

## NOTICE OF ANNUAL GENERAL MEETING 2007

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Notice is given that the Annual General Meeting of members of **LandMark White Limited** (Company or 'LandMark White') will be held at 2.00 pm Brisbane time on Tuesday, 30 October 2007 at McCullough Robertson Lawyers, Level 11, Central Plaza Two, 66 Eagle Street, Brisbane.

### Ordinary Business

#### CHAIRMAN'S ADDRESS

#### FINANCIAL STATEMENTS AND REPORTS

'To receive and consider the Financial Report and the Reports of the Directors and the Auditor in respect of the year ended 30 June 2007.'

#### RESOLUTION 1

##### RE-ELECTION OF DAVID HOBART

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

'That David Hobart retires in accordance with clause 16 of the constitution of the Company and being eligible is re-elected as a Director of the Company.'

#### RESOLUTION 2

##### RE-ELECTION OF NORMAN CRAIG

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

'That Norman Craig retires in accordance with clause 16 of the constitution of the Company and being eligible is re-elected as a Director of the Company.'

#### RESOLUTION 3

##### REMUNERATION REPORT

To consider and, if thought fit, to pass the following in accordance with section 250R(2) of the *Corporations Act 2001*:

'That the section of the Report of the Directors for the financial year ending 30 June 2007 dealing with the remuneration of the Company's Directors, Company Secretary and senior executives ('remuneration report') be adopted.'

NB: This resolution shall be determined as if it were an ordinary resolution, but under section 250R(3) of the *Corporations Act*, the vote does not bind the Directors of the Company.

### By Order of the Board

**John Clements**  
**Company Secretary**  
**20 September 2007**

## **Voting Instructions**

### **Voting At The Meeting**

1. If you are able to attend at the meeting, on a show of hands each Shareholder present may cast one vote. 'Shareholder present' includes a person present as a proxy, attorney or body corporate representative. However, if a Shareholder holds 2 or more appointments and these appointments direct the proxy to vote in different ways, then the proxy cannot vote on a show of hands.
2. On a poll, Shareholders have one vote for every fully paid Share held.
3. LandMark White has determined that for the purpose of voting at the meeting or adjourned meeting, Shares will be taken to be held by those persons recorded in the LandMark White register of Shareholders as at 9.00 am (Sydney Time) 29 October 2007.

### **Appointment of Proxy (Section 249L(d))**

4. If you are a Shareholder, and you are unable to attend and vote at the meeting, and wish to appoint a proxy, please complete and return the enclosed proxy form. A proxy need not be a Shareholder of LandMark White.
5. The proxy form must be completed and lodged at LandMark White's share registry at Link Market Services, Locked Bag A14, Sydney South, NSW, 1235 or faxed to 02 9287 0309 at least 48 hours before the meeting ie lodgement must occur no later than 2pm Sydney time on 26 October 2007. To ensure that your proxy is validly received, we suggest that you immediately fax your proxy to the above fax number.
6. A Shareholder entitled to attend and cast more than 2 votes at the meeting is entitled to appoint no more than 2 proxies to attend and vote in their stead. Where more than one proxy is appointed, each proxy should be appointed to represent a specified proportion of the Shareholder's voting rights. Failure to apportion voting rights will result in each proxy being entitled to vote half of the Shareholder's votes.
7. The form must be signed personally by the Shareholder or their attorney. A corporation must sign under its common seal or under the hand of a duly authorised person or persons.
8. Where the form is signed by a duly authorised attorney, or body corporate representative, the power of attorney, or evidence of the appointment of the representative, if not previously exhibited to LandMark White, must be produced at LandMark White's share registry described in Item 5 prior to the time set out in Item 5. Again, to ensure that the power of attorney or other instrument is received in time, we suggest that you fax your power of attorney or other instrument to the above fax number.
9. If the proxy is signed under power of attorney, the signatory must also declare that they have had no notice of revocation of the power of attorney.

## Explanatory Notes

### Financial Statements and Reports

The *Corporations Act 2001* requires the Financial Report, Directors' Report and Audit Report to be laid before the Annual General Meeting. In addition LandMark White's constitution provides for such reports 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 LandMark White's constitution requires shareholders to vote on such reports.

However shareholders will be given ample opportunity to ask questions or make comments about these reports and the management at the meeting. Shareholders will also be given a reasonable opportunity to ask the Auditor questions about the conduct of the audit and the preparation and content of the Auditor's report. In addition to asking questions at the meeting, shareholders may address written questions to the Company's Auditor which are relevant to:

- the content of the Auditor's Report to be considered at the meeting; or
- the conduct of the audit of the annual financial report to be considered at the meeting.

