

Boom Logistics Limited

ACN 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 at The Royce Hotel, 379 St Kilda Road, Melbourne, Victoria on Friday, 24 October 2008 to consider the items of business set out below.

The Explanatory Memorandum and Appendix 1 accompany and form part of this Notice of Meeting. These documents provide additional information on matters to be considered at the Meeting, and should be read in their entirety.

If you are unable to attend the meeting please complete and return the enclosed proxy form in accordance with the specified instructions.

Members can submit questions that they would like raised at the AGM using the form at the back of this notice of meeting. We will respond to the more frequently asked questions at the AGM but as you would appreciate, we will not be able to respond to questions individually.

Ordinary business

Item 1 Financial Statements and Reports

To receive and consider the accounts of the Company, the annual Financial Report, Directors' Report and Auditor's Report prepared in accordance with the requirements of the *Corporations Act 2001* (Cth) for the financial year ended 30 June 2008.

Item 2 Adoption of Remuneration Report

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

"That the Remuneration Report included within the Directors' Report of the Company for the financial year ended 30 June 2008 be adopted."

This is an advisory vote only.

Item 3 Appointment of Auditor

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

"That for the purpose of section 327B of the Corporations Act and for all other purposes, KPMG having been nominated and consented, be appointed as Auditors of the Company with effect from the close of the meeting and to authorise the directors of the Company to determine the Auditor's remuneration."

Item 4 Re-election of Directors

To consider and, if thought fit, pass each of the following as separate ordinary resolutions:

- (a) *“That Terrence C. Francis, being a Director of the Company who retires by rotation under rule 5.1 of the Company’s Constitution, and being eligible, is re-elected as a Director of the Company”; and*
- (b) *“That Jane M. Harvey, being a Director of the Company who retires by rotation under rule 5.1 of the Company’s Constitution, and being eligible, is re-elected as a Director of the Company”.*

Special business

Item 5 Amendment to the Constitution

To consider and, if thought fit, pass the following resolution as a **special** resolution:

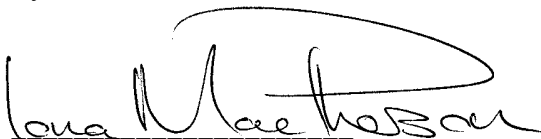
“That the Constitution of Boom Logistics Limited be amended with effect from the close of the meeting as set out in the amended Constitution tabled at the meeting and signed by the Chairman of the meeting for the purposes of identification.”

Item 6 Grant Share Units to the Managing Director under the Boom Logistics Long Term Incentive Plan.

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

“That approval be given for the purposes of ASX Listing Rule 10.14 and all other purposes for the grant of Share Units to the Managing Director, Brenden Mitchell, in accordance with the terms of the Boom Logistics Limited Long Term Incentive Plan and on the terms summarised in the Explanatory Notes.”

By order of the Board



Company Secretary

Iona MacPherson

22 September 2008

Appointment of proxy

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 is 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 and can be either an individual or a body corporate. If a member appoints a body corporate as a proxy, that body corporate will need to ensure that it:
 - appoints an individual as its corporate representative to exercise its powers at the meeting in accordance with section 250D of the *Corporations Act 2001* (Cth); and
 - provides satisfactory evidence of the appointment of its corporate representative prior to the commencement of the meeting.

If such evidence is not received before the commencement of the meeting, then the body corporate (through its representative) will not be permitted to act as proxy.

- 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.
- Under rule 89.1 of the Constitution, in order for a proxy appointment to be effective, the Company must receive the following documents no later than 24 hours before the scheduled time for the meeting, that is by 10:00am on Thursday 23 October 2008:
 - the proxy's appointment; and
 - 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:

- Share Registry at Computershare Investor Services Pty Ltd, 452 Johnston Street, Abbotsford, Victoria 3067;
- the Company's registered office at Level 6, 55 Southbank Blvd, Southbank Vic 3006; or
- the fax number at the Company's registered office: +61 3 9207 2400.

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 7pm on Wednesday 22 October 2008. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Annual General Meeting.

Voting exclusion

In accordance with the ASX Listing Rules, the Company will disregard any votes cast in respect of the resolution in Item 6 by:

- the Managing Director of the Company; and
- any associate of the Managing Director of the Company.

The Company need not disregard a vote if it is cast by:

- a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

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 Chairman) 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 Memorandum and Appendix which form part of this notice to members.

