

# Boom Logistic Limited

095 466 961

(Company)

## Notice of annual general meeting

**NOTICE is given** that the annual general meeting of Boom Logistics Limited ACN 095 466 961 (**Company**) will be held at 10.00am (AEST), The Royce Hotel, 379 St Kilda Road, Melbourne Victoria on Friday 14 October 2005 for the following purposes.

### Ordinary business

#### Item 1: Financial Statements and Reports

To receive and consider the accounts of the Company, the annual financial report, directors report and auditors report prepared in accordance with the requirements of the Corporations Act 2001 (Cth) for the financial year of the Company ending on 30 June 2005.

#### Item 2: Remuneration Report

To consider and, if thought fit, pass the following resolution:

"That the remuneration report included within the directors' report of the Company for the financial year of the Company ending on 30 June 2005 be adopted."

#### Item 3: Election of directors

To consider and if thought fit pass the following resolutions:

- a) "That Douglas Williams be re-elected as a director of the Company."
- b) "That Terrence Francis be elected as a director of the Company."
- c) "That Jane Harvey be elected as a director of the Company."

By order of the Board



Company Secretary

Date: 13 September 2005

### Appointment of proxy

A proxy form is enclosed for your use if required. Please note the following in relation to the appointment of a proxy:

- A member who is entitled to attend and vote at this meeting may appoint any person as his or her proxy to attend and vote for the member at the meeting.

- If a member entitled to cast two or more votes at the meeting, the member may appoint two proxies to attend on the same occasion. If two proxies are appointed 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 member's votes.
- The appointment of the proxy may specify the proportion or number of votes that the proxy may exercise.
- A proxy need not be a member of the Company.
- If a proxy is given by a corporation, a form of proxy must be executed in writing under the common seal of the corporation or otherwise in accordance with section 127 of the Corporations Act 2001(Cth) or signed by an attorney.
- If a proxy is given by a natural person, a form of proxy must be executed under the hand of that person or that person's attorney.
- For a proxy appointment to be effective, the Company must receive the following documents no later than 48 hours before the scheduled time for the meeting, that is by 10.00 am on 12 October 2005:
  - The proxy's appointment
  - If the appointment is signed by the appointor's attorney – the authority under which the appointment was signed or a certified copy of the authority.
- The documents will be received by the Company when it is received at any of the following:
  - The Company's registered office at Level 12, 390 St Kilda Road, Melbourne, 3004
  - The fax number at the Company's registered office: 03 9864 0222; or
  - As otherwise provided for on the proxy form itself.

### **Persons entitled to vote**

Under regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the Directors have determined that the shareholding of each member for the purposes of ascertaining their voting entitlements at the Annual General Meeting will be as it appears in the share register at 10.00am on 12 October 2005.

### **Corporate Representatives**

A body corporate, which is a member, may appoint an individual (by certificate executed in accordance with section 127 of the Corporations Act 2001 (Cth) or in another manner satisfactory to the chair) as a representative to exercise all or any of the powers the body corporate may exercise at the meeting. The appointment may be a standing one.

### **Necessary information**

Information relevant to each resolution is set out in the attached Explanatory Note which forms part of this notice to members.

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## Information specific to each resolution

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Shareholder approval of resolutions is required for the purposes of the Corporations Act 2001(Cth). The following information has been prepared to provide you with material information to enable you to make an informed decision in relation to the business to be conducted at the annual general meeting of the Company.

### Ordinary business

#### Item 1: Financial Statements and Reports

- 1 This item gives shareholders an opportunity to raise questions on the annual reports and on the performance of the company generally.

#### Item 2: Remuneration Report

- 2 As part of the annual report provided to all shareholders in the Company, a remuneration report is required to be included which set out details of the remuneration received by the directors, the five highest paid Company executives and the five highest paid executives in the consolidated group in addition to describing Board policy in respect of remuneration and the satisfaction of performance conditions.
- 3 The Company is seeking shareholders approval of the adoption of the remuneration report by the Company. The outcome of this resolution is not binding on the Company or the Board.

#### Item 3: Election of directors

- 4 ASX Listing Rule 14.4 provides that a director (other than the Managing Director) must retire and offer himself or herself for re-election at the third annual general meeting following their election. Further, Clause 5.1 of the Company's Constitution provides that at each annual general meeting, one third of directors, or if their number is not a multiple of three then the number nearest to but not exceeding one third, retire from office and may submit themselves for re-election.

Douglas Williams is required to retire at this annual general meeting, and seeks re-election.

- 5 In accordance with the Corporations Act 2001 (Cth) and Clause 8.2 of the Constitution, directors appointed by other directors under Clause 8.1 of the Constitution, to fill a casual vacancy or as an addition to the existing directors, must have their appointment as a director confirmed by resolution of the shareholders at the next annual general meeting.

Terrence Francis was appointed as a director under Clause 8.1 of the Constitution and is required to stand for election at the Annual General Meeting and has offered himself for election.

Jane Harvey was appointed as a director under Clause 8.1 of the Constitution and is required to stand for election at the Annual General Meeting and has offered herself for election.

Further information in relation to the directors is as follows:

#### **Douglas Williams**

Age: 63

Mr Williams has been a Director of Boom Logistics since 12 February 2002.

Mr Williams has been Managing Director of Sutville Pty Ltd, one of the founding entities of Boom Logistics since 1978.

Prior to its acquisition by Boom Logistics, Sutville Pty Ltd hired and sold tower cranes to the building and civil engineering sectors and enjoyed a pre-eminent status in the crane industry.

**Terrence Francis**

Age: 59

From 1996 to 2001, Mr Francis was Chief Executive Officer of Bank of America in Australia. He is currently a Director of Nylex Limited, Emergency Services Telecommunications Authority, Southern and Eastern Integrated Transport Authority and a Council member of RMIT University.

Mr. Francis has extensive corporate finance expertise and experience in mining and infrastructure development and finance. Mr Francis was appointed to the Board by the other directors of Boom Logistics under clause 8.1 of the Constitution on 13 January 2005.

**Jane Harvey**

Age: 50

Ms Harvey is a former Partner of PricewaterhouseCoopers.

She is currently a non-executive director of a number of organisations including the Royal Flying Doctor Service (Vic), of which she is also chairperson, Bayside Health Services and Rural Finance Corporation, both of which she is also Deputy Chairperson, and the Telecommunications Industry Ombudsman.

Ms Harvey has extensive finance, strategic development and corporate governance experience. Ms Harvey was appointed to the Board by the other directors of Boom Logistics under clause 8.1 of the Constitution on 12 July 2005.