

ASX Release

21 October 2010

ALINTA ENERGY GROUP – NOTICE OF ANNUAL GENERAL MEETING

Alinta Energy Group (ASX:AEJ) advises that the attached 2010 Notice of Annual General Meeting (together with a Proxy Form) has been dispatched to Securityholders today.

The specific items of business to be considered at Alinta Energy Group's Annual General Meeting will be the presentation of the Financial Reports, the adoption of the Remuneration Report and a number of Director elections (including that of a Securityholder nominee).

Details of the Annual General Meeting are as follows:

Time: 11.00am (Sydney time)

Date: Tuesday, 23 November 2010

Venue: Customs House, Level 1, 31 Alfred Street, Circular Quay, Sydney, NSW, Australia

The 2010 Notice of Annual General Meeting, together with the 2010 Annual Report and the 2010 Alinta Energy Trust Annual Financial Report are also available on Alinta Energy Group's website, www.alintaenergy.com.

Please note that Proxy Forms may also be lodged online at Link Market Services' website www.linkmarketservices.com.au in accordance with the instructions provided on that website.

ENDS

Further Information:

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About Alinta Energy Group

Alinta Energy Group (ASX: AEJ) is an integrated energy company, operating power generation businesses as well as providing gas and electricity to commercial, industrial and retail customers across Australia.



ALINTA ENERGY GROUP

NOTICE OF MEETINGS AND EXPLANATORY MEMORANDUM

KEY DATES AND STEPS FOR SECURITYHOLDERS

This Notice of Meetings and Explanatory Memorandum is given by Alinta Energy Limited (“**AEL**”) and Alinta Energy Services Ltd (“**AES**”) (as the responsible entity of Alinta Energy Trust (“**AET**”)) to Alinta Energy Group (“**AEG**”) Securityholders. Securities are comprised of an AEL share stapled to an AET unit.

This Notice of Meetings and Explanatory Memorandum is dated 18 October 2010.

KEY DATES

Last date and time for receipt of Proxy Forms	11.00am on Sunday, 21 November 2010
Record date for establishing entitlements to vote at the Meetings	7.00pm on Sunday, 21 November 2010
Meetings	11.00am on Tuesday, 23 November 2010

STEPS FOR SECURITYHOLDERS

This section sets out the steps that Securityholders should take.

Step 1: Read the Notice of Meetings and Explanatory Memorandum

The Notice of Meetings set out the Resolutions on which Securityholders are being asked to vote, and the Explanatory Memorandum sets out further details of matters to which the Resolutions relate.

You should read the Notice of Meetings and Explanatory Memorandum in full and decide which way you will vote on the Resolutions. If you are undecided what to do in respect of any of the Resolutions or otherwise unsure what to do in relation to your Securities, you should consult your accountant, stockbroker or other professional adviser.

Step 2: Vote on the Resolutions

As a Securityholder, it is your right to vote on whether the Resolutions are approved.

Securityholders may vote on the Resolutions in person at the Meetings to be held on 23 November 2010 or by proxy (using the enclosed Proxy Form).

For complete instructions on how to vote, see the Notice of Meetings and Proxy Form.

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1 NOTICE OF MEETINGS

Notice of Annual General Meeting of Shareholders of Alinta Energy Limited (ACN 116 665 608) (AEL)

and

General Meeting of Unitholders of Alinta Energy Trust (ARSN 122 375 562) (AET)

Issued by AEL and Alinta Energy Services Limited (ACN 118 165 156;
AFSL No. 299 943) (AES) as the responsible entity of AET.

AEL and AET are together referred to as AEG.

Notice is given that the 2010 Annual General Meeting of the Shareholders of AEL will be held concurrently with a General Meeting of Unitholders of AET as follows:

Time **11.00am Sydney time**

Date **Tuesday, 23 November 2010**

Place **Customs House, Level 1, 31 Alfred Street, Circular Quay,
Sydney, NSW, Australia**

1 NOTICE OF MEETINGS

1.1 ORDINARY BUSINESS

1.1.1 Presentation of Financial Report – AEL and AET

To receive and consider the combined consolidated financial report of AEL and the separate financial report of AET, as well as the reports of the AEG Directors and Auditor for the year ended 30 June 2010.

