



CHARTER PACIFIC
CORPORATION LIMITED

ACN 003 344 287

2008

**NOTICE OF ANNUAL
GENERAL MEETING**

DATE:
26 NOVEMBER, 2008

VENUE:
MARRIOTT SURFERS PARADISE RESORT
158 FERNY AVENUE
SURFERS PARADISE QLD 4217

NOTICE OF ANNUAL GENERAL MEETING 2008

CHARTER PACIFIC CORPORATION LIMITED ACN 003 344 287

Registered Office: Level 18, 50 Cavill Avenue, Surfers Paradise Qld 4217.

Notice is hereby given that the Annual General Meeting of the members of CHARTER PACIFIC CORPORATION LIMITED ('Charter Pacific' or 'Company') will be held at 4.00 pm at the Marriott Surfers Paradise Resort, 158 Ferny Avenue, Surfers Paradise Qld 4217, on Wednesday, 26 November 2008.

AGENDA

ORDINARY BUSINESS

Financial Statements and Reports

To receive and consider for the financial year ended 30 June 2008:

- (a) the income statement and balance sheet of the Company;
- (b) the consolidated income statements and the consolidated balance sheets of the Company and its controlled entities;
- (c) the statement by the Directors; and
- (d) the reports of the Directors and auditors.

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

Resolution 1 – Adoption of the Directors' remuneration report

'That the Directors' remuneration report as set out in the annual accounts of the Company be adopted.'

The vote on this resolution does not bind the Directors or the Company.

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

Resolution 2 – Re-election of Mr B V Sprod as a Director

'That Mr B V Sprod who retires in accordance with Article 70 of the Company's constitution and being eligible for re-election be re-elected as a Director of the Company.'

Dated 28 October 2008



BY ORDER OF THE BOARD

S A Cole

Company Secretary

ORDINARY BUSINESS

Members will receive and consider the financial statements and reports of the Directors and the auditors for the year ended 30 June 2008.

No resolution is required for this item of ordinary business.

Resolution 1 – Adoption of the Directors’ remuneration report

In accordance with Section 300A(1) of the Corporations Act 2001 the Directors’ remuneration report is set out on pages 8 to 14 of the Company’s 2008 Annual Report. Section 250SA of the Corporations Act 2001 requires the Company to allow the opportunity for members to ask questions about, or make comments upon, the remuneration report.

A ‘non-adoption’ vote for the Directors’ remuneration report will not affect the legal obligations created, in terms of paying or providing for remuneration. This arises because subsection 250R(3) of the Corporations Act 2001 provides that the resolution is advisory. The vote will be advisory only and does not bind the Directors or the Company.

The Board of Directors believes the Company’s remuneration policies and structures as outlined in the Directors’ remuneration report are appropriate relative to the size of the Company, its business and strategic investment objectives and current and emerging market practices.

Resolution 2 – Re-election of Mr B V Sprod as a Director

Mr Brian Sprod has been a Director of the Company since 8 August 1988. In his capacity as a Director of the Company, Mr Sprod has been the Chairperson and an independent Non-Executive Director. Mr Sprod has extensive corporate finance expertise, with over thirty years experience as a director of listed and unlisted companies. Mr Sprod is also a member of the Audit Committee.

The Board of Directors recommends the re-election of Mr Sprod as a Director of the Company.

VOTING ENTITLEMENTS

Pursuant to Corporations Regulations 7.11.37 and 7.11.38 Charter Pacific has determined that for the purposes of voting at the meeting or adjourned meeting shares will be taken to be held by those persons recorded in the Charter Pacific register of members as at 7pm (Sydney time) on 24 November 2008.

PROXIES

A member entitled to attend and vote is entitled to appoint one or two proxies.

A proxy need not be a member of the Company. If you want to appoint one proxy, please use the form provided. If you are entitled to cast two or more votes you may appoint two proxies, each proxy may be appointed a specified proportion of your voting rights.

On a show of hands, each member present has one vote. If you have appointed a proxy and the proxy appointed is a member, any directions to the proxy on how to vote may not be effective on a show of hands. Your directions will be effective if a poll is required.

To be effective, the proxy form must be correctly completed and received at the registered office of the Company at Level 18, 50 Cavill Avenue, Surfers Paradise Qld 4217 or faxed to (07) 5526 8922 no later than 4.00 pm (Queensland time) on 24 November 2008, being 48 hours before the meeting.

PROXY FORM

CHARTER PACIFIC CORPORATION LIMITED ACN 003 344 287

PLEASE COMPLETE IN BLACK INK

MEMBER/S NAME/S AND ADDRESS/ES

Name/s: _____

Address/es: _____

I/we appoint as my/our proxy the person named below at the general meeting of the Company to be held at 4.00 pm (Queensland time) on 26 November 2008 at the Marriott Surfers Paradise Resort, 158 Ferny Avenue, Surfers Paradise Qld 4217 and at any adjournment thereof.

APPOINTMENT OF PROXY

I/we appoint _____

BOX A

as my/our proxy or, failing him/her, the Chairperson to exercise my/our votes for me/us on my/our behalf.

OR

APPOINTMENT OF CHAIRPERSON

I/we appoint the Chairperson to exercise all of my/our votes for me/us on my/our behalf.

BOX B

DIRECTING YOUR PROXY HOW TO VOTE

I/we direct my/our proxy to vote in the following manner:

No	Resolution	For	Against	Abstain
1	Adoption of the Directors' remuneration report			
2	Re-election of Mr B V Sprod as a Director			

If you do not wish to direct your proxy how to vote, please place a mark in the box.

By marking this box, you acknowledge that the Chairperson may exercise your proxy even if he has an interest in the outcome of the resolution and votes cast by him other than as proxy holder will be disregarded because of that interest.

The Chairperson intends to vote in the following manner with respect to all undirected proxies given to him:

Resolution 1: For

Resolution 2: For

INDIVIDUALS TO SIGN

EXECUTION BY ATTORNEY

Executed by: _____
(insert name of attorney)

_____ (attorney to sign here)

as attorney for

_____ (insert name of individual or Company)

in accordance with the Company's constitution and the Corporations Act 2001. The authority or a certified copy of the authority under which the appointment is signed must be attached.

DATED / / _____

COMPANIES TO SIGN

Executed in accordance with the Company's constitution:

Director

Director / Secretary OR

Sole Director and Sole Company Secretary

Affix seal
if required