



SUGAR TERMINALS LIMITED

ABN 17 084 059 601

NOTICE OF ANNUAL GENERAL MEETING

30 October 2009

Notice is hereby given that the Annual General Meeting of the Members of Sugar Terminals Limited, ABN 17 084 059 601, ("the Company") will be held at the office of Queensland Sugar Limited, Mincom Building, North Podium Level, 192 Ann Street, Brisbane, on Friday, 30 October 2009 commencing at 10.00am (Brisbane time).

BUSINESS

Financial Statements and Reports

1. To receive and consider the financial report, directors' report and auditor's report for the Company for the financial year ended 30 June 2009.

Remuneration Report

2. To consider the Remuneration Report as it appears on pages 8 to 10 of the Annual Report for the financial year ended 30 June 2009, and if thought fit, to pass the following non-binding resolution in accordance with section 250R of the Corporations Act (*Refer to Explanatory Notes*):

"That the Company's Remuneration Report as it appears on pages 14 to 18 of the Director's Report for the financial year ended 30 June 2009 be adopted."

Election of a Grower Director

3. Mr John Grasso retires by rotation and does not offer himself for re-election.

Nominations have been received nominating the following persons:

Mr Antonio Castro

Mr Constantine Christofides

Mr George Kohn

Mr Paul Schembri

An election will be held at the meeting to elect a Grower Director in accordance with section 17.3 of the Company's Constitution.

By Order of the Board

RB Farquhar
Company Secretary
25 September 2009

GPO Box 945, Brisbane Qld 4001

North Podium Level, 192 Ann Street, Brisbane Qld 4000

Phone: (07) 3221 7017 Fax: (07) 3221 5593 Email: info@sugarterminals.com.au Website: www.sugarterminals.com.au

VOTING AND PROXIES

Eligibility to Vote

For the purposes of determining entitlements to vote at the meeting, shares will be taken to be held by the people registered as holders at 7.00pm (Brisbane time) on Wednesday 28 October 2009 (excluding those members to whom a transfer notice has been issued under Clause 3.6 of the Constitution).

A member is not entitled to vote on any resolution, whether on a show of hands or on a poll, unless the member has executed and provided to the Company a Member Status Declaration. A Member Status Declaration accompanies this Notice. If you are attending in person you must bring with you a completed Member Status Declaration. If you will be voting by proxy, the completed Member Status Declaration must be returned to the share registry with the proxy appointment form. If you are attending the meeting please bring with you your personalised proxy form. The bar code at the top of the form will help you register.

Proxies

A member entitled to attend and vote is entitled to appoint a person as the member's proxy and vote in his/her stead. A proxy need not be a member of the Company. If a member does not complete the section of the form directing his or her proxy how to vote, the proxy may vote as he or she thinks fit or abstain from voting. Unless instructed to the contrary, the Chairman intends to vote undirected proxies in favour of the resolutions before the meeting.

If a member is entitled to cast 2 or more votes at the meeting, that member may appoint 2 proxies. Where a member appoints 2 proxies, each proxy may be appointed to represent a specified proportion of the member's voting rights and the member must fill in the proportion of voting rights allotted to each proxy. Where more than one proxy is to be appointed or where voting intentions cannot be adequately expressed using the enclosed proxy form, an additional form of proxy is available on request from the share registry. Failure to specify the proportion of voting rights will mean that each proxy may exercise one half of that member's votes.

To be effective the completed proxy form and a completed Member Status Declaration and, if applicable, the powers of attorney under which they are signed must be received by the share registry, Link Market Services Limited, Locked Bag A14, Sydney South NSW 1235, or alternatively faxed to Link Market Services on (02) 9287 0309 **not later than 10.00am (Brisbane time) Wednesday 28 October 2009.**

A representative appointed by a corporation, pursuant to Section 250D of the *Corporations Act*, to vote on its behalf should bring to the meeting a duly executed certificate of appointment for presentation and Member Status Declaration and register at the registration desk on the day of the meeting. The certificate of appointment must be executed in accordance with the relevant company constitution, or as permitted by the *Corporations Act*. The certificate of appointment must be available for inspection at the meeting.

