



## Notice of Annual General Meeting

**NOTICE** is hereby given that the Annual General Meeting of Gregory Industries Limited will be held at the "Sheraton On The Park" in the Beaumont Room, 161 Elizabeth Street on Hyde Park, Sydney at 10.00am on Thursday 25<sup>th</sup> of November 2004.

### Business

The Business of the meeting shall be:

1. To receive and consider the reports of the directors and the auditors, the Statement of Financial Performance, Statement of Financial Position and the Cash Flow Statement for the year ended 30<sup>th</sup> June 2004.
2. To re-elect Mr. Richard Sealy who retires from the office of director by rotation and being eligible, offers himself for re-election.
3. To re-elect Mr. Bruce Hansen who was appointed to office to fill a casual vacancy and being eligible, offers himself for re-election.
4. To re-elect Ms. Janet Sayer who was appointed to office to fill a casual vacancy and being eligible, offers herself for re-election.
5. To receive and consider the recommendation of the directors of the Company to declare a final dividend of 1 cent per share fully franked for 2003-4 financial year.
6. To approve an increase in the total remuneration to be paid to the directors of the Company from \$125,000 per annum to \$250,000 per annum.
7. To consider and if thought fit to pass the following resolution as a special resolution pursuant to Section 157(1) of the *Corporations Act 2001*:  
  
"That the name of the Company be changed from "Gregory Industries Limited" to "Gregory Australia Limited".
8. Other business.

By order of the Board

Kevin Pitt  
Secretary

Date 29 September 2004



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### NOTES

#### 1. ENTITLEMENT TO VOTE

Gregory Industries Limited (as convener of the meeting) has determined that a person's entitlement to vote at the Annual General Meeting will be the entitlement of that person set out in the register of shareholders as 7.00pm Australian Eastern Standard Time 23<sup>rd</sup> November 2004 following all processing by ASX.

#### 2. PROXIES

- 2.1 A shareholder entitled to attend and vote at the meeting is entitled to appoint not more than two proxies. If you wish to appoint two proxies, please obtain a second proxy form by telephoning Computershare Investor Services Pty Ltd on 61 3 9415 4000. The proxy forms should be lodged together.
- 2.2 If a member appoints two proxies, and the appointment does not specify the proportion or number of the member's votes each proxy may exercise, each proxy may exercise half of the votes.
- 2.3 On a show of hands a member present in person or by proxy shall have one vote and upon a poll one vote for every share held provided that if a member appoints two proxies neither proxy shall be entitled to vote on a show of hands.
- 2.4 The Proxy Form must be signed by the member or his attorney duly authorised in writing or, if the member is a corporation, either under the seal of the corporation (in accordance with its Constitution) or under the hand of an officer or attorney duly authorised in writing.
- 2.5 In the case of joint holders, all holders must sign.
- 2.6 A proxy need not be a shareholder of the company.
- 2.7 Proxy appointments should be forwarded to the Company's Share Registrar, Computershare Investor Services Pty Ltd as follows:  
  
**In person:** Level 2, 60 Carrington Street, Sydney, NSW 2000  
  
**By mail:** GPO Box 4195, Sydney, NSW 2001  
  
**By facsimile:** (02) 8235 8220
- 2.8 To be effective, your completed proxy must be received by Computershare Investor Services Pty Ltd, in accordance with the above instructions, by 10.00am Australian Eastern Standard Time 23<sup>rd</sup> November 2004.