

# **Notice of Annual General Meeting and Explanatory Memorandum**

**Mackay Sugar Limited ACN 057 463 671**

# Notice of Annual General Meeting

## Mackay Sugar Limited ACN 057 463 671

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

<b>Location</b>	Virtually via online platform at <a href="https://agmlive.link/Mackay20">https://agmlive.link/Mackay20</a>
<b>Date</b>	Tuesday 29 September 2020
<b>Time</b>	4.00 p.m. (AEST)

In light of the current travel restrictions and the limitations of public gatherings due to the COVID-19 pandemic, and the importance we place on the health and safety of shareholders, employees and the broader community, the AGM will be held as a virtual meeting.

No physical place of meeting will be made available for all shareholders and other persons, other than the Queensland based members of the Board of Directors and members of the senior management team, who are able to attend in a safe and permissible manner.

Mackay Sugar is pleased to be able to provide shareholders with the opportunity to attend and participate in the AGM through an online platform, where shareholders will be able to watch, listen, submit written questions and vote online. Instructions for attending the AGM via the online platform are set out below.

Shareholders who prefer to register questions in advance of the AGM are encouraged to do so. In addition, you may wish to lodge your questions online during the meeting. We will attempt to answer the more frequently asked questions during the addresses at the AGM.

If you are unable to attend the AGM, please complete and return the enclosed proxy form in accordance with the directions in this Notice of Meeting and on the proxy form.

### Attendance via online platform

We recommend that you log in to the virtual meeting platform at least 15 minutes prior to the scheduled start time for the AGM by entering <https://agmlive.link/Mackay20> in to a web browser on your computer or online device.

Log in to the virtual meeting using your full name and email address. To obtain a voting card or ask a question you will need to use your shareholder number. Proxy holders will need their proxy code which will be provided by Link Market Services or the Company Secretary via email on the day before the AGM.

Further information on how to participate virtually is set out in the Virtual Meeting Online guide on the Mackay Sugar Website.

## **ORDINARY BUSINESS**

### **Welcome**

#### **Item 1: Minutes**

To confirm the minutes of the last Annual General Meeting held on 23 October 2019.

#### **Item 2: Financial Statements**

To receive and consider the Financial Statements and the reports of the Directors and Auditors for the financial year ended 29 February 2020.

#### **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 or sending a copy of such notice specifying the matters proposed to be raised at the Registered Office of the Company or via email to the Company Secretary at p.gill@mkysugar.com.au.

(Note: A copy of any notice must be lodged at the Registered Office or via email by 4.00 p.m. Friday 18 September 2020).

#### **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 4.00 p.m. (AEST) on 25 September 2020.

In accordance with the Corporations (Coronavirus Economic Response) Determination (No. 1) 2020, voting will be conducted by poll.

Dated: 3 September 2020

Issued by authority of the Board:



Peter Gill  
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 the Company Secretary, Peter Gill, on (07) 4953 8554 during business hours.

# Explanatory Memorandum

## Mackay Sugar Limited ACN 057 463 671

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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 Tuesday 29 September 2020 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 23 October 2019 are to be read carefully 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 Annual General 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 Annual General Meeting on such reports or statements; however Shareholders will be given ample opportunity to raise questions with respect to these reports and statements at the Annual General Meeting.

In addition to asking questions at the Annual General Meeting, 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 Annual General Meeting; or
- (b) the conduct of the audit of the annual financial report to be considered at the Annual General Meeting.

Any written questions must be submitted to the Company Secretary on or before 4.00 p.m. on 18 September 2020 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  
Email: p.gill@mkysugar.com.au

#### **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 or sending a copy of such notice specifying the matters proposed to be raised at the Registered Office of the Company or via email to the Company Secretary at p.gill@mkysugar.com.au.

## DEFINITIONS

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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:

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