance with the rules for the Replica Plan | Mgmt | For     |
| 5. | Approve the acquisition of rights in respect of up to a maximum of 340,000 ordinary shares in the Company in respect of the FY 2004/2005, subject to the relevant performance standards prescribed under the Foster s Long Term Incentive Plan Plan , by Mr. T.L.O Hoy, President and the Chief Executive Officer of the Company, under the Plan   | Mgmt | Against |

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LEIGHTON HOLDINGS LTD

Agen

Security: Q55190104  
Meeting Type: Annual General Meeting  
Meeting Date: 11-Nov-2004  
Ticker: LEI AU  
ISIN: AU000000LEI5  
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- | Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1.     | Receive and approve the financial report and the reports of the Directors and the Auditors for the YE 30 JUN 2004            | Mgmt          | For           |
| 2.1    | Re-elect Mr. H-P Keitel as a Director, who retires by rotation in accordance with Clause 18 of the Company s Constitution    | Mgmt          | For           |
| 2.2    | Re-elect Mr. D.P. Robinson as a Director, who retires by rotation in accordance with Clause 18 of the Company s Constitution | Mgmt          | For           |
| 2.3    | Elect Mr. P.M. Noe as a Director, in accordance  | Mgmt          | For           |

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with Clause 17.2 of the Company s Constitution

- |     |   |      |     |
|-----|---|------|-----|
| 2.4 | Elect Mr. T.C. Leppert as a Director, in accordance with Clause 17.2 of the Company s Constitution      | Mgmt | For |
| 2.5 | Elect Mr. R.D. Humphris OAM as a Director, in accordance with Clause 17.2 of the Company s Constitution | Mgmt | For |

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 LION NATHAN LTD

Agen

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 Security: Q5585K109  
 Meeting Type: Annual General Meeting  
 Meeting Date: 15-Dec-2004  
 Ticker: LNN AU  
 ISIN: AU000000LNN6  
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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1.     | Receive and approve the financial report of the Company and its controlled entities for the YE 30 SEP 2004, and the reports of the Directors and the Auditor of the Company  | Non-Voting    | No vote       |
| 2.a    | Re-elect Mr. Naomichi Asano as a Non-Executive Director of the Company, who retires by rotation in accordance with Article 10.3 of the Constitution  | Mgmt          | For           |
| 2.b    | Elect Mr. Andrew Maxwell Reeves as a Executive Director of the Company   | Mgmt          | For           |
| 2.c    | Re-elect Mr. Geoffrey Thomas Ricketts as a Non-Executive Director of the Company, who retires by rotation in accordance with Article 10.3 of the Constitution  | Mgmt          | For           |
| 2.d    | Elect Mr. Mr. Gavin Ronald Walker as a Non-Executive Director of the Company, who retires by rotation in accordance with Article 10.3 of the Constitution  | Mgmt          | For           |
| 3.     | Approve that for all purposes including ASX Listing Rule 10.14 for: a) participation in the Company s Achievements Rights Plan by Mr. Murray, Executive Director and Chief Executive Director of the Company; b) the acquisition accordingly by Mr. Murray of Achievement Rights and in consequence of the exercise of those Achievement Rights, of ordinary shares in the Company; and c) the provision of benefits to Mr. Murray under the Achievement Rights Plan; in accordance with Plan Rules as specified | Mgmt          | Against       |
| 4.     | Approve that for all purposes including ASX Listing Rule 10.14 for: a) participation in the Company s Achievements Rights Plan by Mr. Reeves and Executive Director of the Company and the Managing Director - Lion Nathan Australia; b) the acquisition accordingly by Mr. Reeves   | Mgmt          | Against       |

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of Achievement Rights and in consequence of the exercise of those Achievement Rights, of ordinary shares in the Company; and c) the provision of benefits to Mr. Reeves under the Achievement Rights Plan; in accordance with Plan Rules as specified

PLEASE NOTE THAT THE COMPANY WILL DISREGARD ANY VOTES CAST ON RESOLUTION ITEMS 3 AND 4 BY: A) A DIRECTOR OF THE COMPANY; OR B) AN ASSOCIATE OF THAT DIRECTOR

Non-Voting      No vote

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MCGUIGAN SIMEON WINES LTD

Agen

Security: Q58794100  
Meeting Type: Annual General Meeting  
Meeting Date: 18-Nov-2004  
Ticker: MGW AU  
ISIN: AU000000MGW9

