



**Argo Investments Limited** ABN 35 007 519 520

## **NOTICE OF 2009 ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT THE SIXTY THIRD ANNUAL GENERAL MEETING OF SHAREHOLDERS OF ARGO INVESTMENTS LIMITED ("the Company") WILL BE HELD AT THE ADELAIDE CONVENTION CENTRE, NORTH TERRACE, ADELAIDE ON MONDAY 26 OCTOBER, 2009 AT 10.00 A.M.

### **ORDINARY BUSINESS**

#### **1. Financial and other Reports**

To receive and consider the financial report and the reports of the Directors and the Auditor in respect of the financial year ended 30 June, 2009.

#### **2. Adoption of Remuneration Report**

To adopt the Remuneration Report for the financial year ended 30 June, 2009.

*Note - the vote on this item is advisory only and does not bind the Directors or the Company.*

#### **3. Re-election of Directors**

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

- 3.1 "That Christopher L. Harris, a non-executive Director who will retire by rotation at the close of the Meeting in accordance with clause 54 of the Company's Constitution, being eligible, be re-elected as a Director of the Company."
- 3.2 "That Ian R. Johnson, a non-executive Director who will retire by rotation at the close of the Meeting in accordance with clause 54 of the Company's Constitution, being eligible, be re-elected as a Director of the Company."

Adelaide  
21 September, 2009

By Order of the Board  
B.R. Aird  
Company Secretary

## VOTING INFORMATION

1. The Company has determined that for the purpose of voting entitlements at the Meeting, shares of the Company will be taken to be held by the persons who hold them at 11 p.m. (Adelaide time) on 24 October, 2009.
2. A shareholder entitled to attend and vote has a right to appoint a proxy to attend and vote instead of the shareholder. A proxy need not be a shareholder and can be either an individual or a body corporate. If a shareholder 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; and
  - provides satisfactory evidence of the appointment of its corporate representative.

A form of proxy is enclosed. To be effective, the document appointing the proxy (and the Power of Attorney, if any, under which it is signed) must be received by the Company at least 48 hours before the Meeting. The documents should be lodged with the Company:

- by delivery, or by mail, to the Company's registered office at Level 12, 19 Grenfell Street, Adelaide SA 5000 (GPO Box 2692, Adelaide SA 5001); or
  - by facsimile to the Company on (08) 8212 1658.
3. If a shareholder wishes to direct the proxy how to vote on any item, a mark should be placed in the appropriate box and the total shareholding will be voted in that manner. A single proxy exercises all voting rights. If the shareholder desires, the voting direction can be split by inserting the number of shares to be voted next to the appropriate box. The vote will be invalid if a mark (other than a number

of shares) is made in more than one box for a particular item or if the total shareholding shown in the "FOR", "AGAINST" and "ABSTAIN" boxes is more than the total shareholding on the register.

4. A shareholder entitled to attend and vote at this Meeting is entitled to appoint not more than two proxies (who need not be shareholders of the Company) to attend and vote in the shareholder's place. To obtain a second Proxy Form, please telephone the registered office on (08) 8212 2055.

If a shareholder appoints one proxy, that proxy is entitled to vote on the taking of a poll or on a show of hands unless the proxy has two or more appointments that specify different ways to vote on a resolution, then the proxy must not vote on a show of hands. If a shareholder appoints two proxies, neither proxy is entitled to vote on a show of hands, but each proxy is entitled to vote in the proportion specified by the shareholder on the taking of a poll.

The appointment of two proxies will require that each Proxy Form be completed with a nominated number of shares or percentage of the voting rights on each form (together being no more than 100% of the shareholder's total shareholding). The two Proxy Forms should be returned together. If a shareholder appoints two proxies and the appointment does not specify the proportion or number of voting rights each proxy may exercise, each proxy may exercise half the voting rights.

5. The Proxy Form must be signed by the shareholder or the shareholder's attorney, duly authorised in writing. In the case of joint holders, the Proxy Form may be signed by any one holder. If the shareholder is a body corporate, the Proxy Form must be signed in accordance with the corporation's constitution and (if applicable) the Corporations Act 2001 or by its duly authorised attorney or representative.

## EXPLANATORY NOTES

### Item 1: Financial and other Reports

Section 317 of the Corporations Act 2001 requires each of the Financial Report (which includes the Financial Statements and Directors' Declaration), the Directors' Report and the Auditor's Report for the last financial year to be laid before the Annual General Meeting.

The Company's Constitution also provides for these reports to be received and considered at that Meeting.

There is no requirement for these reports to be formally approved by shareholders.

The reports referred to in item 1 of the Notice of Annual General Meeting are included in the Annual Report sent to shareholders who have requested to receive a copy. If you have not elected to receive a hard copy of the Company's 2009 Annual Report and wish to access it online, it is available on the Company's website [www.argoinvestments.com.au](http://www.argoinvestments.com.au) under the heading "Results and Key Information" and then the sub-heading "Annual Reports".

