ABN 78 004 213 692

CAPRAL

Notice of Annual General Meeting of Shareholders 2011

to be held at the
Sofitel Sydney Wentworth
61-101 Phillip Street
Sydney NSW 2000

on
Tuesday 19 April 2011

at
11:00am

Notice of Annual General Meeting of Shareholders 2011

NOTICE IS HEREBY GIVEN that the Seventy-Fourth Annual General Meeting (AGM) of Shareholders of CAPRAL LIMITED ABN 78 004 213 692 (Capral) will be held at Sofitel Sydney Wentworth, 61-101 Phillip Street, Sydney, NSW 2000 on Tuesday 19 April 2011 at 11:00am.

Business

1. Statutory Reports

The Financial Report, the Directors' Report and the Independent Audit Report (the **Reports**) for the year ended 31 December 2010 will be presented for consideration.

Unless Capral's share registry has been notified otherwise, shareholders will not be sent a hard copy of the Annual Report. All shareholders can view the Annual Report, which contains the Financial Report for the year ended 31 December 2010, on the website of Capral (www.capral.com.au), go to "Invest" & then "Annual Reports".

2. Questions

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

The Chairman will also give shareholders a reasonable opportunity to ask the Auditor questions relevant to:

- the conduct of the audit;
- the preparation and content of the Independent Audit Report;
- the accounting policies adopted by Capral in relation to the preparation of the financial statements; and
- the independence of the Auditor in relation to the conduct of the audit.

The Chairman will also give the Auditor a reasonable opportunity to answer written questions submitted by shareholders that are relevant to the content of the Independent Audit Report or the conduct of the audit.

A list of written questions, if any, submitted by shareholders will be made available at the start of the AGM and any written answer tabled by the Auditor at the AGM will be made available as soon as practicable after the AGM.

3. Election Of Director

TO CONSIDER AND, IF THOUGHT FIT, PASS THE FOLLOWING AS AN ORDINARY RESOLUTION:

That, Mr Graeme Pettigrew, having been appointed by the Directors to fill a casual vacancy during the year, retires from office in accordance with Article 67 of Capral's Constitution and, being eligible, offers himself for election.

4. Remuneration Report

TO CONSIDER AND, IF THOUGHT FIT, PASS THE FOLLOWING AS AN ADVISORY RESOLUTION:

That, the Remuneration Report, included in the Directors' Report for the financial year ended 31 December 2010, be adopted.

By order of the Board

Richard Rolfe
Secretary

Sydney, 9 March 2011

Attendance and Voting at the Meeting

In accordance with Corporations Regulation 7.11.37, the Board has determined that all the shares of Capral are taken, for the purposes of determining the right of shareholders to attend and vote at the meeting, to be held by persons who held them at 7:00 pm (Sydney time) on 17 April 2011. If you are not the registered holder of a relevant share at that time you will not be entitled to vote in respect of that share.

You may vote by attending the meeting in person or by proxy (see below).

Ordinary resolutions and special resolutions require the support of more than 50% and 75%, respectively, of the votes cast by those shareholders voting in person, by proxy, by representative or by attorney. Advisory resolutions however, do not bind the Board.

Every question arising at the Annual General Meeting (**AGM**) will be decided in the first instance by a show of hands. A poll may be demanded in accordance with Article 53 of Capral's Constitution.

On a show of hands, every shareholder who is present in person or by proxy, or by representative or by attorney, will have one vote. Upon a poll, every person who is present in person or by proxy, or by representative or by attorney, will have one vote for each share held by that person.

Proxies

A shareholder who is entitled to attend and vote at the meeting may appoint a person, who need not be a shareholder of Capral, as the shareholder's proxy to attend and vote on behalf of the shareholder.

If you are entitled to cast two or more votes, you may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If you do not specify a proportion or number, each proxy may exercise half of the votes. If you appoint two proxies, neither proxy is entitled to vote on a show of hands. If you require a second proxy form, please contact Capral's share registry Computershare Investor Services Pty Limited on **1300 855 080 (within Australia)** or **+61 3 9415 4000 (outside Australia)**.

A proxy form accompanies this Notice. Should you wish to appoint a proxy, please complete the proxy form and return it (and any supporting documents attached) by no later than 11:00 am (Sydney time) on 17 April 2011 by one of the following methods:

- **by mail** to Capral's share registry, Computershare Investor Services Pty Limited, GPO Box 242, Melbourne, VIC 3001, Australia (a reply paid envelope is enclosed with this notice of meeting); or
- **in person** to Capral's registered office, c/o Company Secretary, 71 Ashburn Road, Bundamba, QLD 4304, Australia or to Capral's share registry, Computershare Investor Services Pty Limited, Level 4, 60 Carrington Street, Sydney, NSW 2000, Australia; or
- **by facsimile** to Capral's share registry, Computershare Investor Services Pty Limited, facsimile number: 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia).