There is no vote on this item.

1.1.2 Resolution 1: Remuneration Report – AEL only

To consider, and if thought fit, to pass the following as an ordinary resolution of AEL:

That the Remuneration Report for the year ended 30 June 2010 be adopted.

The Remuneration Report is set out in the AEG Annual Report 2010.

This is a non-binding advisory vote.

1.1.3 Resolution 2: AEL Director Re-election – AEL only

To consider, and if thought fit, to pass the following as an ordinary resolution of AEL:

That Len Gill, being a Director of AEL who retires as a Director by rotation in accordance with rule 7.1(d) of the AEL Constitution and, being eligible, offers himself for re-election, is re-elected as a Director of AEL.

The AEL Directors, other than Len Gill, recommend that Shareholders vote in favour of adopting this resolution.

For this resolution to be passed, more than 50% of the votes cast by Shareholders entitled to vote on the resolution must be in favour of the resolution.

1.1.4 Resolution 3: AEL Director Re-election – AEL only

To consider, and if thought fit, to pass the following as an ordinary resolution of AEL:

That Peter Kinsey, being a Director of AEL who retires as a Director by rotation in accordance with rule 7.1(d) of the AEL Constitution and, being eligible, offers himself for re-election, is re-elected as a Director of AEL.

The AEL Directors, other than Peter Kinsey, recommend that Shareholders vote in favour of adopting this resolution.

For this resolution to be passed, more than 50% of the votes cast by Shareholders entitled to vote on the resolution must be in favour of the resolution.

1.1.5 Resolution 4: AEL Director Election – AEL only

To consider, and if thought fit, to pass the following as an ordinary resolution of AEL:

That Rod Keller, being a Director of AEL who retires as a Director in accordance with rule 7.1(c) of the AEL Constitution and, being eligible, offers himself for election, is elected as a Director of AEL.

The AEL Directors, other than Rod Keller, recommend that Shareholders vote in favour of adopting this resolution.

For this resolution to be passed, more than 50% of the votes cast by Shareholders entitled to vote on the resolution must be in favour of the resolution.

1.1.6 Resolution 5: AEL Director Election – AEL only

To consider, and if thought fit, to pass the following as an ordinary resolution of AEL:

That Allen Gianatti, being eligible, offers himself for election and is elected as a Director of AEL.

The AEL Directors recommend that Shareholders vote against adopting this resolution.

For this resolution to be passed, more than 50% of the votes cast by Shareholders entitled to vote on the resolution must be in favour of the resolution.

1.2 VOTING INSTRUCTIONS

1.2.1 Entitlement to vote

For the purposes of the Meetings, Securities will be taken to be held by those persons who are registered as Securityholders at 7.00pm (Sydney time) on Sunday, 21 November 2010 and the entitlement of Securityholders to vote at the Meetings will be determined by reference to that time.

Accordingly, Security transfers registered after that time will be disregarded in determining any entitlement to attend and vote at the Meetings.

1.2.2 Voting in person

Individuals

If you plan to attend the meetings in person, we ask you to arrive at the venue at least 30 minutes before the time designated for the start of the Meetings. This gives time for us to note your attendance and to check the value of your Securities against AEG's Registry. That value forms the basis of determining the number of votes you are able to exercise at the Meetings.

Corporations

To vote at the meetings, a Securityholder that is a corporation must appoint an individual to act as its representative, whether through a corporate representative, an attorney or a proxy.

The appointment in respect of AEL must comply with section 250D of the Corporations Act. An appointment in respect of AET must comply with section 253B of the Corporations Act. An attorney or corporate representative should bring to the Meetings evidence of his or her appointment including any authority under which it is signed. In the case of an appointment of a corporate representative, a form of "Certificate of Appointment of Corporate Representative" may be obtained from AEG's Registry (see contact details below). Alternatively, a corporation may appoint a proxy (see 1.2.4 below).

