



Notice of Annual General Meeting and Explanatory Memorandum

Mackay Sugar Limited ACN 057 463 671

Notice of Annual General Meeting

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Notice is given that the Fifth Annual General Meeting of Mackay Sugar Limited (**Mackay Sugar** or **Company**) will be held at:

Location	Mackay Entertainment and Convention Centre, Gordon Street, Mackay; and Mossman Bowls Club, 6 – 8 Johnston Road, Mossman.
Date	Wednesday 30 October 2013
Time	4.00 p.m. (AEST)

ORDINARY BUSINESS

Welcome

Item 1: Minutes

To confirm the minutes of the last Annual General Meeting of 30 October 2012.

Item 2: Financial Statements

To receive and consider the Financial Statements, the reports of the Directors and Auditors for the financial year ended 31 May 2013.

Item 3: Election of Directors

An election for the position of Director is being conducted by postal ballot in accordance with Rule 15.2 of the Constitution. The outcome of the postal ballot will be announced by the Returning Officer at the meeting. The appointment of the successful Directors will be effective as at the close of this meeting.

Item 4: Other business

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 18 October 2013).

Voting entitlements

Pursuant to Regulation 7.11.37 of the Corporations Act, the Board has determined that a Shareholder's voting entitlement at the Annual General Meeting will be taken to be the entitlement of the person shown in the register of members as at 5.00 p.m. (AEST) on 25 October 2013.

Dated: 30 September 2013

Issued by authority of the Board:



Donna Rasmussen
Company Secretary
Mackay Sugar Limited

Notes

- (a) Subject to the Corporations Act, including section 250BD, a member who is entitled to attend and cast a vote at the meeting is entitled to appoint a proxy.
- (b) The proxy need not be a member of the Company. A member who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.
- (c) If you wish to appoint a proxy and are entitled to do so, then complete and return the attached proxy form.
- (d) A corporation may elect to appoint a representative in accordance with the *Corporations Act 2001* (Cth) in which case the Company will require written proof of the representative's appointment which must be lodged with or presented to the Company before the meeting.
- (e) If you have any queries then call Donna Rasmussen on (07) 4953 8241 during business hours.

Explanatory Memorandum

Mackay Sugar Limited ACN 057 463 671

This Explanatory Memorandum is to be read with the notice of Annual General Meeting issued by the Company. It deals with the following matters which will be put to the shareholders at the Annual General Meeting which will be held on Wednesday 30 October at 4.00 p.m. (AEST).

The Explanatory Notes have been prepared to assist Shareholders with their consideration of the matters to be put to the Annual General Meeting.

ORDINARY BUSINESS

Item 1: Minutes

The minutes of the last Annual General Meeting of 30 October 2012 are to be carefully read by each Director, and if they are found to be an accurate record of the meeting, are to be confirmed by the Directors.

Item 2: Financial Statements

The Corporations Act requires that the report of the Directors, the Auditor's report and the financial report be laid before the AGM. In addition, rule 23.2 of the Company's Constitution provides for such reports and statements to be received and considered at the meeting. Apart from the matters set out in the Notice of Meeting, neither the Corporations Act nor the Company's Constitution requires a vote of Shareholders at the AGM on such reports or statements, however Shareholders will be given ample opportunity to raise questions with respect to these reports and statements at the AGM.

In addition to asking questions at the AGM, Shareholders may address written questions to the Chairman about the management of the Company, or to the Company's Auditor which are relevant to:

- (a) the content of the Auditor's Report to be considered at the AGM; or
- (b) the conduct of the audit of the annual financial report to be considered at the AGM.

Any written questions must be submitted to the Company Secretary on or before 4.00 p.m. on 18 October 2013 to:

By post:
The Company Secretary
Mackay Sugar Limited
PO Box 5720
Mackay Mail Centre Qld 4741

By fax:
The Company Secretary
(07) 4953 8340

Item 3: Other Business

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.

DEFINITIONS

A number of capitalised terms are used throughout this notice of Annual General Meeting and explanatory memorandum. Except to the extent the context otherwise requires:

TERM	DEFINITION
Annual General Meeting or AGM	means the annual general meeting of the Company.
Board	means the board of Directors.
Company or Mackay Sugar Corporations Act	means Mackay Sugar Limited ACN 057 463 671.
Constitution	means the <i>Corporations Act 2001</i> (Cth).
Directors	means the current constitution of the Company.
Shareholders	means the directors of the Company.
	means the shareholders of the Company.