

## **Notice of Meeting**

Notice is hereby given that the **Annual General Meeting** of Wide Bay Australia Ltd. ABN 40 087 652 060 ('Company') will be held at 11.00am on Monday 24 November 2008 on Floor 3, Wide Bay Australia House, 16-20 Barolin Street, Bundaberg, Queensland.

### **ORDINARY BUSINESS**

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

To receive and consider the financial statements and reports of the Directors and the Auditors for the year ended 30 June 2008.

*There is no vote on this item.*

#### **Resolution 1 - Directors' Remuneration Report**

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

"That the Remuneration Report for the year ended 30 June 2008 as set out in the 2008 Annual Report, be adopted."

*This is a non-binding advisory vote.*

#### **Resolution 2 – Re-election of Directors**

To consider, and if thought fit, to pass the following as ordinary resolutions:

- a) "That Mr P J Sawyer, who retires by rotation in accordance with rule 13.6 of the Company's Constitution and being eligible, be re-elected as a Director of the Company".
- b) "That Mr J H Fell, who retires by rotation in accordance with rule 13.6 of the Company's Constitution and being eligible, be re-elected as a Director of the Company".

Information about the candidates appears in the accompanying Explanatory Memorandum.

#### **Resolution 3 – Re-election of Director**

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

"That, in accordance with rule 13.4(a) of the Company's Constitution, Mr J S Humphrey who was appointed by the Board as a non-executive Director on 19 February 2008 and, being eligible for re-election in accordance with rule 13.4(b) of the Company's Constitution, be re-elected as a Director of the Company".

Information about the candidate appears in the accompanying Explanatory Memorandum.

Dated 17 September 2008

By Order of the Board



William R. Schafer  
Company Secretary

### **ENTITLEMENT TO VOTE**

Pursuant to regulation 7.11.37 of the Corporations Act 2001, the Company has determined that for the purposes of the Meeting all Ordinary Shares in the Company shall be taken to be held by the persons who held them as registered shareholders at 11.00 a.m. (Eastern Standard Time) on 21 November 2008 (Entitlement Time). All holders of ordinary shares in the Company as at the Entitlement Time are entitled to attend and vote at the Meeting.



## **VOTES OF SHAREHOLDERS**

Subject to the Company's Constitution and to any rights or restrictions attaching to any class of Shares:

- a) every shareholder may vote;
- b) on a show of hands every shareholder has one vote; and
- c) on a poll every shareholder has for each fully paid share held by the shareholder, one vote.

## **CHANGE OF ELECTION FOR SHAREHOLDER COMMUNICATIONS & ANNUAL REPORTS**

The Company's Annual Report and Financial Statements are available on-line at [www.widebayaust.com.au](http://www.widebayaust.com.au) under Shareholder Information. Please note that the default option for receiving your Annual Report has changed from a printed version to be via our website. You have the choice of receiving an email when the Wide Bay Australia Ltd Annual Report becomes available online or electing to receive a printed Annual Report.

To change your current Annual Report election - please update your details online by visiting [www.computershare.com.au/easyupdate/wbb](http://www.computershare.com.au/easyupdate/wbb). If you do not have internet access please call 1300 308 185 and follow the voice instructions.

## **Explanatory Memorandum**

This Explanatory Memorandum has been prepared to assist shareholders with their consideration of the Resolutions to be put to the Annual General Meeting to be held Monday 24 November 2008.

### **Ordinary Business:**

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

The *Corporations Act 2001* requires that the report of the Directors, the Auditor's Report and the Financial Statements be laid before the Annual General Meeting. In addition, the Company's Constitution provides for such Reports and Statements to be received and considered at the Meeting. Apart from the matters involving remuneration which are required to be voted upon, neither the *Corporations Act 2001* nor the Company's Constitution require a vote of shareholders at the Annual General Meeting on such reports or statements; however shareholders will be given ample opportunity to raise questions with respect to these Reports and Statements at the Meeting.

Following consideration of the Reports, the Chairman will give shareholders a reasonable opportunity to ask questions about or comment on the management and audit of the Company.

#### **Directors' Remuneration Report**

Shareholders are asked to adopt the Remuneration Report. The Remuneration Report is set out on pages 49 to 52 of the 2008 Annual Report & Financial Statements. The *Corporations Act 2001* provides that at a listed company's Annual General Meeting, a resolution that the remuneration report be adopted must be put to the vote. A reasonable opportunity for discussion of the Remuneration Report will be provided at the Meeting.

The vote on the Remuneration Report is advisory only, and does not bind the Directors.

#### **Re-election of Directors**

##### **Mr Peter J Sawyer FCA, FAICD, FIFS**

Mr Sawyer has been a Director since 1987. Until August 2008, he was a partner of the firm Ulton, Chartered Accountants of Bundaberg, Hervey Bay, Maryborough and Gladstone and is a Fellow of the Institute of Chartered Accountants. He is involved in a wide range of business activities.

Mr Sawyer is the Chairman of the Audit Committee, is an independent Director and is aged 58.

##### **Mr John H Fell FCA, FAICD, FIFS**

Mr Fell was a Director and Secretary of the Gympie and North Coast Building Society from 1976 until merger with the society in 1981. He is Chairman of Mortgage Risk Management Pty Ltd and a member of the Audit Committee. He was a practicing Chartered Accountant for many years and is a member of the Institute of Chartered Accountants.

Mr Fell is an independent Director and is aged 59.

##### **Mr John S Humphrey LL.B**

Mr JS Humphrey is a Senior Partner in the Brisbane office of national law firm, Mallesons Stephen Jaques, where he specialises in commercial law and corporate mergers and acquisitions. He is currently a non-executive Director of Horizon Oil Limited and Downer-EDI Limited.

Mr Humphrey is a member of the Audit Committee, is an independent Director and is aged 53.

**The Board recommends that shareholders vote in favour of the election of Peter Sawyer, John Fell and John Humphrey.**



