

**HARVEY NORMAN
HOLDINGS LIMITED**

A.C.N 003 237 545

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AUSTRALIA

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27 October 2011

The Manager
Announcements
Australian Stock Exchange Limited
Exchange Centre
20 Bridge Street
SYDNEY NSW 2000

Dear Sir

We enclose a copy of the 2011 Notice of Meeting and Proxy form for Harvey Norman Holdings Limited which will accompany the Annual Report to shareholders.

We expect to have the printed Annual Report, Notice of Meeting and Proxy form forwarded to shareholders by no later than Friday 28th October 2011.

If you have any queries, please do not hesitate to contact the writer.

Yours faithfully



Chris Mentis
Chief Financial Officer / Company Secretary

Notice of Meeting

Notice is hereby given that the Annual General Meeting of members of Harvey Norman Holdings Limited A.C.N. 003 237 545 will be held at The Tattersalls Club, 181 Elizabeth Street, Sydney on Tuesday 29 November 2011 at 11:00 a.m.

A G E N D A

1. To receive the Company's Financial Statements, the Directors' Declaration and the Directors' Report and Independent Audit Report for the year ended 30 June 2011.

2. To adopt the Remuneration Report as included in the Directors' Report for the year ended 30 June 2011.

Note the vote on this resolution is advisory only and does not bind the directors or the Company.

3. To declare a dividend as recommended by the Board.

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

"That Gerald Harvey, a Director who retires by rotation at the close of the meeting in accordance with Article 63A of the Constitution of the Company and being eligible, be re-elected as a Director of the Company".

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

"That David Matthew Ackery, a Director who retires by rotation at the close of the meeting in accordance with Article 63A of the Constitution of the Company and being eligible, be re-elected as a Director of the Company".

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

"That Graham Charles Paton, a Director who retires by rotation at the close of the meeting in accordance with Article 63A of the Constitution of the Company and being eligible, be re-elected as a Director of the Company".

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

"That Kenneth William Gunderson-Briggs, a Director who retires by rotation at the close of the meeting in accordance with Article 63A of the Constitution of the Company and being eligible, be re-elected as a Director of the Company".

A member has a right to appoint a proxy.

The proxy need not be a member of the Company.

A member who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

ATTACHMENTS

- A. Voting Exclusion Statement.**
- B. Explanatory Notes.**
- C. Form of Proxy.**

Dated this 27th day of October 2011



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Chris Mentis
Company Secretary

ATTACHMENT A**VOTING EXCLUSION STATEMENT****HARVEY NORMAN HOLDINGS LIMITED A.C.N 003 237 545 ("Company")**

On 29 November 2011 at the Annual General Meeting of its members, the Company will disregard any votes cast on the following proposed resolution:

Resolution 2 *To adopt the Remuneration Report as included in the Directors' Report for the year ended 30 June 2011.*

- (a) by any key management personnel of the Company, being those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company, details of whose remuneration are included in the Remuneration Report ("Key Management Personnel"); or
- (b) by any closely related party of any Key Management Personnel.

Closely related parties of Key Management Personnel are defined in the *Corporations Act 2001* (Cth) ("Corporations Act") and include certain family members and any companies controlled by Key Management Personnel.

However, the Company need not disregard a vote if:

- it is cast by a proxy appointed in writing for a person who is entitled to vote, in accordance with a direction on the proxy form how the proxy is to vote on the proposed resolution; and
- the vote is not cast on behalf of any Key Management Personnel, or any closely related party of any Key Management Personnel.

ATTACHMENT B

EXPLANATORY NOTES

Resolution 1 - To receive the Company's Financial Statements, the Directors' Declaration and the Directors' Report and Independent Audit Report for the year ended 30 June 2011.

- 1.1 The Annual Report of the Company has been made available to shareholders and is published on the Company's website (www.harveynormanholdings.com.au/annualreports.htm).
- 1.2 The Chairman will allow a reasonable opportunity for the members as a whole at the meeting to ask questions about or make comments on the management of the Company.
- 1.3 Members will be given a reasonable opportunity to ask the auditor of the Company questions about the conduct of the audit or the content of the Independent Audit Report.