1.2.3 Method of voting

On a show of hands, every Securityholder present in person has one vote and:

- in the case of a resolution of AEL, each other person present as a proxy, attorney or duly appointed corporate representative of a Shareholder has one vote; and
- in the case of a resolution of AET, each other person present as a proxy, attorney or duly appointed corporate representative of a Unitholder has one vote.

On a poll:

- in the case of a resolution of AEL, each Shareholder present in person has one vote for each share they hold. Also, each person present as a proxy, attorney or duly appointed corporate representative of a Shareholder has one vote for each share held by the Shareholder that the person represents; and
- in the case of a resolution of AET, each Unitholder present in person has one vote for each one dollar of the value of the units in AET held by the Unitholder. Also, each person present as proxy, attorney or duly appointed corporate representative of a Unitholder has one vote for each one dollar of the value of the units in AET held by the Unitholder that the person represents.

1.2.4 Voting by proxy

If you do not plan to attend the Meetings in person, you are encouraged to complete and return the Proxy Form which accompanies this Notice of Meetings. The Proxy Form is expressed to appoint a proxy for the Meetings, and for any adjournment of the Meetings.

Any Securityholder entitled to attend and vote at the Meetings is entitled to appoint one or two proxies. If two proxies are appointed, the Securityholder may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half of the Securityholder's voting rights.

If you wish to appoint one proxy, please use the form provided. If you wish to appoint two proxies, then you may either copy the form provided or contact AEG's Registry by telephoning 1800 260 668 or +61 2 8280 7619 to obtain an additional Proxy Form.

Proxy voting instructions are provided on the Proxy Form. A proxy need not be a Securityholder of AEG.

Securityholders wishing to appoint the Chairman of the Meetings as their proxy should read the instructions on the Proxy Form carefully and mark the relevant box to ensure that their votes are not disregarded. If you return a Proxy Form but do not nominate a representative, the Chairman of the Meetings will be your proxy and will vote on your behalf. If your nominated representative does not attend the Meetings then your proxy will revert to the Chairman of the Meetings. Where the Chairman of the Meetings holds your proxy, he may vote as he thinks fit in relation to any motion or resolution, other than those (if any) for which you have given voting directions on your Proxy Form.

The constituent documents of each of AEL and AET provide that, on a show of hands, every person present and qualified to vote has one vote. If you appoint one proxy, that proxy will have one vote on a show of hands. If you appoint a proxy who is also a Securityholder or is also a proxy for another Securityholder, your directions may not be effective on a show of hands, but your directions will be effective if a poll is required and your proxy votes.

If the proxy appointment is executed under a power of attorney, the original authority under which the appointment was signed or a certified copy of the authority must be received by AEG's Registry.

The Proxy Form contains further information on voting by proxy, and how the Chairman of the Meetings proposes to cast undirected proxy votes given to him.

To be effective, the Proxy Form must be sent to AEG's Registry, Link Market Services:

By mail	Locked Bag A14, Sydney South, NSW 1235
By hand	Level 12, 680 George Street, Sydney NSW 2000
By fax	+61 2 9287 0309
By electronic lodgement	Link Market Services' website www.linkmarketservices.com.au in accordance with the instructions provided on the website. You will need your Holder Identification Number (HIN) or Securityholder Reference Number (SRN) to lodge your proxy online

Proxy forms must be received at least **48 hours** before the time notified for the Meetings, that is, by 11.00am Sydney time on **Sunday, 21 November 2010**.

Securityholders who complete and return a Proxy Form may still attend the Meetings in person, revoke the proxy and vote at the Meetings.

1.2.5 Joint holders

A joint Securityholder may vote at the Meetings either personally or by proxy, attorney or representative as if that person was the sole holder. If more than one joint Securityholder tenders a vote in respect of the relevant Securities, the vote of the Securityholder named first in the register who tenders a vote, whether in person or by proxy, attorney or representative, will be accepted to the exclusion of the vote of the other joint Securityholder.

1.3 Glossary

Terms used in this Notice, unless otherwise defined in this Notice, have the meanings set out in the Glossary included in the accompanying Explanatory Memorandum.

