

STOKES (AUSTRALASIA) LIMITED
A.C.N. 004 554 929

24 Palmerston Road West
Ringwood
Victoria 3014
30 September 2005

NOTICE OF MEETING

The annual general meeting of Stokes (Australasia) Limited will be held at 11.30 a.m. on Friday 18 November 2005 at The Tudor Box Hill, 1101 Whitehorse Road, Box Hill, Victoria.

BUSINESS OF MEETING

The business of the meeting will be:

1. To receive and consider the accounts for the year ended 30 June 2005.
2. To adopt the remuneration report for the year ended 30 June 2005.
3. To consider the re-appointment of Ron Drury as a Director of the Company.
4. To consider the re-appointment of Gordon Elkington as a Director of the Company.
5. To fix the maximum aggregate annual amount payable to Directors at \$200,000.

NOTES RELATING TO THE BUSINESS OF MEETING

2. Under section 300A of the *Corporations Act*, the Directors report must now include a separately identified remuneration report. Listed entities are required to submit the remuneration report for adoption at the annual general meeting. The vote on the report is advisory only.
3. Mr. Drury, having been appointed as an additional Director since the last annual general meeting, retires from office under the Company's constitution and, being eligible, offers himself for re-election.
4. Mr. Elkington retires by rotation under the Company's constitution and, being eligible, offers himself for re-election.
5. At the last annual general meeting, the maximum aggregate amount payable to Directors was increased from \$200,000 in 2004 to \$400,000 in 2005 to facilitate a possible merger with Baytree Investors Pty. Limited. The merger did not proceed, and it is now proposed to restore the maximum aggregate annual amount payable to Directors to \$200,000.

Voting exclusion statement

The Company will disregard any votes cast in relation to item 5 by a Director or any associate of a Director.

However the Company need not disregard a vote in relation to item 5 if it is cast by a person

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

Each of the Company's Directors has undertaken not to cast a vote in relation to item 5.

Gordon B. Elkington
Secretary

STOKES (AUSTRALASIA) LIMITED
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FORM OF PROXY

I,, of
....., being a member of Stokes (Australasia) Limited, hereby appoint
..... or, failing that person, the Chairman of the
Meeting, to attend on my behalf and vote at the annual general meeting of the Company to be held at 11.30
a.m. on Friday 18 November 2005.

VOTING DIRECTIONS

	For	Against	Abstain
2. Adoption of remuneration report	☐	☐	☐
3. Re-appointment of Ron Drury	☐	☐	☐
4. Re-appointment of Gordon Elkington	☐	☐	☐
5. To fix the annual amount payable to Directors	☐	☐	☐

.....
Signature

.....
Date

INSTRUCTIONS FOR COMPLETION OF PROXY FORM

APPOINTMENT OF A PROXY

You may appoint a proxy to attend at the meeting and vote on your behalf. You may if you wish appoint the Chairman of the Meeting to act as your proxy. If you do not name a proxy, or if your named proxy does not attend the meeting, the Chairman of the Meeting will act as your proxy. A proxy need not be a shareholder in the Company.

VOTES ON ITEMS OF BUSINESS

You may direct your proxy how to vote by placing a mark in one of the three boxes opposite each item of business. Your proxy must vote or abstain from voting in respect of all of your shares in accordance with your direction unless you indicate that only a portion of your voting rights are to be exercised by the proxy. If you do not mark any of the boxes on a given item your proxy may vote as he or she chooses.

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 form may be obtained from the Company or you may copy this form.

To appoint a second proxy you must mark on each proxy form the percentage of your voting rights or the number of shares represented by that form. If the forms do not specify the percentage of voting rights or the number of shares represented, each proxy may exercise half of your votes.

SIGNING INSTRUCTIONS

Where the shareholding is in one name, the proxy form must be signed by the shareholder.

Where the shareholding is in joint names, the form must be signed by each shareholder.

Where the proxy is executed under a power of attorney, a certified copy of the power of attorney must be attached to the form.

Where the shareholder is a company, the form must be signed:

- (a) where the company has just one director, by that director;
- (b) otherwise, by a director jointly with another director or the company secretary.

LODGEMENT OF PROXY FORM

The proxy form, together with any power of attorney under which it is signed, may be delivered to the Company at its registered address, 24 Palmerston Road West, Ringwood, Victoria or posted to the Company at 24 Palmerston Road West, Ringwood, Victoria 3134. It may also be sent to the Company by facsimile to (03) 9845 8373. It must be received no later than 11.30 a.m. on Wednesday 16 November 2005.