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
|        | Receive the financial report, the report of the Directors and the Auditor s report for the YE 30 JUN 2004 | Non-Voting    | No vote       |
| 1.     | Re-elect Mr. Ian D. Ferrier as a Director of the Company  | Mgmt          | For           |
| 2.     | Re-elect Mr. Perry R. Gunner as a Director of the Company   | Mgmt          | For           |
| 3.     | Re-elect Mr. Christopher L. Harris as a Director of the Company   | Mgmt          | For           |

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PATRICK CORPORATION LTD

Agen

Security: Q7376V104  
Meeting Type: Annual General Meeting  
Meeting Date: 03-Feb-2005  
Ticker: PRK AU  
ISIN: AU000000PRK4

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1.     | Receive and approve the financial report, the Directors report and the Auditors report of the Company and its controlled entities for the YE 30 SEP 2004 | Non-Voting    | No vote       |
| 2.a    | Re-elect Mr. Edwin John Cloney as a Director of the Company, who retires by rotation in  | Mgmt          | For           |

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accordance with the Company s Constitution

|     |   |      |     |
|-----|---|------|-----|
| 2.b | Elect Mr. Maurice James as a Director of the Company, who retires by rotation in accordance with the Company s Constitution | Mgmt | For |
|-----|---|------|-----|

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QANTAS AIRWAYS LTD

Agen

Security: Q77974105  
 Meeting Type: Annual General Meeting  
 Meeting Date: 21-Oct-2004  
 Ticker: QAN AU  
 ISIN: AU000000QAN2

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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1.     | Approve the financial report, the Directors report and the Independent Audit report of Qantas Airways Limited for the FYE 30 JUN 2004  | Non-Voting    | No vote       |
| 2.     | Questions and comments   | Non-Voting    | No vote       |
| 3.1    | Re-elect Mr. Margaret Jackson as a Non-Executive Director of Qantas Airways Limited, who retires in accordance with the Constitution   | Mgmt          | For           |
| 3.2    | Re-elect Mr. Mike Codd as a Non-Executive Director of Qantas Airways Limited, who retires in accordance with the Constitution  | Mgmt          | For           |
| 3.3    | Elect Mr. Patricia Cross as a Non-Executive Director of Qantas Airways Limited, pursuant to Clause 6.5(a) of the Constitution  | Mgmt          | For           |
| 3.4    | Elect Mr. James Packer as a Non-Executive Director of Qantas Airways Limited, pursuant to Clause 6.5(a) of the Constitution  | Mgmt          | Against       |
| 4.     | Approve the maximum aggregate amount payable to the Non-Executive Directors by way of Directors fees to be increased from AUD 1,500,000 to 2,500,000 per annum   | Mgmt          | Against       |
| 5.1    | Approve, pursuant to the Listing Rule 10.14 and under the terms and conditions of the Qantas Deferred Share Plan, the participation of Mr. Geoff Dixon, Chief Executive Director, in the Qantas Deferred Share Plan as specified | Mgmt          | Against       |
| 5.2    | Approve, pursuant to the Listing Rule 10.14 and under the terms and conditions of the Qantas Deferred Share Plan, the participation of Mr. Peter Gregg, Chief Financial Officer, in the Qantas Deferred Share Plan as specified  | Mgmt          | Against       |

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-----  
 QBE INSURANCE GROUP LTD

Agen

-----  
 Security: Q78063114  
 Meeting Type: Annual General Meeting  
 Meeting Date: 08-Apr-2005  
 Ticker: QBE AU  
 ISIN: AU000000QBE9  
 -----

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1.     | Receive the financial reports and the reports of the Directors and of the Auditors of the Company for the YE 31 DEC 2004   | Mgmt          | For           |
| 2.     | Re-elect Mr. C.L.A. Irby as a Director of QBE Insurance Group Limited, who retires by rotation in accordance with Clause 76 of the Company s Constitution  | Mgmt          | For           |
| 3.     | Approve, for the purpose of ASX Listing Rule 10.14 and for all other purposes, to grant to the Chief Executive Officer, Mr. F.M. O Hailoran of conditional rights over a maximum of 46,000 unissued ordinary shares in the Company and options to subscribe for a maximum of 122,000 unissued ordinary shares of the Company and the allotment of ordinary shares in the Company on satisfaction of and subject to the conditions attached to the conditional rights and on valid exercise of the options under the Company s Senior Executive Equity Scheme | Mgmt          | For           |

