



NOTICE OF ANNUAL GENERAL MEETING

26 October 2012

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 McCullough Robertson, Level 11, Central Plaza Two, 66 Eagle Street, Brisbane QLD, on Friday, 26 October 2012 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 2012.

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 2012, and if thought fit, to pass the following non-binding resolution in accordance with section 250R of the Corporations Act:

"That the Company's Remuneration Report as it appears on pages 8 to 10 of the Director's Report for the financial year ended 30 June 2012 be adopted."

This resolution is subject to voting exclusions as set out at the end of the Notice of Meeting.

Note: If 25% or more of votes that are cast are voted against the adoption of the Remuneration Report at two consecutive Annual General Meetings, Shareholders will be required to vote at the second of those Annual General Meetings on a resolution ("a spill resolution") that another meeting be held within 90 days at which all of the Company's Directors (other than the Managing Director) must be put forward for re-election

Election of Grower Director

3. Mr Constantine Christofides retires by rotation and, being eligible, offers himself for re-election.

A nomination for the position of Grower Director has been received nominating Mr Anthony Large.

An election will be held at the meeting to elect a Grower Director in accordance with section 18.5 of the Constitution.

Remuneration of Directors

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

"That in accordance with section 20.1 of the Constitution and for all other purposes, the maximum aggregate amount payable out of the funds of the Company to Non-Executive Directors for their services (inclusive of superannuation) be increased from \$200,000pa to \$250,000pa".

This resolution is subject to voting exclusions as set out at the end of the Notice of Meeting.

By Order of the Board

RB Farquhar

Company Secretary

24 September 2012

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 6.00pm (Brisbane time) on Wednesday 24 October 2012 (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 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. 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 24 October 2012.**

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 as their own proxy.

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) Wednesday 24 October 2012.

While it is likely that not all the questions 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 2012, 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 PricewaterhouseCooper's audit report or the conduct of its audit of the Company's financial statements for the year ended 30 June 2012.

Any written questions addressed to PricewaterhouseCoopers can be sent to the share registry at the address above not later than 10.00am (Brisbane time) Wednesday 24 October 2012.

Voting Exclusions

In accordance with the NSX Listing Rules and the *Corporations Act*, the Company will disregard any votes cast on:

- Item 2, by any key management personnel and any of their closely related parties
- Item 4, by any Director of the Company and any of their closely related parties,

unless the vote 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 it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

Important Note

Please note that if you appoint a person who is excluded from voting on any resolution as your proxy and you do not direct them on how to vote in respect to any resolution on which they cannot personally vote, then a vote cast by them on that resolution will not be counted. If you appoint any such excluded person as your proxy, we strongly urge you to direct them how to vote on the resolution they are excluded from voting on. Alternatively, we suggest that you appoint someone else (such as the Chairman) as your proxy.

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 2012 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 2012.

Pursuant to amendments made to the Corporations Act with effect from 1 July 2011, if 25% or more of votes that are cast on Item 2 (Remuneration Report) are cast against the adoption of the Remuneration Report at two consecutive Annual General Meetings, Shareholders will be required to vote at the second of those Annual General Meetings on a resolution ("a spill resolution") that another meeting be held within 90 days at which all of the Company's Directors (other than the Managing Director) must be put forward for re-election.

The Company will disregard any votes cast on Item 2 by any member of the key management personnel and any of their closely related parties, unless the vote 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 it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

3. Election of a Grower Director

Clause 18.2 of the 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 Constantine Christofides, a Grower Director, retires by rotation in accordance with the Constitution and, being eligible, offers himself for re-election.

A nomination for the position of Grower Director has been received nominating Mr Anthony Large.

An election will be held at the meeting for the Grower Director position vacated by the retirement of Mr Constantine Christofides in accordance with section 18.5 of the Constitution.

Brief details of the experience and expertise of the persons who have been nominated for the Grower Director position are as follows:

Mr Constantine Christofides

Current Company Director of Sugar Terminals Ltd (3yrs), also member of the Audit & Risk committee. Management of Family canefarms in the Burdekin Region. Director and Trustee of various private companies. Director of South Burdekin Community Financial Services Ltd. Attended various AICD short courses.

Mr Anthony Large

Extensive experience in growing, harvesting and milling of cane. Previous representative roles in the sugar industry include: Director of Proserpine Sugar Mill, Director of Proserpine Canegrowers, Member of Proserpine Productivity Committee, Member of Mackay Regional Advisory Group. Actively involved in the community including 12 years as President of Show Whitsunday.

4. Remuneration of Directors

Clause 20.1 of the Constitution provides that the Non-Executive Directors will be paid not more than the aggregate fixed sum paid out of the funds of the Company by way of remuneration for their services as is determined by an ordinary resolution of the Company.

Presently, the maximum aggregate amount payable is \$200,000 which was fixed at the AGM of the Company held on 29 October 2001. Since that time, the Directors' aggregate remuneration has been increased annually by the amount of the increase in the Consumer Price Index (CPI) for the previous year.

If the CPI increase for the year ended 30 June 2012 is applied to the current aggregate remuneration, the \$200,000 threshold will be exceeded in 2013.

It is proposed to increase the maximum aggregate amount to \$250,000 so that Directors' aggregate remuneration can continue to be adjusted for increases in the CPI.

As noted above, the Company will disregard any votes cast on Item 4 by any Director of the Company and any of their closely related parties, unless the vote 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 it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.