Shareholders cannot appoint themselves.

Questions and Comments by Shareholders at the Meeting

The Chairman of the meeting will allow a reasonable opportunity for members at the meeting to ask questions about, or make comments on, the management of the Company and the reports presented at the meeting. To facilitate answering questions from members, the enclosed form can be sent to the share registry at the address above not later than 10.00am (Brisbane time) 28 October 2009.

While it is likely that not all the question can be addressed in the time available at the meeting, the more frequently asked questions will be addressed to the extent possible. The Chairman will exercise his discretion to determine whether a particular question will be answered at the meeting, having regard to whether it is an appropriate question for that forum.

Members will also be given a reasonable opportunity at the meeting to ask the Company's auditor, PricewaterhouseCoopers, questions about the audit report, the conduct of its audit of the Company's financial report for the year ended 30 June 2009, the preparation and content of its audit report, the accounting policies adopted by the Company in its preparation of the financial statements and the independence of PricewaterhouseCoopers in relation to the conduct of the audit. Members may submit written questions to PricewaterhouseCoopers to be answered at the meeting, providing the question is relevant to the content of

PricewaterhouseCoopers' audit report or the conduct of its audit of the Company's financial statements for the year ended 30 June 2009.

Any written questions addressed to PricewaterhouseCoopers can be sent to the share registry at the address above not later than 10.00am (Brisbane time) 28 October 2009.

EXPLANATORY NOTES

These explanatory notes have been prepared to assist members to understand the business to be put to members at the meeting.

BUSINESS

1. Financial Report, Directors' Report and Auditor's Report

The financial report, directors' report and auditor's report for the year ended 30 June 2009 will be laid before the meeting. If you have requested a printed copy of the Annual Report, it has been provided to you with the Notice of Annual General Meeting of the Company. If not, the Annual Report is available for download on the Company's website www.sugarterminals.com.au. There is no requirement for members to vote on, approve or adopt these reports however members will have a reasonable opportunity at the meeting to ask questions of the Directors and the Auditor in relation to these reports and to make comments on these reports and on the management of the Company.

2. Remuneration Report

This resolution is a requirement of Section 250R of the Corporations Act.

Section 250R of the Corporations Act requires that the members vote on whether or not the remuneration report should be adopted. The vote on this resolution is advisory only and does not bind the Directors or the Company. Prior to the holding of this vote, the chairman will allow a reasonable opportunity for shareholders to ask questions or make comments about the remuneration report.

The Remuneration Report is set out on pages 8 to 10 of the Company's Annual Report 2009.

3. Election of a Grower Director

Clause 18.2 of the Company's Constitution requires one third of all the Directors to retire from office at each annual general meeting. Provided such retiring director has not served more than 2 consecutive terms, the retiring director is eligible for re-election.

Mr John Grasso, a Grower Director, retires by rotation in accordance with the Company's constitution and does not offer himself for re-election. Mr Grasso has been a Grower Director since October 2003.

An election will be held at the meeting for 1 Grower Director position vacated by the retirement of Mr John Grasso in accordance with section 17.3 of the Company's constitution.

Nominations for the Grower Director position have been received nominating the following persons:

Mr Antonio Castro

Mr Constantine Christofides

Mr George Kohn

Mr Paul Schembri

Brief details of the qualifications and experience of the four persons who have been nominated for the Grower Director position are as follows (in alphabetical order):

Mr Antonio Castro

- canegrower supplying cane to Bingera Mill since 1990
- since 1995, a grower representative on the Mill Suppliers' Committee and Cane Production Boards
- currently a director of Bundaberg CANEGROWERS Ltd and Queensland CANEGROWERS Ltd
- has undertaken director and corporate governance training

Mr Constantine Christofides

- manages family farming operations in Ayr
- director and trustee of various private entities
- director of South Burdekin Community Financial Services Ltd (Bendigo Community Bank Home Hill)
- attended AIDC Director Essentials courses - "The Role of the Director and the Board" and "Assessing Company Performance for Directors"
- attended "Impact of Sugar Leadership Training" course conducted by Leading Industries.

