



**NOTICE OF MEETING**

**Time:** 11.30am  
**Date:** Wed 10<sup>th</sup> November 2004  
**Venue:** Broadwater Pagoda  
112 Melville Parade  
Como, Western Australia

Schaffer Corporation Limited ("**Schaffer**" or the "**Company**") gives notice the annual general meeting of shareholders will be held at **Broadwater Pagoda, 112 Melville Parade, Como, Western Australia** at **11.30am (WST) Wednesday 10<sup>th</sup> November 2004**.

**BUSINESS**

**1. Accounts and Reports**

To receive and consider the annual financial report and reports of the directors and the auditors for the period ended 30 June 2004.

**2. Resolution 1: Re-election of Mr David Schwartz as a Director**

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

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

**By order of the Board**

**GV Davieson**  
**Company Secretary**  
**8 October 2004**



## EXPLANATORY NOTE

The business set out below is scheduled to be conducted at:

**Time:** 11.30am  
**Date:** Wed 10<sup>th</sup> November 2004  
**Venue:** Broadwater Pagoda  
112 Melville Parade  
Como, Western Australia

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 the shareholders.

### Item 1 – 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 2004. No resolution is required to be moved in respect of this item of business.

### Item 2 – Resolution 1 – Re-election of Director

David Schwartz *Independent Director (Age 50)*

David Schwartz is required to retire from office pursuant to the director rotation provisions of Article 3.6 of the Company's constitution. Mr Schwartz, being eligible, has offered himself for re-election as a Director.

Mr Schwartz joined the Board in 1999. He is considered by the Board to be an Independent Director and is Chairman of the company's Audit Committee. Mr Schwartz has many years experience in successfully managing manufacturing and distribution businesses. Mr Schwartz is Chairman Loftus Capital Partners Limited (a listed investment company) and HomeLeisure Limited (a supplier of home ware and leisure related products).

The Board supports the re-election of Mr Schwartz.



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:

(Only complete if you wish to appoint someone other than the Chairman of the meeting as your proxy)

Name of Proxy:

Address of Proxy:

  

OR failing that person, or if no such person is named

The Chairman of the meeting

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 10<sup>th</sup> November 2004 at 11.30am WST at 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

Resolution 1: Re-election of DJ Schwartz as a director

For

Against

Abstain

**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. (    )

Affix Company Seal (if required by your constitution)



**NOTES**

**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 5.00pm WST on 8<sup>th</sup> November 2004. 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 under common seal by 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; 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.