-----  
 RIO TINTO LTD

Agen

-----  
 Security: Q81437107  
 Meeting Type: Annual General Meeting  
 Meeting Date: 29-Apr-2005  
 Ticker: RIO AU  
 ISIN: AU000000RIO1  
 -----

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| S.1    | Authorize the Company, subject to the consent in writing of the holder of the special voting share, to buy-backs by the Company of fully paid ordinary shares in the Company Ordinary Shares in the 12 month period following this approval: a) under one or more off-market buy-back tender schemes in accordance with the terms as specified, but only to the extent that the number of Ordinary Shares bought back under the buy-back tenders, together with the number of Ordinary Shares bought back on-market by the Company, does not exceed in that in the12 | Mgmt          | For           |

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|     |  |      |         |
|-----|--|------|---------|
|     | <p>month period 10% of the minimum number of Ordinary Shares on issue excluding from the calculation of that minimum number for all purposes those Ordinary Shares held by or on behalf of THA or any other subsidiary of Rio Tinto Plc during such period; and b) following any Buy-Back Tender, from THA upon the terms and subject to the conditions set out in the draft buy-back agreement between the Company and THA entitled THA Matching Buy-Back Agreement</p>   |      |         |
| S.2 | <p>Amend, subject to the consent in writing of the holder of the special voting share and subject to the passing of Resolution 3, Article 33(A)(iii) of Rio Tinto Plc s Articles of Association and Rule 7(a)(iii) of the Company s Constitution</p>   | Mgmt | Against |
| S.3 | <p>Amend, subject to the consent in writing or the holder of the Special Voting Share and subject to the passing of Resolution 2, Clause 5.1 .2 (b) of the DLC Merger Sharing Agreement dated 21 DEC 1995 the Sharing Agreement between Rio Tinto Plc and the Company</p>  | Mgmt | Against |
| S.4 | <p>Approve: a) the buy-backs by the Company from THA of ordinary shares upon the terms and subject. to the conditions set out in the draft buy-back agreement between the Company and THA entitled 2005 RTL-THA Agreement ; and b) on market buy-backs by the Company of ordinary shares: i) but only to the extent that the number of ordinary shares bought back on market by the Company pursuant to the approval under point (b) together with the number of ordinary shares bought back under the Buy-Back Tenders, does not exceed in any 12 month period 10 % of the minimum number of ordinary Shares on issue excluding from the calculation of that minimum number for all purposes those ordinary shares held by or on behalf of THA or any other subsidiary of Rio Tinto Plc during such period: and ii) at a price per ordinary share of not more than 5% above the average market price of the ordinary shares calculated over the last five days on which sales of ordinary shares were recorded on the Australian Stock Exchange before the day on which the ordinary shares are bought back</p> | Mgmt | For     |
| 5.  | Elect Mr. Richard Goodmanson as a Director   | Mgmt | For     |
| 6.  | Elect Mr. Ashton Calvert as a Director   | Mgmt | For     |
| 7.  | Elect Mr. Vivienne Cox as a Director   | Mgmt | For     |
| 8.  | Re-elect Mr. Paul Skinner as a Director  | Mgmt | For     |
| 9.  | Approve the remuneration report as specified in the 2004 annual review and the 2004 annual report and the financial statements   | Mgmt | For     |
| 10. | Re-appoint PricewaterhouseCoopers LLP as the   | Mgmt | For     |

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Auditors of Rio Tinto Plc until the conclusion of the next AGM at which accounts are laid before Rio Tinto Plc and authorize the Audit Committee to determine the Auditors remuneration

- |   |      |     |
|---|------|-----|
| 11. Receive the Company s financial statements; the report of the Directors and the report of the Auditors for the YE 31 DEC 2004 | Mgmt | For |
|---|------|-----|

-----  
 SUNCORP METWAY LIMITED

Agen

Security: Q8802S103  
 Meeting Type: Annual General Meeting  
 Meeting Date: 27-Oct-2004  
 Ticker: SUN AU  
 ISIN: AU000000SUN6