Mr George Kohn

- canegrower for 50 years and cane harvesting contractor for 21 years
- past director and deputy chairman of the Babinda Sugar Mill (during the period when it was a co-operative)
- manages a self managed superannuation fund with extensive holdings in public companies

Mr Paul Schembri

- canegrower for 34 years
- elected member of CANEGROWERS and Chairman of Mackay CANEGROWERS
- a former director of QSL Ltd with good knowledge of the intricacies of sugar pricing and marketing
- has a sound understanding of corporate governance and financial management
- Fellow of the Australian Institute of Company Directors



Sugar Terminals Limited

ABN 17 084 059 601

LODGE YOUR PROXY



By mail:

Sugar Terminals Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



By fax: (02) 9287 0309

All enquiries to:



Telephone: (02) 8280 7454

ANNUAL GENERAL MEETING

If you propose to attend and vote at the Annual General Meeting you must bring a completed Member Status Declaration (Growers) with you. To assist in registering your attendance would you also please bring this form with you.



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SHAREHOLDER PROXY FORM - "G" CLASS SHAREHOLDER

I/We being a member(s) of Sugar Terminals Limited and entitled to attend and vote hereby appoint:

STEP 1

APPOINT A PROXY

the Chairman
of the Meeting
(mark box)

☐

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy

or failing the person/body corporate named, or if no person/body corporate is named, the Chairman of the Meeting, as my/our proxy and to vote in accordance with the instructions below (or if no instructions have been given, as the proxy sees fit) for me/us on my/our behalf at the Annual General Meeting of the Company to be held at 10:00am (Brisbane time) on Friday, 30 October 2009, at The office of Queensland Sugar Limited, Mincom Building, North Podium Level, 192 Ann Street, Brisbane and at any adjournment or postponement of the meeting.

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the meeting.

STEP 2

VOTING DIRECTIONS

Item 2

Remuneration Report

For	Against	Abstain*
☐	☐	☐

Item 3

Election of a Grower Director
(Vote for **one** only)

Mr Antonio Castro

☐	☐	☐
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Mr Constantine Christofides

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Mr George Kohn

☐	☐	☐
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Mr Paul Schembri

☐	☐	☐
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* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 3

SIGNATURE OF SHAREHOLDERS - THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).

A COMPLETED MEMBER STATUS DECLARATION (GROWERS) MUST ACCOMPANY THIS FORM

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Sugar Terminals Limited

ABN 17 084 059 601

LODGE YOUR PROXY



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C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



By fax: (02) 9287 0309

All enquiries to:



Telephone: (02) 8280 7454

ANNUAL GENERAL MEETING

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X99999999999

SHAREHOLDER PROXY FORM - "M" CLASS SHAREHOLDER

I/We being a member(s) of Sugar Terminals Limited and entitled to attend and vote hereby appoint:

STEP 1

APPOINT A PROXY

the Chairman
of the Meeting
(mark box)

☐

OR if you are NOT appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy

or failing the person/body corporate named, or if no person/body corporate is named, the Chairman of the Meeting, as my/our proxy and to vote in accordance with the instructions below (or if no instructions have been given, as the proxy sees fit) for me/us on my/our behalf at the Annual General Meeting of the Company to be held at 10:00am (Brisbane time) on Friday, 30 October 2009, at The office of Queensland Sugar Limited, Mincom Building, North Podium Level, 192 Ann Street, Brisbane and at any adjournment or postponement of the meeting.

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For

☐

Against

☐

Abstain*

☐

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Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

Director

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A COMPLETED MEMBER STATUS DECLARATION (MILLERS) MUST ACCOMPANY THIS FORM

SUG PRX906

