

CHARTER PACIFIC  
CORPORATION  
LIMITED



ACN 003 344 287

NOTICE OF ANNUAL  
GENERAL MEETING 2007

DATE:  
28 NOVEMBER, 2007

VENUE:  
THE WATERMARK HOTEL  
3032 SURFERS PARADISE BOULEVARDE  
SURFERS PARADISE QLD 4217

# NOTICE OF ANNUAL GENERAL MEETING 2007

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 Watermark Hotel, 3032 Surfers Paradise Boulevard, Surfers Paradise Qld 4217, on Wednesday, 28 November 2007.

## AGENDA

### ORDINARY BUSINESS

#### Financial Statements and Reports

To receive and consider for the financial year ended 30 June 2007:

- (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.B. Bradfield as a Director

*'That Mr P.B. 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.'*

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

#### Resolution 3 – Re-election of Mr T.J. Hartigan as a Director

*'That Mr T.J. Hartigan 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.'*

### SPECIAL BUSINESS

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

#### Resolution 4 – Ratification of and approval of previous issue of shares to Silverbell Investments Plc (formerly Opus Media Plc)

*'That for the purposes of ASX Listing Rule 7.4 and for all other purposes the prior issue of 9,258,256 fully paid ordinary shares in the Company be ratified.'*

Dated 31 October 2007



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 2007. 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 15 of the Company's 2007 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 DIRECTOR

Mr Peter Bradfield was appointed a Director of the Company 13 August 2007. Mr Bradfield is a director of a number of companies both public and private and is Managing Director of Bradfield Corporate Services, providing strategic marketing and business development advice to a range of Australian and international companies. He is the former Chairman and Managing Director of Elders Mining group of companies, CEO of Energy Resources of Australia, a past Director of both the Australian Mining Industry Council and the Queensland Chamber of Mines. 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.

### RESOLUTION 3: RE-ELECTION OF DIRECTOR

Mr Thomas Hartigan was appointed a Director of the Company 13 August 2007. Mr Hartigan established corporate advisory and investment business T.J. Hartigan Corporate Services and has worked closely with a range of industrial companies and more recently with selected banking and merchant banking clients. Mr Hartigan specialises in raising capital for growing businesses, particularly in the transition from private to public companies. He is the Chairman of ASX listed companies Eiffel Technologies Limited and FirstFolio Limited, and a former Director of Metway Bank Limited.

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

## SPECIAL BUSINESS

### RESOLUTION 4: SHARE RATIFICATION

Resolution 4 seeks member approval for the issue of 9,258,256 ordinary shares which has been made to Silverbell Investments Plc (formerly Opus Media Plc) prior to the date of this Notice of Annual General Meeting.

#### ASX Listing Rule 7.4

ASX Listing Rule 7.1 provides that (subject to certain exceptions, none of which is relevant here) prior approval of members is required for an issue of securities if the securities will, when aggregated with the securities issued by a Company during the previous 12 months, exceed 15% of the number of the shares on issue at the commencement of that 12 month period.

The prior issue of shares detailed in Resolution 4 did not exceed the 15% threshold. However, ASX Listing Rule 7.4 provides that where a Company ratifies an issue of securities, the issue will be treated as having been made with approval for the purpose of ASX Listing Rule 7.1, thereby replenishing that Company's 15% capacity and enabling it to issue further securities up to that limit.

Resolution 4 proposes the ratification and approval of the prior issue of ordinary shares for the purpose of satisfying the requirements of ASX Listing Rule 7.4.

The information required to be provided to members to satisfy ASX Listing Rule 7.4 is specified in ASX Listing Rule 7.5.

In compliance with the information requirements of ASX Listing Rule 7.5, members are advised of the following particulars in relation to the prior issue:

- a. Date of prior issue of the shares: 22 December 2006;
- b. Number of shares allotted: 9,258,256;
- c. Price at which shares were allotted: \$0.415;
- d. The shares rank equally in all respects with the existing ordinary shares on issue;
- e. The shares were allotted to Silverbell Investments Plc (formerly Opus Media Plc);
- f. The  
Media Plc).

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## 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 26 November 2007.

## 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 Queensland 4217 or faxed to (07) 5526 8922 no later than 4:00 pm (Queensland time) on 26 November 2007, being 48 hours before the meeting.

## VOTING EXCLUSIONS

Charter Pacific will disregard any vote cast on Resolution 4 by:

- Silverbell Investments Plc (formerly Opus Media Plc);
- An associate of Silverbell Investments Plc (formerly Opus Media Plc).

However Charter Pacific need not disregard a vote if:

- It is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- It is cast by the person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

# 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 28 November 2007 at the Watermark Hotel, 3032 Surfers Paradise Boulevard, 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 Directors' remuneration report			
2	Re-election of Mr P.B. Bradfield as a Director			
3	Re-election of Mr T.J. Hartigan as a Director			
4	Share ratification			

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**

**Resolution 3: For**

**Resolution 4: 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

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