- | Prop.# Proposal   | Proposal Type | Proposal Vote |
|---|---------------|---------------|
| 1. Receive and approve the financial statements and the reports of the Directors and the Auditor for the YE 30 JUN 2004   | Mgmt          | For           |
| 2.a Re-elect Mr. J.D. Story as a Director in accordance with Clause 14(5) of the Company s Constitution, who retires by rotation  | Mgmt          | For           |
| 2.b Re-elect Mr. M.D.E. Kriewaldt as a Director in accordance with Clause 14(5) of the Company s Constitution, who retires by rotation  | Mgmt          | For           |
| 3. Approve, for the purposes of Clause 14.8(a) of the Company s Constitution and Listing Rule 10.17, to increase the maximum amount payable as remuneration to Directors as the Directors fees in any FY by AUD 1,000,000 from AUD 1,500,000 per annum to AUD 2,500,000 per annum inclusive of all statutory superannuation guarantee contribution made by the Company on behalf of the Directors | Mgmt          | Against       |

-----  
 TABCORP HLDGS LTD

Agen

Security: Q8815D101  
 Meeting Type: Annual General Meeting  
 Meeting Date: 29-Nov-2004  
 Ticker: TAH AU  
 ISIN: AU000000TAH8

- | Prop.# Proposal  | Proposal Type | Proposal Vote |
|--|---------------|---------------|
| 1. Receive and approve the financial statements and the reports of the Directors and the Auditor | Non-Voting    | No vote       |



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in respect of the YE 30 JUN 2004

|     |   |      |     |
|-----|---|------|-----|
| 2.a | Re-elect Mr. M.B. Robinson as a Director in accordance with the Company s Constitution  | Mgmt | For |
| 2.b | Re-elect Mr. P.G. Satre as a Director in accordance with the Company s Constitution   | Mgmt | For |
| 3.a | Elect Mr. J.D. Story as a Director in accordance with the Company s Constitution  | Mgmt | For |
| 3.b | Elect Mr. L.J. Willett as a Director in accordance with the Company s Constitution  | Mgmt | For |
| S.4 | Approve, subject to receive any necessary written of the New South Wales Casino Control Authority and the Minister responsible for the administration of the Queensland Casino Control Act 1982 Qld and with effect from the later of the passing of this resolution as specified, and for the purpose of the identification be adopted as the Constitution of the Company in substitution for and to the exclusion of the existing Constitution of the Company | Mgmt | For |
| S.5 | Approve, in accordance with Section 260B(2) of the Corporation Act 2001 Cth , for the financial assistance to be provided by the Tab Limited and its subsidiaries each a subsidiary of the Tabcorp Holdings Limited to Tabcorp Investments No.4 Pty Ltd in connection with the acquisition by the Tabcorp Investments No.4 Pty Ltd of all the ordinary shares in the capital of the Tab Limited as specified  | Mgmt | For |
| S.6 | Approve, in accordance with Section 260B(2) of the Corporation Act 2001 Cth , for the financial assistance to be provided by the Jupiters Limited and its subsidiaries each a subsidiary of the Tabcorp Holdings Limited to Tabcorp Investments No.2 Pty Ltd in connection with the acquisition by the Tabcorp Investments No.2 Pty Ltd of all the ordinary shares in the capital of the Jupiters Limited as specified  | Mgmt | For |

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TELECOM CORPORATION OF NEW ZEALAND LTD

Agen

Security: Q89499109  
 Meeting Type: Annual General Meeting  
 Meeting Date: 07-Oct-2004  
 Ticker: TEL NZ  
 ISIN: NZTELE0001S4

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| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
|        | PLEASE NOTE THAT THIS IS AN AMENDMENT TO MEETING 166234 DUE TO CHANGE IN THE AGENDA. ALL VOTES | Non-Voting    | No vote       |

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RECEIVED ON THE PREVIOUS MEETING WILL BE DISREGARDED  
AND YOU WILL NEED TO REINSTRUCT ON THIS MEETING  
NOTICE. THANK YOU.

|     |   |      |     |
|-----|---|------|-----|
| 1.  | Authorize the Directors to fix the Auditors remuneration  | Mgmt | For |
| 2.  | Re-elect Mr. Rod McGeoch as a Director of Telecom   | Mgmt | For |
| 3.  | Re-elect Mr. Michael Tyler as a Director of Telecom   | Mgmt | For |
| 4.  | Re-elect Mr. Wayne Boyd as a Director of Telecom  | Mgmt | For |
| 5.  | Re-elect Mr. Rob McLeod as a Director of Telecom  | Mgmt | For |
| S.6 | Amend the Company s Constitution to incorporate the NZX Listing Rules by reference and provide for changes to the Companies Act, 1993 | Mgmt | For |