Shareholders will be given a reasonable opportunity at the Meeting to ask questions and comment on these reports and on the business, operations and management of the Company.

### Item 2: Adoption of the Remuneration Report for the year ended 30 June, 2009

The Company's Remuneration Report to shareholders forms part of the Company's Directors' Report for the year ended 30 June, 2009 and is set out on pages 12 to 22 of the Company's 2009 Annual Report. The Remuneration Report is submitted to shareholders for consideration and adoption by way of a non-binding resolution.

#### The Remuneration Report:

- explains the Board's policies in relation to the nature and level of remuneration paid to Directors and executives of the Company;
- discusses the link between the Board's policies and the Company's performance;

- provides a summary of performance conditions, explaining why they were chosen and how performance is measured against them;
- sets out remuneration details for each Director and for each executive for whom disclosure is required; and
- makes clear that the basis for remunerating non-executive Directors is distinct from the basis for remunerating executives, including the Managing Director.

Shareholders will be given a reasonable opportunity at the Meeting to ask questions and comment on the Remuneration Report.

The Directors unanimously recommend that shareholders vote in favour of item 2.

### Item 3: Re-election of Directors

Clause 54 of the Company's Constitution provides that at each Annual General Meeting (AGM), at least one third of the total Directors of the Company (who hold office at the commencement of the AGM, excluding the Managing Director and any casual Directors appointed since the last AGM) must retire from office. If their number is not a multiple of three, then the number nearest to but not more than one third of the Directors must retire from office. The Directors to retire are determined according to the length of time in office, with those having spent the longest time in office retiring. A Director must retire from office at the conclusion of the third AGM after the Director was last elected, even if his or her retirement results in more than one third of all Directors retiring from office. Each retiring Director is eligible for re-election in accordance with ASX Listing Rules and the Company's Constitution.

At this AGM, Messrs. C.L. Harris and I.R. Johnson are retiring from office in accordance with clause 54 of the Company's Constitution and, being eligible, are seeking re-election as Directors of the Company.

### **Item 3.1: Re-election of**

#### **Mr. Christopher L. Harris**, BEc, FCPA, FAICD

Chris Harris is the non-executive Chairman of Argo Investments Limited and a member of the Board's Nomination and Remuneration Committee and Corporate Governance Committee.

He has had nearly 40 years experience in accounting, finance and administration, and business management.

Chris is a former Managing Director and CEO of F.H. Faulding & Co Limited, Australia's largest pharmaceutical company before its takeover by Mayne Group Limited in 2001. Prior to his 17 year career with Faulding, he spent 6 years with Touche Ross & Co. Chartered Accountants.

For the past 16 years Chris has served on the Boards of a number of companies. He is currently a non-executive Director of Adelaide Brighton Ltd and Melbourne based JM Financial Group Ltd.

Previous public company directorships include Chairman of Evogenix Limited, Deputy Chairman of Adelaide Bank Limited (now Bendigo and Adelaide Bank Limited) and Deputy Chairman of Simeon Wines Limited (now Australian Vintage Limited).

Chris is a former Chairman of the Adelaide University Graduate School of Management and is a former Board member of the SA Motor Accident Commission and United Water International Pty. Limited.

Chris holds an economics degree from The University of Adelaide (1971), has completed the Program for Management Development (PMD) course at the Harvard Business School (1984) and is a foundation Fellow of the Australian Institute of Company Directors.

For the past 25 years Chris has been involved as a Chairman or committee member of a number of charitable and community organisations.

The Directors (excluding Mr. Harris) unanimously recommend that shareholders vote in favour of item 3.1.

### **Item 3.2: Re-election of**

#### **Mr. Ian R. Johnson**, BSc(Hons), FAIMM, FAICD

Ian Johnson was appointed a non-executive Director of Argo Investments Limited in 2006 and is a member of the Board's Audit Committee and Nomination and Remuneration Committee.

He has worked in the resource sector for more than 45 years and has experience in mining, petroleum, exploration and management.

Ian graduated from the University of New England in 1961 with an Honours degree in Science and has completed the Advanced Management Program at the Harvard Business School. He is a Fellow of the Australasian Institute of Mining and Metallurgy, a Fellow of the Australian Institute of Company Directors and a member and past President of the Geological Society of Australia.

Ian spent more than 25 years with the mining house CRA Limited (now Rio Tinto Limited) involved in its global mining and exploration activities. He was appointed a Group Executive in 1992.

In 1997 he joined Newcrest Mining Limited as a Director and Chief Executive and then served 8 years as Chairman. Other Board positions have been with Leighton Holdings Limited, Orogen Minerals Limited, Email Limited and Fonterra Co-operative Group Limited.

In addition, Ian has been involved with charitable and community organisations. He was foundation Chairman of the Somerville Collection and is a member of the Remuneration Committee of the University of Sydney.

The Directors (excluding Mr. Johnson) unanimously recommend that shareholders vote in favour of item 3.2.