Obtaining a copy of the Annual Report

The statutory Annual Report will be sent to each member in hard copy or electronic copy (if the member has nominated that means as one by which the member may be notified). If you would like to receive a hard copy of the statutory Annual Report free of charge you can contact Sabrina Rogic on + 61 3 9207 2520 or email srogic@boomlogistics.com.au

Information specific to each resolution

Shareholder approval of resolutions is required for the purposes of the ASX Listing Rules and the *Corporations Act 2001* (Cth). This Explanatory Memorandum 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

The *Corporations Act 2001* (Cth) requires:

1. the reports of the Directors and Auditors; and
2. the Annual Report, including the financial statements of the Company for the fiscal year ended 30 June 2008,

to be laid before the Annual General Meeting. Neither the *Corporations Act* nor the Constitution require a vote of members on the reports or statements. However, shareholders will be given a reasonable opportunity to ask questions about or make comments on the management of the Company.

Also, a reasonable opportunity will be given to members as a whole at the meeting to ask the Company's Auditor questions relevant to the conduct of the audit, the preparation and content of the Auditor's report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the Auditor in relation to the conduct of the audit.

Item 2 Remuneration Report

As part of the Annual Report provided to all members, a Remuneration Report is required to be included which sets out details of the remuneration for each director and for each of the other key management personnel of the Company, in addition to describing Board policy in respect of remuneration, its relationship to the Company's performance, along with a detailed summary of any relevant performance conditions, why those particular conditions were chosen, and how performance is measured against them.

The Board unanimously recommends that members vote in favour of adopting the Remuneration Report.

Under the resolution in Item 2, the Company is seeking member approval of the adoption of the Remuneration Report by the Company. The outcome of this resolution is advisory only, and is not binding on the Company or the Board.

The Board unanimously recommends that members vote in favour of adopting the Remuneration Report.

Item 3 Appointment of Auditor

Rule 109 of the Constitution requires the Company to appoint an Auditor. In accordance with the *Corporations Act 2001* (Cth), KPMG has been nominated and has consented to act.

The Board unanimously recommends that the members approve the appointment of KPMG as the Company's Auditor.

Item 4 Re-election of Directors

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. No director may retain office for more than three years without submitting himself or herself for re-election even though the submission results in more than one third of the directors retiring from office.

(a) Terrance C. Francis is required to retire at this Annual General Meeting, and seeks re-election.

Further information in relation to the director is as follows:

Terrance C. Francis

Age: 62

Terry Francis has served on the Board since his appointment 13 January 2005, and holds many qualifications, including B.E (Civil), MBA, FIE Aust, FAICD, F Fin and MAIME. In addition, he is currently a member of the Council of RMIT University.

Terry Francis is currently Chairman of the Southern and Eastern Integrated Transport Authority, a Non-Executive Director of Nylex Limited, the Emergency Services Telecommunications Authority, and ANZ bank's private equity business. He is also a member of the Council of RMIT University. Terry Francis has extensive experience in resources and infrastructure development, and in finance as Vice President of Continental Illinois Bank, Executive Director of Deutsche Bank Australia, and Chief Executive Officer of Bank of America in Australia.

During the past three years, Terry Francis has not held any ASX listed public company directorships other than Nylex Limited (appointed 30 October 2003).

The Board, (other than Terry Francis) unanimously recommends that Members vote in favour of the resolution to re-elect Terry Francis.

(b) Jane M. Harvey is required to retire at this Annual General Meeting, and seeks re-election.

Further information in relation to the director is as follows:

Jane M. Harvey

Age: 53

Jane Harvey has served on the Board since her appointment on 12 July 2005. Jane Harvey is a former partner of PriceWaterhouseCoopers and has many qualifications, including B.Comm, MBA, FCA, and FAICD.

Jane Harvey has extensive finance, strategic development and corporate governance experience.

She is currently a non-executive director of a number of organisations including Medibank Private Limited, Colonial Foundation Limited, IOOF Holdings Limited, the Royal Flying Doctor Service (Vic), Bayside Health Services and the Telecommunications Industry Ombudsman. During the past three years, Jane Harvey has not held any ASX listed public company directorships other than IOOF Holdings Limited (appointed 18 October 2005).

The Board, (other than Jane Harvey) unanimously recommends that Members vote in favour of the resolution to re-elect Jane Harvey.

Special business

Item 5 Amendment of the Constitution

The Company's constitution was adopted in 2003. The Board wishes to take this opportunity to update the Company's Constitution to reflect a number of relevant changes to the Corporations Act and the ASX Listing Rules, as well as developments in best practice corporate governance practices.

