

# 2008



**2008** NOTICE OF AGM

*Dewine*<sup>®</sup>  
LIMITED

## NOTICE OF ANNUAL GENERAL MEETING

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Notice is given that the Annual General Meeting of Devine Limited ('Company') will be held at The Marriott Hotel, 515 Queen Street, Brisbane on Friday 31 October 2008 at 11.00am (Brisbane time).

### AGENDA

#### 1. ORDINARY BUSINESS

##### 1.1 Financial statements and reports

To receive and consider the financial statements and reports of the directors and the auditors for the year ended 30 June 2008.

##### 1.2 Resolution 1 - Adoption of Remuneration Report

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

1. *That the Remuneration Report as contained in the directors' report section of the Company's annual report, be adopted.*

The Directors recommend that you vote in favour of the adoption of the Remuneration Report.

##### 1.3 Resolution 2 - Re-election of Director - Terence Mackenroth

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

2. *That Terence Mackenroth, who retires by rotation in accordance with rule 79 of the Company's constitution, and being eligible, be re-elected as a director of the Company.*

**Information about the candidate is set out in the Explanatory Notes which accompany this Notice of Annual General Meeting.**

**The Directors (with Hon. Terence Mackenroth abstaining) recommend that you vote in favour of this resolution.**

##### 1.4 Resolution 3 - Re-election of Director - Peter Ferris AM

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

3. *That Peter Ferris, who retires by rotation in accordance with rule 79 of the Company's constitution, and being eligible, be re-elected as a director of the Company.*

**Information about the candidate is set out in the Explanatory Notes which accompany this Notice of Annual General Meeting.**

**The Directors (with Mr Peter Ferris abstaining) recommend that you vote in favour of this resolution.**

## NOTICE OF ANNUAL GENERAL MEETING

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### 1.5 Resolution 4 - Re-election of Director - Kenneth Woodley

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

4. *That Kenneth Woodley, who retires by rotation in accordance with rule 79 of the Company's constitution, and being eligible, be re-elected as a director of the Company.*

**Information about the candidate is set out in the Explanatory Notes which accompany this Notice of Annual General Meeting.**

**The Directors (with Mr Kenneth Woodley abstaining) recommend that you vote in favour of this resolution.**

DATED 24th day of September 2008.

By Order of the Board



Vivian N Grayson  
Company Secretary

## NOTES

- (a) A member who is entitled to attend and cast a vote at the meeting is entitled to appoint a proxy.
- (b) The proxy need not be a member of the Company. A member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise.
- (c) If you wish to appoint a proxy and are entitled to do so, then complete and return the enclosed proxy form.
- (d) A corporation may elect to appoint a representative in accordance with the Corporations Act 2001 in which case the Company will require written proof of the representative's appointment which must be lodged with or presented to the Company before the meeting.
- (e) The Company has determined in accordance with the Corporations Regulation that for the purpose of voting at the meeting or adjourned meeting, shares will be taken to be held by those persons recorded in the Company's register of members as at 7 pm on 29th October 2008.
- (f) If you have any queries on how to cast your votes then call the Company Secretary on (07) 3380 2531 during business hours.

## EXPLANATORY NOTES

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### 1. ORDINARY BUSINESS

The Explanatory Notes have been prepared to assist shareholders with their consideration of the resolutions to be put to the Annual General Meeting to be held on 31 October 2008.

#### 1.1 Financial Statements and Reports

The *Corporations Act 2001* requires that the report of the Directors, the Auditor's report and the financial report be laid before the Annual General Meeting. In addition, the Company's Constitution provides for such reports and statements to be received and considered at the meeting. Apart from the matters involving remuneration which are required to be voted upon, neither the *Corporations Act 2001* nor the Company's Constitution requires a vote of shareholders at the Annual General Meeting on such reports or statements, however shareholders will be given ample opportunity to raise questions with respect to these reports and statements at the meeting.

#### 1.2 Resolution 1 - Adoption of Remuneration Report.

The *Corporations Act 2001* requires that members be asked to vote on the Remuneration Report contained in the Directors' Report. This report sets out the remuneration policy of the Company and reports on the remuneration arrangements in place for Non-Executive Directors, Executive Directors and the Group's Senior Executives.

Note that under section 250R (3) of the *Corporations Act 2001*, the vote by members is advisory only and is not binding on the directors.

#### 1.3 Resolution 2 - Re-election of Director - Terence Mackenroth

##### Hon. T M Mackenroth (Non-Executive Director)

Terence Mackenroth is the former Queensland Deputy Premier and Treasurer, and was the Minister for State Development, Communication & Information, Housing, Planning & Local Government, Regional & Rural Communities and Sport. He was responsible for setting up the Office of Urban Management and overseeing the South East Queensland Regional Plan and South East Queensland Infrastructure Plan. Terence is currently Chairman of Lenard's Pty Ltd, Chairman of the Gold Coast Events Company, Chairman of the Cyclone Larry Appeal Committee and a Director of Queensland Rugby League.

#### 1.4 Resolution 3 - Re-election of Director - Peter Ferris AM

##### P J Ferris AM B.A. (Hons Economics), FCA, FAIM, FAICD (Non-Executive Director)

Peter Ferris is a former Senior Partner and National Director of Corporate Finance of Ernst & Young and is a trustee of St Vincent's Hospital Sydney and St Vincent's Clinic Foundation. He is a former director of Austereo Limited, Hanimex Corporation Limited, the Defence Housing Authority, South Eastern Sydney Area Health Service, Australian Technology Group Limited and the Australian Advisory Board of Marsh Australia Pty Ltd.

#### 1.5 Resolution 3 - Re-election of Director - Kenneth Woodley

##### K M Woodley (Executive Director)

Kenneth Woodley worked in an accounting practice prior to moving into management of a building construction company for nine years, the last four years as managing director. Arriving in Australia in 1982, he worked for Peter Kurts Group prior to setting up Stewarts Real Estate in partnership with another real estate agent. During this time at Stewarts he marketed several Devine Group developments and in 1985 joined Devine Group to head the marketing division.