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TELSTRA CORPORATION LIMITED

Agen

Security: Q8975N105  
Meeting Type: Annual General Meeting  
Meeting Date: 28-Oct-2004  
Ticker: TLS AU  
ISIN: AU000000TLS2  
-----

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
|        | Approve the Chairman and CEO presentations  | Non-Voting    | No vote       |
|        | Approve the financial statements and reports to discuss the Company s financial statements and reports for the YE 30 JUN 2004   | Non-Voting    | No vote       |
|        | PLEASE NOTE THAT ALTHOUGH THERE ARE 7 CANDIDATES TO BE ELECTED AS DIRECTORS, THERE ARE ONLY 6 VACANCIES AVAILABLE TO BE FILLED AT THE MEETING. THE STANDING INSTRUCTIONS FOR THIS MEETING WILL BE DISABLED AND, IF YOU CHOOSE, YOU ARE REQUIRED TO VOTE FOR ONLY 6 OF THE 7 DIRECTORS. THANK YOU. | Non-Voting    | No vote       |
| 1.a    | Elect Mr. Leonard Cooper as a Director  | Mgmt          | No vote       |
| 1.b    | Re-elect Mr. Charles Macek as a Director, who retires by rotation and in accordance with the Company s Constitution   | Mgmt          | For           |
| 1.c    | Elect Mr. Paul Higgins as a Director  | Mgmt          | Against       |
| 1.d    | Elect Mr. Mervyn Vogt as a Director   | Mgmt          | Against       |
| 1.e    | Elect Mr. Ange Kenos as a Director  | Mgmt          | Against       |
| 1.f    | Re-elect Mr. Belinda Hutchinson as a Director,  | Mgmt          | Against       |

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who retires by rotation and in accordance with  
the Company s Constitution

|     |  |      |     |
|-----|--|------|-----|
| 1.g | Elect Mr. Megan Cornelius AM as a Director | Mgmt | For |
|-----|--|------|-----|

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THE AUSTRALIAN GAS LIGHT COMPANY

Agen

Security: Q09680101  
Meeting Type: Annual General Meeting  
Meeting Date: 19-Oct-2004  
Ticker: AGL AU  
ISIN: AU000000AGL7

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1.     | Receive and approve the annual financial report of the Company and the consolidated entity for the YE 30 JUN 2004 and the reports of the Directors and the Auditor   | Mgmt          | For           |
| 2.a    | Re-elect Mr. M.R.G. Johnson as a Director of the Company, who retires by rotation in accordance with Clause 58 of the Company s Constitution   | Mgmt          | For           |
| 2.b    | Re-elect Mrs. C.J. Hewson as a Director of the Company, who retires by rotation in accordance with Clause 58 of the Company s Constitution   | Mgmt          | For           |
| 2.c    | Re-elect, in accordance with Clause 56 of the Company s Constitution, Mr. M.G. Ould as a Director of the Company   | Mgmt          | For           |
| 3.     | Approve, under and in accordance with The Australian Gas Light Company s Long-Term Incentive Plan, the acquisition rights to acquire up to a maximum of 65,223 shares in The Australian Gas Light Company in respect of the FYE 30 JUN 2004, by Mr. G.J.W Martin, the Managing Director of the Company | Mgmt          | For           |

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WESTFIELD GROUP

Agen

Security: Q97062105  
Meeting Type: Annual General Meeting  
Meeting Date: 12-Nov-2004  
Ticker: WDC AU  
ISIN: AU000000WDC7

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1.     | Receive and adopt the report of the Directors and the Auditors and financial statements of | Mgmt          | For           |