An explanation of the proposed amendments to the Constitution of the Company is set out in Appendix 1 to this Notice of Meeting.

Please note that a full copy of the Company's existing Constitution and a marked up copy of the Constitution showing the proposed amendments referred to in Appendix 1 to this Notice of Meeting are available by contacting the Group's Company Secretariat executive assistant, Sabrina Rogic at srogic@boomlogistics.com.au.

A copy of the proposed amended Constitution will also be available at the Annual General Meeting.

This matter is proposed as a special resolution.

The Board unanimously recommends the adoption of the amended Constitution.

Item 6 Grant of Share Units to Managing Director

The granting of Share Units forms an important part of the Company's executive remuneration policy, details of which are set out in the Company's Remuneration Report. Brenden Mitchell is the only director who is entitled to participate in the Boom Logistics Long Term Incentive Plan ('LTIP').

Item 6 seeks shareholder approval for the grant of Share Units to Brenden Mitchell, Managing Director of the Company, pursuant to the LTIP, and otherwise on the terms and conditions set out in this notice.

The proposed grant of Share Units is in respect of the 2008 financial year and, subject to shareholder approval, will be granted shortly after the annual general meeting.

The value of the Share Units to be granted to Brenden Mitchell for the 2008 financial year will be equivalent to 45% of Brenden Mitchell's 2008 fixed annual remuneration, being a sum of **\$285,750**. The number of Share Units to be granted to Brenden Mitchell will be calculated by dividing the sum of **\$285,750** by the allocation price for each Share Unit (**Allocation Price**), as determined by the Board. The Allocation Price will be the volume weighted average price of the shares in the Company as quoted on ASX for the 5 trading days prior to the date of grant of the Share Units.

ASX Listing Rule 10.14 requires that the maximum number of Share Units that may be acquired by Brenden Mitchell pursuant to the approval in resolution 6 be specified in this Notice of Meeting. The Company cannot accurately estimate the maximum number at this time as the grant date is a future date and the Company cannot predict the share price on a future date. However, if an arbitrary and hypothetical "value" of \$0.80 per Share Unit is adopted, the maximum number of Share Units that would be acquired by Brenden Mitchell would be 357,187. Of course, it is not expected that the actual value per Share Unit will be \$0.80 nor that the actual number of Share Units acquired by Brenden Mitchell will be this maximum number.

Each Share Unit will entitle Brenden Mitchell to receive one share in the Company, subject to the relevant performance condition being satisfied and the Share Unit vesting.

The Share Units will only vest if the relevant performance condition is satisfied. The performance condition for the 2008 grant of Share Units will be tested over a three year performance period, measured from the commencement of the 2009 financial year (i.e. 1 July 2008) and ending on 30 June 2011. The performance condition will be based on the growth in the Company's Total Shareholder Return (TSR) over the performance period. If the Company's TSR growth is 15% over the performance period, all Share Units will vest.

Other terms

- (a) The Board will administer the LTIP in accordance with the terms of the Governing Deed (**Terms**) (and any other terms prescribed by the Board for the operation of the LTIP which are consistent with the Terms). The Board may from time to time suspend operation of, or cancel, the LTIP. The suspension or cancellation of the LTIP will not prejudice the existing rights of the Managing Director.
- (b) Subject to the ASX Listing Rules and to specified restrictions in the Terms, the Company may at any time by written instrument or by resolution of the Board, amend all or any of the provisions of the Terms, and make amendments to the Terms, or structure of an offer, as they apply in respect of foreign jurisdictions where such amendments would be appropriate for tax purposes, as determined by the Board.
- (c) The Company has established the Boom Logistics Limited Employee Share Trust (**EST**). The Trustee is Boom Logistics Employee Share Plan Pty Ltd. The beneficial interest in the EST is divided into Share Units.
- (d) The Company makes contributions of shares or advances money in lieu of shares to the EST. Application moneys received and accepted by the Trustee must be used to exclusively acquire shares in the company and allocate those to Share Units in the EST.
- (e) The Company has discretion to determine which employees are invited to apply to the Trustee for Share Units (**Eligible Employee**). Employees who may be invited to participate in the EST are those who are in permanent employment with the Company or an Associated Company and includes any director holding salaried employment. The Company has absolute discretion to determine the number of Share Units to be issued to an Eligible Employee.
- (f) In the case of an offer of Share Units with respect to unissued shares in the Company, the number of shares when aggregated with the number of shares in the same class issued during the previous 5 years pursuant to the EST or any other employee share plan of the Company must not exceed 5% of the total number of issued shares in that class of the Company as at the time of the offer.
- (g) If members approve the resolution in Item 6, the Company will instruct the Trustee of the EST to allocate ordinary shares for the benefit of Brenden Mitchell as described above.
- (h) All shares will rank pari passu in all respects with the other ordinary shares of the Company from the date of issue.
- (i) Vesting also requires that Brenden Mitchell remains in full time employment with the Company over the three year period.
- (j) At the time Participating Employees wish to redeem or encash their holding, Bonus Share Units are issued by the Trustee to enable full share value to be received including any growth over the holding period. The Company's contribution is limited to the annual issue of ordinary shares in the Company.