Resolution 2 - Adoption of Remuneration Report

- 2.1 Section 250R(2) of the Corporations Act requires that at the annual general meeting of the Company a resolution that the remuneration report be adopted must be put to the vote at the Annual General Meeting of the Company.
- 2.2 The Chairman will allow a reasonable opportunity for the members as a whole to ask questions about, or make comments on, the remuneration report.
- 2.3 The Chairman will not vote any undirected proxies in favour of Resolution 2.
- 2.4 If you appoint the Chairman as your proxy and you want your shares to be voted on Resolution 2, you should direct the Chairman how to vote on Resolution 2 by completing Step 2 in the Proxy Form.
- 2.5 Votes will not be counted in respect of Resolution 2 if they provide an undirected proxy, unless you nominate as your proxy the Designated Proxy Holder (as defined in the Form of Proxy attached to the Notice of Meeting) or any person who is not:
 - (a) Key Management Personnel; or
 - (b) a closely related party of any Key Management Personnel.
- 2.6 The Company encourages all members to cast their votes on Resolution 2.
- 2.7 Sections 250U, 250V and 250W of the Corporations Act provide that if 25% of more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive annual general meetings, members will be required to vote at the second of those annual general meetings on a resolution ("Spill Resolution") that another meeting be held at which all of the directors of the Company, other than the Managing Director, must go up for re-election.
- 2.8 If more than 50% of members of the Company vote in favour of the Spill Resolution, the Company must convene the extraordinary general meeting within 90 days ("Spill EGM"). All directors, other than the Managing Director, will cease to hold office immediately at the annual general meeting but may stand for re-election at the Spill EGM.

Resolution 3 - Declaration of Dividend

- 3.1 Article 86(1) of the constitution of the Company provides that the Company in a general meeting may declare a dividend if, and only if, the directors of the Company have recommended a dividend. Article 86(2) provides that a dividend shall not exceed the amount recommended by the directors of the Company.
- 3.2 The recommended final dividend is six cents per share, fully franked, to be paid on 5 December 2011 to members registered at 5:00pm on 4 November 2011. The total dividend for the year will be twelve cents per share fully franked.

Resolution 4 - 7 - Election of Directors

- 4.1 Article 63A of the constitution of the Company provides that at every annual general meeting, one third of the directors of the Company must retire from office and that no director shall retain office for a period exceeding three years, without submitting himself or herself for re-election.

The following directors retire and submit themselves for re-election.

- 4.2 *Gerald Harvey - Director*

Mr G. Harvey, aged 72, was the co-founder of the Company in 1982 with Mr I. Norman. Mr G. Harvey has overall executive responsibility for the strategic direction of the consolidated entity, and in particular, property investments. During the past three years, Mr G. Harvey has also served as a director of Pertama Holdings Limited, a company listed on the Singapore Exchange.

- 4.3 *David Matthew Ackery - Director*

Mr Ackery, aged 51, was appointed a director of the Company on 20 December 2005. Mr. Ackery has overall executive responsibility for the relationship between the Company and Harvey Norman electrical franchisees and strategic partners.

- 4.4 *Graham Charles Paton AM, B.Ec., FCPA, MAICD – Non-Executive Director*

Mr Paton, aged 66, holds a Bachelor of Economics degree from the University of Sydney. During his twenty-three years as a partner of an international chartered accounting practice, he was involved in the provision of professional services to the retail industry. He retired from public practice in July 2001. Mr. Paton is a Fellow and Life Member of CPA Australia and was the National President of that professional accounting body in 1993/1994. In 2001 he was awarded membership of the General Division of the Order of Australia for his services to the accounting profession and for his services to the deaf community through his chairmanship of the Shepherd Centre for Deaf Children for the decade to 2001.

Mr Paton was appointed a director of the Company on 20 June 2005. Mr Paton was also appointed as a member of the Audit, Remuneration and Nomination Committees on 30 June 2005 and was appointed Chairman of the Audit Committee on 9 March 2006.

Mr Paton is an independent non-executive director of Gazal Corporation Limited, a company listed on the Australian Stock Exchange.

- 4.5 *Kenneth William Gunderson-Briggs – B.Bus., FCA, MAICD – Non-Executive Director*

Mr Gunderson-Briggs, aged 50, was appointed a director of the Company on 30 June 2003. Mr Gunderson-Briggs is a chartered accountant and a registered company auditor. Mr Gunderson-Briggs has been involved in public practice since 1982 and a partner in a chartered accounting firm since 1990. Mr Gunderson-Briggs' qualifications include a Bachelor of Business from the University of Technology, Sydney and he is a fellow of the Institute of Chartered Accountants. Mr Gunderson-Briggs is a member of the Audit, Remuneration and Nomination Committees.