1.4 Further information

Please refer to the accompanying Explanatory Memorandum, which forms part of this Notice, for more information in relation to the proposed Resolutions.

Should you require any further information or assistance, please contact AEG's Registry, Link Market Services, on +61 2 8280 7619 or, from within Australia, on 1800 260 668.

2 EXPLANATORY MEMORANDUM

INTRODUCTION

This Explanatory Memorandum is intended to provide shareholders of AEL (“**Shareholders**”) and unitholders of AET (“**Unitholders**”) (together “**Securityholders**”) with information to assess the merits of the proposed Resolutions contained in the accompanying Notice of Meetings.

The Directors of the Boards of AEG recommend that Securityholders read the Explanatory Memorandum in full before making any decision on how to vote on the Resolutions.

ORDINARY BUSINESS

2.1 ITEMS OF BUSINESS

2.1.1 Presentation of the Financial Report – AEL and AET

AEG has distributed both the AEG Annual Report 2010 and the AET Annual Financial Report 2010 to Securityholders. The financial reports, as well as the Directors’ and Auditor’s reports, are included within these Annual Reports. The AEG Annual Report 2010 and the AET Annual Financial Report 2010 are both available at AEG’s website www.alintaenergy.com

Securityholders are not required to vote on the financial reports and the Directors’ and Auditor’s reports. However, a reasonable opportunity for Securityholders to discuss the financial and other reports will be provided at the Meetings.

A reasonable opportunity will also be given to Securityholders to ask the AEG auditor questions relevant to the conduct of the audit, the preparation and content of the auditor’s report, the accounting principles adopted by AEG in relation to the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.

2.1.2 Resolution 1: To adopt the Remuneration Report – AEL only

Securityholders are asked to consider and adopt the Remuneration Report of AEL by way of a non-binding resolution. The Remuneration Report is set out in the AEG Annual Report 2010 and is also available from AEG’s website www.alintaenergy.com

A reasonable opportunity to discuss the Remuneration Report will be provided at the Meeting.

The AEG Directors consider that the Remuneration Report discloses that the nature and level of the remuneration paid to AEG Directors and Senior Executives is fair and reasonable, having regard to both the present circumstances of the business and its comparability to other organisations of similar scale. The vote on the Remuneration Report is advisory only, and does not bind the AEG Directors. Notwithstanding that the resolution does not bind the AEG Directors, the AEG Directors will take into account the discussion on this resolution and the outcome of the vote when considering the future remuneration arrangements of the AEG Directors and Senior Executives.

The AEL Directors unanimously recommend that Shareholders vote in favour of adopting the Remuneration Report.

The Chairman of the Meetings intends to vote undirected proxies in favour of the resolution.

2.1.3 Resolution 2: Director Re-election – AEL only

Len Gill retires as an AEL Director in accordance with rule 7.1(d) of the AEL Constitution and, being eligible, offers himself for re-election. Len was originally appointed to the Board of AEL on 29 October 2006.

Len has over 30 years’ experience in the Australian energy industry, building extensive industry knowledge over this time. Len is the former Chief Executive Officer of TXU Australia (now TRUenergy). Prior to his appointment as Chief Executive Officer, Len headed TXU Australia’s wholesale energy division for five years, which included general management responsibility for power generation and gas storage assets. Len is also a Non-Executive Director of Metgasco Limited and a former Non-Executive Director of Verve Energy.

Len holds a Bachelor of Engineering (Hons) (University of Melbourne) and is a member of the Australian Institute of Company Directors.

Len was appointed as the Independent Chairman to the Boards of AEG, effective from 1 July 2008. Since his appointment, Len has successfully overseen the termination of the management arrangements with the Babcock & Brown Group and the resolution of the debts and fees owed to the Babcock & Brown Group. Len is also a member of the Audit, Risk & Compliance Committee, a member of the Nomination & Remuneration Committee and the Chairman of the Energy Trading & Risk Management Committee.

