



**CHARTER PACIFIC  
CORPORATION LIMITED**

ACN 003 344 287

**NOTICE OF ANNUAL  
GENERAL MEETING 2009**

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**DATE**

26 November, 2009

**VENUE**

Marriott Surfers Paradise Resort  
158 Ferny Avenue  
Surfers Paradise Qld 4217

## NOTICE OF ANNUAL GENERAL MEETING 2009

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 10.00am at the Marriott Surfers Paradise Resort, 158 Ferny Avenue, Surfers Paradise Qld 4217, on Thursday 26 November 2009.

### AGENDA

#### ORDINARY BUSINESS

##### **Financial Statements and Reports**

To receive and consider for the financial year ended 30 June 2009:

- (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 P J Bradfield as a Director**

*'That Mr P J Bradfield 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 26 October 2009



BY ORDER OF THE BOARD

S A COLE

Company Secretary

## INFORMATION FOR MEMBERS

### ORDINARY BUSINESS

Members will receive and consider the financial statements and reports of the Directors and the auditors for the year ended 30 June 2009.

No resolution is required for this item of ordinary business.

### RESOLUTION 1

#### 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 13 of the Company's 2009 Annual Financial 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

#### 2. RE-ELECTION OF DIRECTOR

Mr Peter Bradfield has been a Director of the Company since 13 August 2007. In his capacity as an independent non-executive Director of the Company, Mr Bradfield is the Chairman of the Audit Committee. Mr Bradfield has extensive corporate expertise, providing strategic marketing and business development advice to a range of Australian and international companies. Mr Bradfield is the former Chairman and Managing Director of Elders Mining group of companies, CEO of Energy Resources of Australia and he was a Foundation Director of the Australian Minerals Energy and Environment Foundation.

The Board of Directors recommends the re-election of Mr Bradfield 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 7.00pm (Sydney time) on 24 November 2009.

### 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 10.00am (Queensland time) on 24 November 2009, being 48 hours before the meeting.

# PROXY FORM

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 10.00am (Queensland time) on 26 November 2009 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 Chairman to exercise my/our votes for me/us on my/our behalf.

OR

## APPOINTMENT OF CHAIRMAN

I/we appoint the Chairman 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 Directors' remuneration report			
2	Re-election of Mr P J Bradfield 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 Chairman 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 Chairman 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)

## 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

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 \_\_\_\_ / \_\_\_\_ / \_\_\_\_