



**NOTICE OF MEETING**

**Time:** 11.30am  
**Date:** Wed 18<sup>th</sup> November 2009  
**Venue:** Esplanade River Suites  
(ex Broadwater Pagoda)  
112 Melville Parade  
Como, Western Australia

Schaffer Corporation Limited ("**SFC**" or the "**Company**") gives notice the annual general meeting of shareholders will be held at **Esplanade River Suites** (formerly Broadwater Pagoda), **112 Melville Parade, Como, Western Australia** at **11.30am (WST) Wednesday 18<sup>th</sup> November 2009**.

**BUSINESS**

**1. Annual Financial Report**

To receive and consider the annual financial statements and reports of the directors and the auditors for the period ended 30 June 2009.

**2. Resolution 1: Re-election of Mr Anton Mayer as a Director**

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

*"That Anton Kasper Mayer who retires in accordance with the Company's constitution and, being eligible for re-election, be re-elected as a director."*

**3. Resolution 2: Re-election of Mrs Danielle Blain as a Director**

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

*"That Danielle Eva Blain who retires in accordance with the Company's constitution and, being eligible for re-election, be re-elected as a director."*

**4. Resolution 3: Adopt Remuneration Report**

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

*"That the Remuneration Report for the period ended 30 June 2009 be adopted."*

**5. Questions and Comments by Shareholders at the Meeting**

By order of the Board

**David A Richardson**  
Company Secretary  
14 October 2009



## EXPLANATORY NOTE

This Explanatory Note has been prepared for the information of shareholders of the Company in connection with the business to be conducted at the forthcoming annual general meeting of shareholders.

### **Annual Financial Report**

The first item on the notice of annual general meeting deals with the presentation of the Financial Report and Reports of the Directors and Auditor of the Company for the year ended 30 June 2009. No resolution is required to be moved in respect of this item of business.

### **Resolution 1 – Re-election of Director**

*Anton Kasper Mayer – Executive Director*

Mr Mayer who joined the Group in 1998, and was elected to the Board of Schaffer Corporation Limited in 2001, is required to retire from office pursuant to the 'Director Rotation' provisions of Article 3.6 of the Company's constitution. Mr Mayer, being eligible, has offered himself for re-election as a director.

Mr Mayer has been involved in the international leather industry for more than 35 years, and contributes a valuable global business perspective to the Board. He is currently Executive Chairman of Howe Automotive Limited.

The Board supports the re-election of Mr Mayer.

### **Resolution 2 – Re-election of Director**

*Danielle Eva Blain – Non-executive Director*

Mrs Blain is required to retire from office pursuant to the 'Director Rotation' provisions of Article 3.6 of the Company's constitution. Mrs Blain, being eligible, has offered herself for re-election as a director.

Mrs Blain joined the company in 1987 and served as Managing Director of Gosh Leather Pty. Ltd. from 1993 – 2001, and as a director of Howe Automotive Limited from 1993 – 2005.

The Board supports the re-election of Mrs Blain.

### **Resolution 3 – Remuneration Report**

The Corporations Act requires that a resolution in relation to the Remuneration Report, included in the Director's Report be included in the Notice of Meeting, so that shareholders have an opportunity to comment and ask questions on the content of the Remuneration Report and exercise a vote for its adoption. The vote on the resolution is advisory only and does not bind the Directors or the Company. The Company's remuneration report commences on Page 53 of the 2009 Annual Report, a copy of which is available from SFC's website at [www.schaffer.com.au](http://www.schaffer.com.au).

The Board supports the adoption of the Remuneration Report.

## **Questions and Comments by Shareholders at the Meeting**

As has been previous company practice, reasonable opportunity will be given to shareholders at the meeting to ask questions about, or make comments on, the management of the company and the business set out in this Notice of Meeting. Similarly a reasonable opportunity will be given to shareholders at the meeting to ask the auditor, or their representative, questions relevant to the conduct of the audit and the preparation and content of the auditor's report.

## **Section 1109N determination**

The directors have determined in accordance with section 1109N of the Corporations Act 2001 (Cth) that, for the purpose of voting at the meeting, shares will be taken to be held by the registered holders at 5pm WST on 16<sup>th</sup> November 2009. Accordingly transactions registered after that time will be disregarded in determining entitlement to attend and vote at the annual general meeting.

## **Proxies**

A member who is entitled to vote at the meeting has a right to appoint a proxy and should use the proxy form with this notice. The proxy need not be a member of the Company.

A member who is entitled to cast two or more votes may appoint two proxies and may specify the percentage of the member's votes that each proxy is appointed to exercise.

A proxy's authority to speak and vote for a member at the meeting is suspended if the member is present at the meeting.

The proxy form must be signed and dated by the member or the member's attorney. Joint members must each sign. Proxies given by a natural person must be signed by each appointing shareholder or the shareholder's attorney duly authorised in writing.

If signed by an executor/executrix of a deceased member, please forward probate or letters of administration for noting.

Proxies given by companies must be executed in accordance with section 127 of the Corporations Act, signed by either two directors or a director and a secretary or signed by the appointor's attorney duly authorised in writing.

Proxy forms and the original or a certified copy of the power of attorney (if the proxy form is signed by an attorney) must be received at least 48 hours before the meeting

- at 1305 Hay Street, West Perth, W.A. 6005; in the enclosed envelope or
- on fax number (08) 9481 0439,

## **Corporate Representative**

A body corporate may appoint an individual as its representative to exercise any of the powers the body may exercise at meetings of a company's shareholders. The appointment may be a standing one. Unless the appointment states otherwise, the representative may exercise all of the powers that the appointing body could exercise at a meeting or in voting on a resolution.

**PROXY FORM**

**Name of Shareholder:**

**Address of Shareholder:**

  
  

**All correspondence to:**

1305 Hay Street  
West Perth WA 6005  
Facsimile: 08 9481 0439

I/We being a shareholder in Schaffer Corporation Limited hereby appoint as my/our proxy:

**the Chairman  
of the meeting**

**OR**

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s)

to vote as directed below, or, if no directions are given, as the proxy or the Chairman sees fit at the annual general meeting of the Company to be held on 18<sup>th</sup> November 2009 at 11.30am WST at Esplanade River Suites (formerly Broadwater Pagoda) 112 Melville Parade, Como, W.A. and at any adjournment thereof.

If appointing a second proxy, state the percentage of your voting rights applicable to the proxy appointed by this form:

         %

If you **do not** wish to direct your proxy how to vote, please place a mark in this box

By marking this box, you acknowledge that the Chairman may exercise your proxy even if he has an interest in the outcome of the resolution and votes cast by him other than as proxy holder will be disregarded because of that interest.

The Chairman intends to vote all undirected proxies in favour of all resolutions.

If you wish to indicate how your proxy is to vote, please tick the appropriate places below. If no indication is given on a resolution, the proxy may abstain or vote at his or her discretion.

I/We direct my/our proxy to vote as indicated below.

**BUSINESS**

	<b>For</b>	<b>Against</b>	<b>Abstain</b>
<b>Resolution 1:</b> Re-election of Mr A K Mayer as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 2:</b> Re-election of Mrs D E Blain as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Resolution 3:</b> Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

**SIGNATURE OF SHAREHOLDER(S)**

Individual or Shareholder 1

Sole Director & Sole Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Date:

Contact Name:

Telephone No. (     )