- (k) The Share Units provide to Unitholders substantially the same rights in respect of the shares which are allocated to the Share Units as if the Unitholders were the legal owners of the shares, including the rights to:
- direct the Trustee how the voting rights attached to the shares shall be exercised; and
 - receive the income derived from the shares including dividends declared in respect of the shares.
- (l) It is expected that the Trustee will allocate the shares for the benefit of Brenden Mitchell within 30 days of obtaining member approval of the resolution in Item 6. In any event, any ordinary shares allocated with the benefit of this approval will be issued before the first anniversary of the annual general meeting.
- (m) Vesting of the Share Units will be determined at the end of the performance period in 2011, following the announcement of the Company's results for the prior financial year and testing of the performance condition.
- (n) In general, the Share Units are not transferable.
- (o) Any entitlement to Share Units which have not vested will be forfeited if Brenden Mitchell resigns from employment with the Company or ceases employment for any other reason.
- (p) In the event of a takeover, scheme of arrangement or other change of control as determined by the Board in respect of the Company, Share Units may, at the discretion of the Board, vest on a pro rata basis in accordance with an assessment of performance.

Other information

- (q) There is a non-recourse interest free loan granted to Brenden Mitchell in relation to the acquisition of the Share Units.
- (r) At an Annual General Meeting of the Company held on 20 October 2006, the members approved the issue of **19,976** Share Units at an issue price of **\$4.13** per Share Unit to Mr Lawrence under the Company's Employee Share Trust.
- (s) As at the date of this Notice, Brenden Mitchell is the only person referred to in ASX Listing Rule 10.14 entitled to participate in the EST.

The Directors (other than Brenden Mitchell) unanimously recommend that shareholders vote in favour of this resolution.

Appendix 1

The material changes to Constitution of the Company, as proposed by the Board, are summarised in this Appendix 1.

Rule	Change	Explanation
Rule 2.1 "proper SCH transfer"	Insert definitions for "ASTC", "ASTC Settlement Rules" and "proper ASTC transfer".	These amendments are required to reflect the terminology and law applicable to the current ASTC settlement process.
"SCH"	Remove definitions for "proper SCH transfer", "SCH" and "SCH Business Rules".	Consequential amendments throughout the constitution have been proposed.
"SCH business rules"		
Rule 2.1 "ASX"	Change "Australian Stock Exchange Limited" to "ASX Limited". Expand definition to provide flexibility to change the Company's listing in the future.	The Australian Stock Exchange Limited changed its name to ASX Limited following its merger with the Sydney Futures Exchange. The proposed amendment also expands the definition of "ASX" to include any other exchange which the Board determines to be Boom Logistics Limited's primary listing.
Rule 3	Broaden directors' powers to determine Board size.	It is normal practice that the Board has the power to set the maximum number of directors. Typically, the Board would set the maximum number of directors to be the number currently in office.
Rule 4	Remove references to share qualifications being fixed by the Company in general meeting.	It is not market practice to impose share qualifications for directors.
Rule 5.1	Remove requirement that one-third of directors retire by rotation at each annual general meeting.	Rule 5 has been re-drafted to more closely reflect the requirements of ASX Listing Rule 14.4. Removing the requirement that one-third of Directors retire at each AGM should avoid scenarios where directors are regularly required to retire before the 3 year term prescribed by the Listing Rules expires, because of fluctuations in Board size.