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the Company for the YE 30 JUN 2004

|     |   |      |         |
|-----|---|------|---------|
| 2.  | Re-elect Mr. David M. Gonski AO as a Director of the Company, who retires by rotation in accordance with the Company s Constitution   | Mgmt | For     |
| 3.  | Re-elect Mr. Stephen P. Johns as a Director of the Company, who retires by rotation in accordance with the Company s Constitution   | Mgmt | For     |
| 4.  | Re-elect Mr. Steven M. Lowy as a Director of the Company, who retires by rotation in accordance with the Company s Constitution   | Mgmt | For     |
| 5.  | Elect Mr. Roy L. Furman as a Director of the Company  | Mgmt | For     |
| 6.  | Elect Mr. John B. Studdy AM as a Director of the Company  | Mgmt | For     |
| 7.  | Elect Mr. Gary H. Weiss as a Director of the Company  | Mgmt | For     |
| 8.  | Elect Mr. Grancis T. Vincent as a Director of the Company, subject to the passing of S.9  | Mgmt | For     |
| S.9 | Amend Articles 10.1(a) and (b) of the Constitution of the Company   | Mgmt | Against |
| 10. | Approve to increase the maximum level of remuneration for payment to the Directors under Article 10.9(a) of the Constitution of the Company by AUD 1.2 million from AUD 600,000 to AUD 1.8 million and the maximum remuneration payable to the Directors pursuant to Article 10.9(a) of the Constitution of the Company is increased by AUD 1.2 million from AUD 600,000 to AUD 1.8 million | Mgmt | For     |

-----  
WESTFIELD GROUP

Agen

Security: Q97062105  
Meeting Type: Annual General Meeting  
Meeting Date: 12-May-2005  
Ticker: WDC AU  
ISIN: AU000000WDC7  
-----

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1.     | Approve the Company s financial statements and the reports for the shortened FYE 31 DEC 2004 | Non-Voting    | No vote       |
| 2.     | Approve the Company s remuneration report for the shortened FYE 31 DEC 2004                  | Mgmt          | For           |
| 3.     | Re-elect Mr. Frederick G. Hilmer AO as a Director of the Company, who retires by rotation in | Mgmt          | For           |

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|     |   |      |     |
|-----|---|------|-----|
|     | accordance with the Company s Constitution  |      |     |
| 4.  | Re-elect Mr. Dean R. Wills AO as a Director of the Company, who retires by rotation in accordance with the Company s Constitution   | Mgmt | For |
| 5.  | Re-elect Mr. David H. Lowy AM as a Director of the Company, who retires by rotation in accordance with the Company s Constitution   | Mgmt | For |
| 6.  | Re-elect Mr. Frank P. Lowy AC as a Director of the Company, who retires by rotation in accordance with the Company s Constitution   | Mgmt | For |
| S.7 | Amend the Constitution of Westfield America Trust in accordance with the provisions of the Supplemental Deed Poll - Westfield America Trust Supplemental Deed Poll as specified and authorize the Westfield America Management Limited to execute the Supplemental Deed Poll and lodge it with the Australian Securities and Investments Commission | Mgmt | For |
| S.8 | Amend the Constitution of Westfield Trust in accordance with the provisions of the Supplemental Deed Poll - Westfield Trust Supplemental Deed Poll as specified and authorize the Westfield Management Limited to execute the Supplemental Deed Poll and lodge it with the Australian Securities and Investments Commission                         | Mgmt | For |

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 WESTPAC BANKING CORP

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 Agen

Security: Q97417101  
 Meeting Type: Annual General Meeting  
 Meeting Date: 16-Dec-2004  
 Ticker: WBC AU  
 ISIN: AU000000WBC1  
 -----

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1.     | Receive the annual financial report, the Directors report and the Audit report of the Company for the YE 30 SEP 2004   | Non-Voting    | No vote       |
| 2.a    | Re-elect Mr. Edward Alfred Evans as a Director of the Company, who retires in accordance with the Article 9.2 and 9.3 of the Constitution  | Mgmt          | For           |
| 2.b    | Elect Mr. Gordon McKellar Cairns as a Director of the Company, pursuant to Article 9.7 of the Constitution   | Mgmt          | For           |
|        | PLEASE NOTE THAT THIS IS AN AMENDMENT TO MEETING 200639 DUE TO CHANGE IN THE VOTING STATUS. ALL VOTES RECEIVED ON THE PREVIOUS MEETING WILL BE DISREGARDED AND YOU WILL NEED TO REINSTRUCT | Non-Voting    | No vote       |

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ON THIS MEETING NOTICE. THANK YOU.