ATTACHMENT C

See Proxy Form attached

Name and Address

FOR ALL ENQUIRIES CALL:
(within Australia) 1300 737 760
(outside Australia) +61 2 9290 9600

FACSIMILE
+61 2 9290 9655

ALL CORRESPONDENCE TO:
Boardroom Pty Limited
GPO Box 3993
Sydney NSW 2001
Australia



Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction on the form. Securityholders sponsored by a broker should advise your broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

YOUR VOTE IS IMPORTANT

FOR YOUR VOTE TO BE EFFECTIVE IT MUST BE RECORDED BEFORE 11:00AM SUNDAY 27 NOVEMBER 2011

TO VOTE ONLINE

SRN/HIN <SRN/HIN>

Please note it is important you keep this confidential



STEP 1: VISIT www.boardroomlimited.com.au/vote/hvnagm2011

STEP 2: Enter your holding/Investment type

STEP 3: Enter your SRN/HIN and VAC: <VAC NUMBER>

TO VOTE BY COMPLETING THE PROXY FORM

STEP 1 Appointment of Proxy

Indicate here who you want to appoint as your Proxy

If you wish to appoint the Designated Proxy Holder* as your proxy, mark the box. If you wish to appoint someone other than the Designated Proxy Holder as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Designated Proxy Holder will be your proxy. A proxy need not be a security holder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- return both forms together in the same envelope.

STEP 2 Voting Directions to your Proxy

You can tell your Proxy how to vote

To direct your proxy how to vote, place a mark in one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

STEP 3 Sign the Form

The form **must** be signed

In the spaces provided you must sign this form as follows:

Individual: This form is to be signed by the securityholder.

Joint Holding: where the holding is in more than one name, all the securityholders must sign.

Power of Attorney: to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. **Please indicate the office held by signing in the appropriate place.**

STEP 4 Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below not later than 48 hours before the commencement of the meeting at 11:00am on Tuesday, 29 November 2011. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxies may be lodged using the reply paid envelope or:

BY MAIL Share Registry – Boardroom Pty Limited, GPO Box 3993, Sydney NSW 2001 Australia

BY FAX + 61 2 9290 9655

IN PERSON Share Registry – Boardroom Pty Limited, Level 7, 207 Kent Street, Sydney NSW 2000 Australia

Vote online at:

www.boardroomlimited.com.au/vote/hvnagm2011
or turnover to complete the Form ➔

<Address 1>
 <Address 2>
 <Address 3>
 <Address 4>
 <Address 5>
 <Address 6>



<BARCODE>

STEP 1 - Appointment of Proxy

I/We being a member/s Of **Harvey Norman Holdings Limited** and entitled to attend and vote hereby appoint

the Designated Proxy Holder* (mark with an 'X'); **OR**

If you are not appointing the Designated Proxy Holder as your proxy please write here the full name of the individual or body corporate (excluding the registered Securityholder) you are appointing as your proxy.

or failing the individual or body corporate named, or if no individual or body corporate is named, the Designated Proxy Holder, as my/our proxy at the **Annual General Meeting of Harvey Norman Holdings Limited to be held at the Tattersalls Club, 181 Elizabeth Street, Sydney NSW on Tuesday the 29th of November 2011 at 11:00am** and at any adjournment of that meeting, to act 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.

If the Designated Proxy Holder is appointed as your proxy or may be appointed by default, and you do not wish to direct your proxy how to vote in respect of a resolution, please mark this box. By marking this box, you acknowledge that the Designated Proxy Holder may vote as your proxy even if he has an interest in the outcome of the resolution and votes cast by the Designated Proxy Holder for those resolutions, other than as proxy holder, will be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Designated Proxy Holder will not cast your votes on the resolution and your votes will not be counted in calculating the required majority if a poll is called. The Designated Proxy Holder intends to vote all undirected proxies in favour of the resolution.

STEP 2 - Voting directions to your Proxy – please mark to indicate your directions

		For	Against	Abstain**
Resolution 1	To receive the Company's Financial Report for 30 June 2011	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	To adopt the Remuneration Report for 30 June 2011	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	To declare a dividend as recommended by the Board	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	That Gerald Harvey, a Director who retires by rotation at the close of the meeting in accordance with Article 63A of the Constitution of the Company and being eligible, be re-elected as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	That David Matthew Ackery, a Director who retires by rotation at the close of the meeting in accordance with Article 63A of the Constitution of the Company and being eligible, be re-elected as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	That Graham Charles Paton, a Director who retires by rotation at the close of the meeting in accordance with Article 63A of the Constitution of the Company and being eligible, be re-elected as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	That Kenneth William Gunderson-Briggs, a Director who retires by rotation at the close of the meeting in accordance with Article 63A of the Constitution of the Company and being eligible, be re-elected as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

*Designated Proxy Holder means Geoffrey David Stein.

**If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

In addition to the intentions advised above, the Designated Proxy Holder intends to vote undirected proxies in favour of each of the items of business.

STEP 3 - PLEASE SIGN HERE This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director/Company Secretary

Contact Name Contact Daytime Telephone Date / /2011