Any written questions must be submitted to the Company Secretary before 9.00 am (Brisbane Time) 23 October 2007 by email, fax or post. Address details are:

PO Box 8708

GCMC QLD 9726

Email address: john.clements@lmw.net.au.

Fax Number: 07 5510 3200.

Copies of the questions received, and answers, will be available at the meeting.

### Resolutions 1 and 2 - Re-election of David Hobart and Norman Craig as Directors

Under clause 16 of the constitution of LandMark White Limited one third of the current Directors (excluding the managing director, any Director appointed under clause 13.2 and any Director who has vacated his/her office under clause 15.1) must retire by rotation at each annual general meeting. Under clause 16.2 the Directors to retire are those who have been longest in office since last being elected. Accordingly, David Hobart and Norman Craig must retire and, being eligible, they present themselves for re-election.

A summary of each candidate's experience and qualifications appear below.

#### **Mr David Hobart**

##### ***Independent Non-Executive Director***

David is a non-executive director of the Board and is currently Managing Director of IFC Capital Limited. David brings a wealth of property and financial experience outside that of main stream property valuation. His appointment reflects the board's commitment to expansion and development of property related services. David is a Valuer, has a Masters degree in Commerce, is an affiliate of FINSIA, an associate of the Australian Property Institute and a member of the Australian Institute of Company Directors.

**Mr Norman Craig**  
***Independent Non-Executive Director***

As a non-executive Director, Norman contributes great depth of experience in accounting and financial affairs to the Board. A Chartered Accountant and auditor, he was a partner in the international accounting firm KPMG from 1972 to 1993, where he obtained substantial experience in management and the banking and finance industry. From 1978 to 1990, Norman was chairman of KPMG's banking practice and a member of the firm's international banking committee from 1984 to 1990. He has been a Director of Citigroup Pty Ltd since 1995 and is chairman of its Audit and Risk Committee. He has been a member of the compliance committee for Deutsche Funds Management, the Challenger Group, Ausgrowth and McLaughlins Financial Services.

**Recommendation**

The Board of LandMark White, other than Mr Hobart and Mr Craig, both being subject to re-election, recommend that Shareholders vote in favour of the resolutions to re-elect both Directors.

**Resolution 3 –Remuneration Report**

Section 250R(2) of the *Corporations Act 2001* requires listed companies to put forward a resolution for adoption of the remuneration report at the company's AGM. The remuneration report is set out in the Directors Report on pages 11 to 19 of the Annual Report.

A reasonable opportunity will be provided for discussion of the remuneration report at the meeting.

The vote on this resolution is advisory only and does not bind the Directors or the Company.

**APPOINTMENT OF PROXY**

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



**X99999999999**

I/We being a member(s) of LandMark White Limited and entitled to attend and vote hereby appoint

**A** 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 to act generally at the meeting on my/our behalf and to vote in accordance with the following instructions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of the Company to be held at 2:00pm on Tuesday, 30 October 2007, at McCullough Robertson Lawyers, Level 11, Central Plaza 2, 66 Eagle Street, Brisbane, QLD and at any adjournment of that meeting.

Where more than one proxy is to be appointed or where voting intentions cannot be adequately expressed using this form an additional form of proxy is available on request from the share registry. Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the meeting. The Chairman of the Meeting intends to vote undirected proxies in favour of all items of business.

**B** To direct your proxy how to vote on any resolution please insert  in the appropriate box below.

	For	Against	Abstain*
<b>Resolution 1</b> Re-election of David Hobart	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 2</b> Re-election of Norman Craig	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 3</b> Remuneration Report	<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.

**C 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 securityholder's constitution and the *Corporations Act 2001* (Cwth).

Link Market Services Limited advises that Chapter 2C of the *Corporations Act 2001* requires information about you as a securityholder (including your name, address and details of the securities you hold) to be included in the public register of the entity in which you hold securities. Information is collected to administer your securityholding and if some or all of the information is not collected then it might not be possible to administer your securityholding. Your personal information may be disclosed to the entity in which you hold securities. You can obtain access to your personal information by contacting us at the address or telephone number shown on this form. Our privacy policy is available on our website ([www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)).



## How to complete this Proxy Form

### 1 Your Name and Address

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

### 2 Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in section A. 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 section A. 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 shareholder of the company. A proxy may be an individual or a body corporate.

### 3 Votes on Items of Business

You should direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares 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 shares 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.

### 4 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 share registry or you may copy this form.

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 shares 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.

### 5 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 have already lodged 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.

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. A form of the certificate may be obtained from the company's share registry.

### Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by 2:00pm on Sunday, 28 October 2007, 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:

- by posting, delivery or facsimile to LandMark White Limited's share registry as follows:  
LandMark White Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Facsimile: (02) 9287 0309
- delivering it to Level 12, 680 George Street, Sydney NSW 2000.