-----  
 WOODSIDE PETROLEUM LTD

Agen

-----  
 Security: 980228100  
 Meeting Type: Annual General Meeting  
 Meeting Date: 19-Apr-2005  
 Ticker: WPL AU  
 ISIN: AU000000WPL2  
 -----

| Prop.# | Proposal  | Proposal Type | Proposal Vote |
|--------|---|---------------|---------------|
| 1.     | Receive and approve the financial report of the Company and the reports of the Directors and the Auditor for the YE 31 DEC 2004 | Non-Voting    | No vote       |
| 2.     | Elect Mr. Andrew Jamieson as a Director, in accordance with the Rule 75(c) of the Company s Constitution                        | Mgmt          | For           |
| 3.     | Adopt the Woodside Petroleum Ltd. Executive Incentive Plan  | Mgmt          | For           |

-----  
 WOOLWORTHS LTD

Agen

-----  
 Security: Q98418108  
 Meeting Type: Annual General Meeting  
 Meeting Date: 26-Nov-2004  
 Ticker: WOW AU  
 ISIN: AU000000WOW2  
 -----

| Prop.# | Proposal   | Proposal Type | Proposal Vote |
|--------|--|---------------|---------------|
| 1.     | Receive and approve the financial reports of the Company and the consolidated entity and the declaration by the Directors and reports of the Directors and the Auditors thereon for the financial period ended 27 JUN 2004 | Mgmt          | For           |
| 2.a    | Re-elect Professor Adrienne Elizabeth Clarke as a Director, who retires by rotation in accordance with Article 10.3 of the Company s Constitution  | Mgmt          | For           |
| 2.b    | Re-elect Ms. Diane Jennifer Grady as a Director, who retires by rotation in accordance with Article 10.3 of the Company s Constitution   | Mgmt          | For           |
| 2.c    | Re-elect Mr. John Frederick Astbury as a Director, who retires in accordance with Article 10.10 of the Company s Constitution  | Mgmt          | For           |
|        | PLEASE NOTE THAT THE COMPANY WILL DISREGARD  | Non-Voting    | No vote       |

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ANY VOTES CAST ON RESOLUTION 3 BY ANY DIRECTOR  
EXCEPT ONE WHO IS INELIGIBLE TO PARTICIPATE  
IN ANY EMPLOYEE INCENTIVE SCHEME IN RELATION  
OF THE COMPANY AND ANY ASSOCIATE OF ANY DIRECTOR.  
THANK YOU

- |    |  |      |         |
|----|--|------|---------|
| 3. | Approve: a) the establishment of a plan, to be called Woolworths Long term Incentive Plan for the provision of incentives to Management of Woolworths Limited and its subsidiaries Employees ; b) the issue of options or other rights over, or interests in, ordinary full paid shares in Woolworths Limited shares to Employees under the Plan; c) the issue and transfer of shares to Employees under the Plan; d) the grant of cash awards to Employees under the Plan; and e) the provision of benefits to Employees under the Plan, in accordance with the Woolworths Long Term Incentive Plan Rules | Mgmt | Against |
|----|--|------|---------|

|   |            |         |
|---|------------|---------|
| PLEASE NOTE THAT THE COMPANY WILL DISREGARD ANY VOTES CAST ON RESOLUTION 4 BY ANY DIRECTOR EXCEPT ONE WHO IS INELIGIBLE TO PARTICIPATE IN ANY EMPLOYEE INCENTIVE SCHEME IN RELATION OF THE COMPANY AND ANY ASSOCIATE OF ANY DIRECTOR. THANK YOU | Non-Voting | No vote |
|---|------------|---------|

- |    |   |      |     |
|----|---|------|-----|
| 4. | Approve the grant to the Group Managing Director and the Chief Executive Officer of the Company, Mr. Roger Campbell Corbett, of a maximum of two million options to subscribe for ordinary shares to be issued in the Company, such options to be granted pursuant to the Woolworths Executive Option Plan and subject to the terms and conditions as specified | Mgmt | For |
|----|---|------|-----|

An \* in the FOR/AGAINST management field indicates management position unknown since information regarding non-U.S.issuers is not readily available

SIGNATURES

Pursuant to the requirements of the Investment Company Act of 1940, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

|                |                                      |
|----------------|--------------------------------------|
| (Registrant)   | Aberdeen Australia Equity Fund, Inc. |
| By (Signature) | /s/ Martin Gilbert                   |
| Name           | Martin Gilbert                       |
| Title          | President                            |
| Date           | 08/12/2005                           |