The Chairman intends to vote undirected proxies in favour of all of the resolutions. Capral encourages all shareholders who submit proxies to direct their proxies how to vote on each resolution.

Attorney

If the appointment is signed by an attorney, the original power of attorney or a certified copy of it must be sent with the proxy form, unless it has been provided previously to Computershare Investor Services Pty Limited.

Corporate Representatives

A body corporate that is a shareholder, or that has been appointed as a proxy, is entitled to appoint any person to act as its representative at the AGM. Such appointment must comply with the requirements under section 250D of the Corporations Act. The representative should bring to the AGM a properly executed letter or other document confirming its authority to act as body corporate's representative.

Shareholder Questions

If you wish a question to be put to the Chairman or the Auditor and you are not able to attend the AGM, please send your question to the Company Secretary via Capral's share registry by one of the methods detailed above. To allow time to collate questions and prepare answers, questions are to be received by 7:00 pm (Sydney time) on Tuesday 12 April 2011. Questions submitted in writing to the Company Secretary will be put to the Chairman or Auditor at the Board's discretion.

Explanatory Memorandum

This explanatory memorandum has been prepared to assist shareholders to understand the business to be put to shareholders at the AGM and forms part of the Notice of Meeting.

1 & 2 Statutory Reports and shareholder questions

The Financial Report, Directors' Report and Auditor's Report for Capral for the year ended 31 December 2010 will be laid before the meeting in accordance with section 317 of the Corporations Act.

The Chairman will allow a reasonable opportunity for shareholders to ask questions or make comments about those reports and about the management of Capral in accordance with section 250S of the Corporations Act. 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 accordance with section 250T of the Corporations Act.

3 Election of Directors

Article 67 of Capral's Constitution provides that a director that was appointed to fill a casual vacancy by the Board holds office until the next AGM but is eligible to stand for election at that meeting of members. Mr Graeme Pettigrew was appointed to fill a casual vacancy during the year.

Accordingly, at this AGM, Mr Graeme Pettigrew is resigning and standing for election by the members.

Mr Pettigrew (FPNA, FAIM, FAICD) was appointed as a non-executive director on 18 June 2010 and is a member of the Audit Committee and the Remuneration & Nomination Committee. Mr Pettigrew has relevant experience in the construction and building materials industry, as well as manufacturing and distribution businesses, having held senior positions with companies involved in these sectors. He is a director of other listed companies in Australia as detailed in the 2010 Annual Report.

For the reasons set out above, the other Directors of Capral unanimously support the re-election of Mr Pettigrew.

4 The Remuneration Report

The Remuneration Report sets out Capral's remuneration for the Managing Director, executives and non-executive directors.

Section 250R(2) of the Corporations Act requires that at a listed company's annual general meeting, a shareholders' resolution that the Remuneration Report be adopted must be put to the vote.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the meeting, in accordance with section 250SA of the Corporations Act.

Please note that the vote on Resolution 4 is advisory only and does not bind Capral or its Directors.

Capral Limited
ABN 78 004 213 692

000001 000 CAA
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Lodge your vote:

By Mail:
Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:
(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Proxy Form

For your vote to be effective it must be received by 11:00 am (Sydney time) on Sunday 17 April 2011

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the information tab, "Downloadable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Turn over to complete the form →

View your securityholder information, 24 hours a day, 7 days a week:

www.investorcentre.com

☑ **Review your securityholding**

☑ **Update your securityholding**

Your secure access information is:

SRN/HIN: I9999999999

PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

☐ **Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

I 9999999999 IND

Proxy Form

Please mark ☒ to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Capral Limited hereby appoint

☐ **the Chairman of the meeting** **OR** ____________

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or 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 directions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of Capral Limited to be held at Sofitel Sydney Wentworth, 61-101 Phillip Street, Sydney, NSW 2000 on Tuesday 19 April 2011 at 11:00am and at any adjournment of that meeting.

STEP 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
3.	Election of Mr Graeme Pettigrew as director	☐	☐	☐
4.	To adopt the Remuneration Report for the financial year ended 31 December 2010	☐	☐	☐

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1	Securityholder 2	Securityholder 3
Sole Director and Sole Company Secretary	Director	Director/Company Secretary

Contact Name ____________ Contact Daytime Telephone ____________ Date ___ / ___ / ___