Rule	Change	Explanation
Rule 5.2	Amend rule to clarify that the director to retire at the AGM is firstly any director who wishes to retire, and then secondly the director who has served the longest.	<p>Under ASX Listing rule 14.5, companies must hold an election of directors each year. Currently rule 5.2 provides that the director to retire is the director longest in office since their last election.</p> <p>If amended, this rule will provide that any director who wishes to retire at an AGM will be counted as the director required to retire.</p>
Rule 5.4	Amend rule to clarify that directors' nominees for election do not need to follow the nomination procedures.	This amendment clarifies that neither retiring directors nor people nominated for election by the directors need to follow the external nomination procedures. This amendment reflects market practice.
Rule 6.4	Extend the nominations cut-off period in the constitution as permitted by the ASX Listing Rules.	<p>ASX Listing Rules allow the constitution to specify an appropriate period for receipt of nominations of candidates for election as directors at the AGM.</p> <p>It is proposed that Rule 6.4 be amended to set the last date for receipt of nominations to 40 business days prior to the AGM. This approach will avoid potential extra costs to the Company in notifying members of candidates after the AGM notice has been printed and dispatched.</p>
Rule 7	Delete rule 7.	The election procedures contained in rule 7 are unnecessarily prescriptive and do not need to be enshrined in the constitution.
Rule 27.2	Add reference to Executive Officer	Rule 27.1 states that remuneration (e.g. salary) received by the Managing Director or an Executive Director is to be fixed by the directors. Rule 27.2 clarifies that such remuneration is in addition to any remuneration received by the Managing Director in his or her capacity as a director (e.g. director fees). The proposed amendment will clarify that rule 27.2 applies to Executive Officers (as well as the Managing Director).

Rule	Change	Explanation
Rule 31.1	Re-draft rule 31.1 so that it complies with section 203E of the Corporations Act.	<p>Rule 31.1 provides that the office of a director becomes vacant if the director is absent from 3 consecutive board meetings without special leave of absence and the directors declare his or her seat to be vacant. This rule may potentially result in a contravention of section 203E of the Corporations Act which states that a resolution, request or notice of any or all of the directors of a public company is void to the extent that it purports to require a director to vacate their office.</p> <p>The rule has been amended to provide for the same outcome in the case of director absence, but without the risk of contravening of section 203E.</p> <p>The rule has also been amended to clarify that if the Managing Director ceases to be employed full-time by the Company or a related body corporate of the Company, the Managing Director will vacate his or her office as a director, unless the Board determines otherwise.</p>
Rules 38.4 and 45.1	Amend rules to ensure superannuation contributions made on behalf of directors are included in the remuneration pool approved by shareholders.	<p>Currently, the remuneration fee pool approved by shareholders excludes superannuation contributions from the calculation of the remuneration provided to directors. This might be regarded by shareholders as inappropriate and is contrary to the position of the Australian Shareholders Association position which states that shareholders expect non-executive director fee pools to include all fees paid to directors, including all superannuation contributions. Rules 38.4 and 45.1 have been amended to include superannuation contributions within the fee pool approved by members.</p>
Rules 49 - 53	Revise indemnity provisions to improve flexibility.	<p>Rules 49 – 53, which deal with indemnification and insurance of directors and officers, have been revised. In particular, the indemnification is more simply expressed without repeating exclusions in the Corporations Act which can change from time to time.</p> <p>Further, the indemnity has been changed to a mandatory indemnity in respect of directors and secretaries and senior managers of the Company and discretionary in relation to other officers.</p>

Rule	Change	Explanation
Rule 56	Amend rule to allow board resolutions to be passed by electronic means.	Rule 56 has been amended to allow directors to pass circular resolutions by electronic means, for example including the ability to consent to the passing of a resolution by email.
Rule 66	Delete Rule 66	The Company puts shareholder resolutions to general meetings. The Company does not intend to pass member resolutions by circular resolution. Therefore, this rule is not necessary.
Rule 72	Change deemed service of notice to one business day after posting.	This change brings the constitution in line with market practice.
Rules 78 and 79	Remove requirement to extensively advertise when general meetings are postponed or cancelled.	Rules 78 and 79 have been amended to permit the Company to notify shareholders of postponed or cancelled meetings via ASX announcement, rather than by having to place advertisements in each jurisdiction's newspaper.
Rule 82.4	Insert new provision to give the chair the power to adjourn or suspend proceedings during a general meeting (without requiring member consent).	This amendment ensures that the chair has the powers necessary to steer the meeting effectively. Under the amendments proposed, the chair has the power to adjourn the meeting without the need for member consent and has the power to suspend proceedings to administer a poll.
Rule 82.7	Insert Rule 82.7 to clarify that the chair may vacate the chair for specific items of business, and that an instrument of proxy appointing the chairperson as proxy is taken to also be in favour of any Acting Chair.	These provisions allow the chair to nominate an acting chair for certain items of business. This ensures that any proxies in favour of the chair will be regarded as being in favour of the acting chair for items for which the chair nominates an Acting Chair.
Rule 84.3	Clarify treatment of proxy votes on a show of hands where two proxies have been appointed.	This rule has been amended to clarify that if a member has appointed two proxies, and both proxies attend the meeting, neither proxy may vote on a show of hands.

