

Mackay Sugar Limited

Notice of Meeting 2009

NOTICE IS HEREBY GIVEN that the Second Annual General Meeting of Shareholders of Mackay Sugar Limited will be held at the Mackay Entertainment Centre at 9.00 a.m. on **Wednesday 9 December 2009**.

AGENDA

BUSINESS

1. To confirm the minutes of the last Annual General Meeting of 28 November 2008.
2. To receive and consider the Financial Statements and Auditors' Report for the financial year ended 30 June 2009.
3. To receive and consider the Report of the Directors.
4. To elect two Directors.

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

- (i) That Richard Samuel Galea, who will retire by rotation at the close of the meeting in accordance with Clause 16.1 of the Company's Constitution, be re-elected as a Director of the Company.
 - (ii) That Sydney Gordon, who will retire by rotation at the close of the meeting in accordance with Clause 16.1 of the Company's Constitution, be re-elected as a Director of the Company.
5. Cogeneration Project


To consider, and if in favour, pass the following resolution as a two-thirds majority resolution namely:

To approve the implementation of the Cogeneration Project having regard to the information contained in and subject to Board approval on terms set out in the Explanatory Memorandum which forms part of this Notice of Annual General Meeting.
 6. To fix the remuneration of Directors in accordance with Clause 16.5 of the Constitution.

7. To consider and decide on such matters as are brought forward by the Directors relating to the affairs of the Company, or are brought forward by any shareholder, who has given to the Directors TEN (10) DAYS' previous notice at least of his or her intention, by leaving a copy of such notice specifying the matters proposed to be raised at the Registered Office of the Company.

(Note: A copy of any notice must be lodged at the Registered Office by 4.00 p.m. Friday 27 November 2009).

By Order of the Board,



D. M. Rasmussen
COMPANY SECRETARY

PROXY FORM

Shareholders may vote at the Annual General Meeting personally or by proxy appointed for the meeting. A proxy form is attached to this notice. If you wish to appoint a proxy the completed form must be deposited at the Registered Office of the Company by **9.00 a.m. Monday 7 December 2009**. Please telephone the Company Secretary on 4953 8241 if you have any queries regarding proxies.