It is noted that Len Gill retired as a Director of AEL and was then re-elected at AEG’s 2009 AGM. Len is offering himself for re-election at the 2010 AGM as a consequence of the operation of the AEL Constitution and the limited number of Directors on the Board of AEL. That is, the AEL Constitution provides that where AEL has 5 Directors or less, then at least 2 Directors must retire from office each year and face re-election at the AGM. Given that AEL currently has 4 Directors on its Board and the CEO and Managing Director is exempt from the re-election process, then at least 2 of the remaining 3 Directors of AEL will face re-election each year (insofar as the composition of the Board remains the same).

Len Gill abstains from recommending Resolution 2 due to his personal interest in the resolution. The other AEL Directors unanimously recommend that Shareholders vote in favour of this resolution.

The Chairman of the Meetings intends to vote undirected proxies in favour of the resolution. However, it is noted that Len Gill does not propose to chair the meeting in relation to voting on this particular resolution, given his personal interest in the resolution.

2.1.4 Resolution 3: Director Re-election – AEL only

Peter Kinsey retires as an AEL Director in accordance with rule 7.1(d) of the AEL Constitution and, being eligible, offers himself for re-election. Peter was originally appointed to the Board of AEL on 29 October 2006.

Peter has been a corporate lawyer for over 26 years in a number of major corporations. Peter has been involved in the negotiation of various types of commercial contracts including power and transportation projects in a number of countries, including Australia, New Zealand, the United States, Sweden, Japan, China, Thailand, Indonesia, Malaysia and India.



Allen Gianatti

Peter was previously the Regional Legal and Compliance Manager – South Asia for ABB Limited, and a Director of ABB Australia Pty Limited and ABB Limited (New Zealand). Prior to joining ABB Limited, Peter held positions as General Counsel at David's Holdings Pty Limited and as the Corporate Legal Manager of Alliance Holdings Limited.

Peter holds a Bachelor of Law (Sydney University), Graduate Diploma in Financial Management (University of New England) and a Master of Commerce (University of New South Wales).

Peter is the Chairman of both the Nomination & Remuneration Committee and the Audit, Risk & Compliance Committee.

It is noted that Peter Kinsey retired as a Director of AEL and was then re-elected at AEG's 2009 AGM. Peter is offering himself for re-election at the 2010 AGM as a consequence of the operation of the AEL Constitution and the limited number of Directors on the Board of AEL (i.e. for the same reasoning outlined above in respect of Len Gill).

Peter Kinsey abstains from recommending Resolution 3 due to his personal interest in the resolution. The other Directors of AEL unanimously recommend that Shareholders vote in favour of this resolution.

The Chairman of the Meetings intends to vote undirected proxies in favour of the resolution.

2.1.5 Resolution 4: Director Election – AEL only

Rod Keller retires as an AEL Director in accordance with rule 7.1(c) of the AEL Constitution and, being eligible, offers himself for election as a Director. Rod was originally appointed to the Board of AEL on 27 April 2010. It is noted that Rod's appointment was for the purpose of filling a casual vacancy under rule 7.1(b) of the AEL Constitution and, in accordance with the AEL Constitution, he is only entitled to hold office until the conclusion of the next AGM following his appointment.

Rod has had a distinguished career, principally in the energy and engineering sectors. Rod was Managing Director of GPU International Australia from 1995 to 1999, and was appointed CEO of GPU GasNet and GPU PowerNet in 1999. Rod has previously held management positions with Fletcher Construction Australia, the State Government of South Australia, Esso Australia, Woodside Petroleum and Santos.

Rod is currently Chairman of Norfolk Group Limited and OSD Limited, and was Chairman of the GasNet Australia Group from its listing in 2000 to its takeover in 2006. Until recently, he was a Non-Executive Director of Macquarie Communications Infrastructure Limited, Macquarie Communications Infrastructure Management Limited, National Electricity Code Administrator and Dyno Nobel Limited.

Rod has a Bachelor of Engineering (Mechanical) (University of Sydney) and is a Fellow of the Institute of Engineers, Australia.

Rod Keller abstains from recommending Resolution 4 due to his personal interest in the resolution. The other Directors of AEL unanimously recommend that Shareholders vote in favour of this resolution.