Rule	Change	Explanation
Rules 89.1, 89.2 92.1 and 103.1	Extend 24 hour period for receiving proxies, powers of attorney and Transmission Event documentation.	<p>Under current Rules 89.1 and 89.2, proxies can be received at least 24 hours before the meeting or adjourned meeting. We have extended this period to 48 hours as permitted under the Corporations Act and in accordance with market practice. This allows more time for the Company to ensure all votes are received and voted correctly.</p> <p>Similar amendments are proposed for the receipt of powers of attorney under rule 92.1 and the receipt of documentation relating to Transmission Events under rule 103.1.</p>
Rules 89.5 and 89.6	Insert new provisions to increase the Company's powers to clarify incomplete or unclear proxy appointments.	Rule 89 allows the Company to continue to accept proxy appointments that have been lodged on time, but that are unclear or incomplete, by allowing the Company to clarify the member's intentions.
Rule 93.4	Amend rule 93.4 to remove references to circumstances where holders of preference shares have the right to vote at a meeting of members.	Rule 110A mandates the circumstances under which holders of preference shares have the right to vote at a meeting of members. Rule 93.4 was amended to remove duplication between rules 93.4 and 110A.
Rule 93A	Amend constitution to provide scope for direct voting by shareholders by inserting facilitative provisions in new rule 93A.	Following the endorsement of direct voting by the ASX Corporate Governance Council and other stakeholder groups such as Chartered Secretaries Australia, direct voting is becoming increasingly common in companies' constitutions and is advisable in order to achieve a modern, 'best practice' constitution with flexibility for the future.
New Rule 105	<p>Delete old rule 105.</p> <p>Insert new rule 105 to provide:</p> <ul style="list-style-type: none"> • no business may be transacted at a general meeting unless the general nature of the business is stated in the notice of meeting; and • no person may move an amendment to a proposed resolution set out in the notice of meeting without the approval of the directors or the chair. 	The amendments serve an important corporate governance function in respect of directed proxies. The amendments mean that matters cannot be decided at a shareholders meeting if they are new matters, and therefore were outside matters in the contemplation of shareholders when they completed their directed proxies.

Rule	Change	Explanation
Rule 110A	<p>Inclusion of new rule 110A to provide flexibility for the Company to issue preference shares and hybrid securities.</p> <p>Consequential amendment to rule 110 to remove the need to obtain shareholder approval before issuing preference shares or hybrid securities.</p>	<p>The existing wording of the constitution constrained the Company in issuing preference shares or hybrid securities by imposing shareholder approval requirements.</p> <p>The wording of new rule 110A will permit the Company to issue preference shares or hybrid securities (within the parameters of that rule) without the need to obtain shareholder approval. This affords the Company significantly more flexibility in terms of capital raisings in the future.</p>
Rule 118	Expanded ancillary powers of the directors in relation to capital reductions, dividends and other distributions.	The expansion of the wording of rule 118 (beyond the powers in the existing rule 118.4) is intended to confer greater flexibility in the case of a capital return or other distribution which is made in a non cash form.
Rule 132	Revised rule 132 to permit the crediting of dividends to accounts where a shareholder's address is not known or account details have not been provided.	The crediting of dividends to an account where the shareholder's address is unknown or the shareholder has not provided any account details avoids the security problems and expenses that attend the production and posting of dividend payments by cheque.
Various rules	Delete rules that duplicate ASX Listing Rules or Corporations Act requirements.	Where these rules duplicate ASX Listing Rules and Corporations Act requirements, which change from time to time, such rules have been deleted. By removing provisions from the Company's constitution, it will minimise the need for further amendment to the constitution in the event of regulatory or legislative change.

Questions from Members

Your questions are important to us. Please use this form to submit any questions concerning the Company that you would like us to respond to at the Annual General meeting and return it by fax number +61 3 9207 2400. Members can also lodge questions on-line at srogic@boomlogistics.com.au. We will respond to as many of the more frequently asked questions as possible at the AGM in addition to any other questions which may be raised at the AGM.

Securityholder's name:.....

Address:.....

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Securityholder Reference Number (SRN) or Holder Identification Number (HIN):.....

Question(s) (Please indicate if the question is directed to the Company or the Company's auditor):

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