The Chairman of the Meetings intends to vote undirected proxies in favour of the resolution.

2.1.6 Resolution 5: AEL Director Election – AEL only

Allen Gianatti, being a Securityholder of AEG, offers himself for election as an AEL Director in accordance with rule 7.1(l)(3) of the AEL Constitution.

Mr Gianatti has supplied the following personal biography and statement for inclusion in this Notice of Meetings:

"Allen has 17 years' experience in business and corporate affairs. Allen holds over 1.6 million AEG Securities and has successfully established a number of retail businesses in Western Australia and has expanded his areas of operations into South Australia and Victoria.

Allen has been involved in all aspects of company management, including profit maximisation and turnaround, and is known for his no-nonsense approach to the maximisation of corporate profit. This "hands-on" approach to business stems from his firm belief that companies exist for the benefit of shareholders.

Allen holds a Bachelor of Commerce (Accounting & Finance) from the University of Western Australia and a Bachelor of Science (Environmental Science) from Murdoch University.

In reference to AEG's release to the ASX on 21 September 2010 which stated "... there is likely to be no further equity available to securityholders after payment of the 10 cents per security", Allen believes that after the return of the 10 cents per security to AEG securityholders, a further distribution of up to 3.3 cents per security may be realised from Redbank and other remaining assets."

AEG and the AEL Directors have not verified the contents of Mr Gianatti's statement, above, and do not make any comment on, nor any endorsement of, the statement.

The AEL Directors recommend that Shareholders vote against adopting this resolution.

The basis for the AEL Directors' recommendation is that, in accordance with the proposed deleveraging transaction currently being implemented by AEG, the vast majority of AEG's assets will be transferred out of the business to a new company owned by AEG's syndicate lenders. Accordingly, the very limited assets remaining within AEG will in all likelihood be wound down with little meaningful ongoing operation. In these circumstances, the AEL Directors are of the view that a new addition to the Board will be of very limited benefit to securityholders (while also imposing modest additional cost), as familiarity with the remaining assets and historical knowledge of the business is paramount in dealing with the residual issues. The AEL Directors also note that a new director, Rod Keller, was appointed to the Board in April 2010, bringing a fresh perspective to the Board. The AEL Directors' recommendation should not in any way be construed as an assessment of Mr Gianatti's credentials and abilities, rather, the recommendation is simply a reflection of AEG's particular circumstances and the limited nature of the AEG asset base going forward.

The Chairman of the Meetings intends to vote undirected proxies against the resolution.

3 DIRECTORS' STATEMENT

GLOSSARY

AEG means AEL and AET.

AEG Directors means the AEL Directors and the AES Directors.

AEL means Alinta Energy Limited.

AEL Constitution means the constitution of AEL registered 11 December 2006 (as amended).

AEL Directors means each of the Directors of AEL.

AES means Alinta Energy Services Limited (as responsible entity of AET).

AES Directors means each of the Directors of AES.

AET means the Alinta Energy Trust.

Meetings means the Annual General Meeting of Shareholders and the General Meeting of Unitholders to be held on 23 November 2010.

Remuneration Report means the Remuneration Report set out in the AEG Annual Report 2010.

Resolutions means the resolutions proposed to Securityholders in the Notice of Meetings accompanying this Explanatory Memorandum.

Security means one AEL share stapled to one AET unit; or one AEL share or one AET unit, as appropriate having regard to the context.

Securityholder means each person registered as the holder of Securities and Securityholders means all of them.

Shareholder means each person registered as the holder of shares in AEL and Shareholders means all of them.

Unitholder means each person registered as the holder of a unit in AET and Unitholders means all of them.

BOARD OF DIRECTORS OF AEL

By order of the Board, this Explanatory Memorandum and Notice of Meetings has been duly signed on behalf of Alinta Energy Limited (ACN 116 665 608) by its company secretary named below.



John Remedios
Company Secretary

Dated: 18 October 2010

BOARD OF DIRECTORS OF AES

By order of the Board, this Explanatory Memorandum and Notice of Meetings has been duly signed on behalf of Alinta Energy Services Limited (ACN 118 165 156; AFSL NO. 299 943) as Responsible Entity of the Alinta Energy Trust (ARSN 122 375 562) by its company secretary named below.



John Remedios
Company Secretary

Dated: 18 October 2010



Alinta Energy Limited
 (ABN 67 116 665 608)
 Alinta Energy Services Limited
 (ABN 37 118 165 156)
 as responsible entity of Alinta Energy Trust
 (ARSN 122 375 562)

LODGE YOUR VOTE

ONLINE www.linkmarketservices.com.au

By mail:
 Alinta Energy Limited
 C/- Link Market Services Limited
 Locked Bag A14
 Sydney South NSW 1235 Australia

By fax: +61 2 9287 0309

All enquiries to: Telephone: 1800 260 668 Overseas: +61 2 8280 7619



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SECURITYHOLDER VOTING FORM

I/We being a member(s) of Alinta Energy Limited and unitholder(s) in the Alinta Energy Trust and entitled to attend and vote hereby appoint:

STEP 1 **APPOINT A PROXY**

the Chairman of the Meeting (mark box) **OR** if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy

or failing the person/body corporate named, or if no person/body corporate is named, the Chairman of the Meeting, as my/our proxy and to vote for me/us on my/our behalf at the Annual General Meeting of Alinta Energy Limited and General Meeting of the unitholders of Alinta Energy Trust to be held at 11:00am on Tuesday, 23 November 2010, at Customs House, Level 1, 31 Alfred Street, Circular Quay, Sydney, NSW, Australia and at any adjournment or postponement of the meeting.

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the meeting, being 11:00am on Sunday, 21 November 2010.

Please read the voting instructions overleaf before marking any boxes with an **X**

STEP 2 **VOTING DIRECTIONS**

	For	Against	Abstain*		For	Against	Abstain*
Resolution 1 To adopt the Remuneration Report - AEL only	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 4 To elect Rod Keller as a Director of AEL - AEL only	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 To re-elect Len Gill as a Director of AEL - AEL only	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 5 To elect Allen Gianatti as a Director of AEL - AEL only	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 To re-elect Peter Kinsey as a Director of AEL - AEL only	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

* 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.

STEP 3 **SIGNATURE OF SECURITYHOLDERS - THIS MUST BE COMPLETED**

Securityholder 1 (Individual) <input type="text"/>	Joint Securityholder 2 (Individual) <input type="text"/>	Joint Securityholder 3 (Individual) <input type="text"/>
Sole Director and Sole Company Secretary	Director/Company Secretary (Delete one)	Director

This form should be signed by the securityholder. If a joint holding, either securityholder may sign. If signed by the securityholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

AEJ PRX001



HOW TO COMPLETE THIS PROXY FORM

Your Name and Address

This is your name and address as it appears on the company's security register. If this information is incorrect, please make the correction on the form. Securityholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your securities using this form.**

Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person in Step 1. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a securityholder of the company. A proxy may be an individual or a body corporate.

Votes on Items of Business - Proxy Appointment

You may direct your proxy how to vote by placing 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 the items of business, 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.

Appointment of a Second Proxy

You are entitled to appoint up to two persons as 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 security registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or 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.
- (b) return both forms together.

Signing Instructions

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either securityholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

Corporate Representatives

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the company's security registry.

Lodgement of a Proxy Form

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by 11:00am on Sunday, 21 November 2010, being not later than 48 hours before the commencement of the meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Select the 'Proxy Voting' option on the top right of the home page. Choose the company you wish to lodge your vote for from the drop down menu, enter your holding details as shown on this form, and follow the prompts to lodge your vote. To use the online lodgement facility, securityholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the proxy form).



by mail:

Alinta Energy Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



by fax:

+61 2 9287 0309



by hand:

delivering it to Link Market Services Limited, Level 12, 680 George Street, Sydney NSW 2000.

If you would like to attend and vote at the Annual General Meeting of Alinta Energy Limited and General Meeting of the unitholders of Alinta Energy Trust, please bring this form with you.
This will assist in registering your attendance.