

## **Circular Letter to Shareholders**

### **Mackay Sugar Limited Annual General Meeting and Information Meeting - 18 July 2024**

Dear Shareholder,

I have much pleasure in inviting you to the 2024 Annual General Meeting (**AGM**), the Notice of which is attached. In addition to the formal AGM, we will also be holding an Information Meeting to address the future of the business including operational matters, which will follow immediately after the AGM.

The Sixteenth Annual General Meeting of Mackay Sugar Limited is to be held on Thursday 18 July 2024, at the Mackay Turf Club Event Centre, Peak Downs Highway, Mackay commencing at 4.00 p.m.

As in the past, the AGM is a closed meeting and is not open to the general public. The Information Meeting will also be a closed meeting.

I enclose the following material relative to the AGM:

- (a) Notice of Annual General Meeting and Explanatory Memorandum.
- (b) A copy of the unconfirmed Minutes of the Fifteenth Annual General Meeting of Mackay Sugar Limited, held 13 July 2023.
- (c) A Proxy Form.

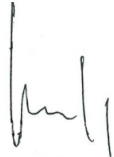
The Annual Report is available on the Company's website. To access the report go to the 'News and Publications' link and click on the 'Reports' tab. If you prefer a hard copy of the report, please contact the Company Secretary on 4953 8554.

As the AGM will be run as an 'in person' meeting in Mackay, please arrive at least 30 minutes prior to the start of the meeting so that your attendance can be registered, for quorum and voting purposes.

The Information Meeting will commence immediately after the AGM.

I look forward to your participation at the meetings on 18 July 2024. At the conclusion of the meetings, refreshments will be available at the Mackay Turf Club Event Centre, Peak Downs Highway, Mackay.

Yours sincerely



Michael Gerloff  
Chairman

21 June 2024

# **Notice of Annual General Meeting and Explanatory Memorandum**

**Mackay Sugar Limited ACN 057 463 671**

# Notice of Annual General Meeting

## Mackay Sugar Limited ACN 057 463 671

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Notice is given that the Sixteenth Annual General Meeting of Mackay Sugar Limited (**Mackay Sugar** or **Company**) will be held at:

<b>Location</b>	Mackay Turf Club Event Centre, Peak Downs Highway, Mackay
<b>Date</b>	Thursday 18 July 2024
<b>Time</b>	4.00 p.m. (AEST)

Mackay Sugar is pleased to be able to provide shareholders with the opportunity to attend and participate in the AGM.

If you are unable to attend the AGM, please complete and return the enclosed proxy form in accordance with the directions in this Notice of Meeting and on the proxy form.

Immediately following the AGM an Information Meeting will be held to address the future of the business including operational matters.

### **ORDINARY BUSINESS**

#### **Welcome**

#### **Item 1: Minutes**

To confirm the minutes of the last Annual General Meeting held on 13 July 2023.

#### **Item 2: Financial Statements**

To receive and consider the Financial Statements and the reports of the Directors and Auditors for the financial year ended 29 February 2024.

#### **Item 3: Other business**

To consider and decide on such matters as are brought forward by the Directors relating to the affairs of the Company, or are brought forward by any Shareholder, who has given to the Directors TEN (10) DAYS' previous notice at least of his or her intention, by leaving or sending a copy of such notice specifying the matters proposed to be raised at the Registered Office of the Company or via email to the Company Secretary at r.nilsson@mkysugar.com.au.

(Note: A copy of any notice must be lodged at the Registered Office or via email by 4.00 p.m. Monday 8 July 2024).

#### **Voting entitlements**

Pursuant to Regulation 7.11.37 of the Corporations Act, the Board has determined that a Shareholder's voting entitlement at the Annual General Meeting will be taken to be the entitlement of the person shown in the register of members as at 4.00 p.m. (AEST) on 16 July 2024.

Dated: 21 June 2024

Issued by authority of the Board:



Rosemary Nilsson  
Company Secretary  
Mackay Sugar Limited

### **Notes**

- (a) Subject to the Corporations Act, including section 250BD, 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 two or more votes may appoint two 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 attached proxy form.
- (d) A corporation may elect to appoint a representative in accordance with the *Corporations Act 2001* (Cth) 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) If you have any queries then call the Company Secretary, Rosemary Nilsson, on (07) 4953 8554 during business hours.

# Explanatory Memorandum

## Mackay Sugar Limited ACN 057 463 671

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This Explanatory Memorandum is to be read with the Notice of Annual General Meeting issued by the Company. It deals with the following matters which will be put to the shareholders at the Annual General Meeting which will be held on Thursday 18 July 2024 at 4.00 p.m. (AEST).

The Explanatory Notes have been prepared to assist Shareholders with their consideration of the matters to be put to the Annual General Meeting.

### **ORDINARY BUSINESS**

#### **Item 1: Minutes**

The minutes of the last Annual General Meeting of 13 July 2023 are to be read carefully by each Director, and if they are found to be an accurate record of the meeting, are to be confirmed by the Directors.

#### **Item 2: Financial Statements**

The Corporations Act requires that the report of the Directors, the Auditor's report and the Financial Report be laid before the Annual General Meeting. Apart from the matters set out in the Notice of Meeting, neither the Corporations Act 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 Annual General Meeting.

In addition to asking questions at the Annual General Meeting, Shareholders may address written questions to the Chairman about the management of the Company, or to the Company's Auditor which are relevant to:

- (a) the content of the Auditor's Report to be considered at the Annual General Meeting; or
- (b) the conduct of the audit of the annual financial report to be considered at the Annual General Meeting.

Any written questions must be submitted to the Company Secretary on or before 4.00 p.m. on 8 July 2024 to:

By post:

The Company Secretary  
Mackay Sugar Limited  
PO Box 5720  
Mackay Mail Centre Qld 4741

By email:

Email: [r.nilsson@mkysugar.com.au](mailto:r.nilsson@mkysugar.com.au)

#### **Item 3: Other Business**

To consider and decide on such matters as are brought forward by the Directors relating to the affairs of the Company, or are brought forward by any shareholder, who has given to the Directors TEN (10) DAYS' previous notice at least of his or her intention, by leaving or sending a copy of such notice specifying the matters proposed to be raised at the Registered Office of the Company or via email to the Company Secretary at [r.nilsson@mkysugar.com.au](mailto:r.nilsson@mkysugar.com.au).

## DEFINITIONS

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A number of capitalised terms are used throughout this notice of Annual General Meeting and explanatory memorandum. Except to the extent the context otherwise requires:

<b>TERM</b>	<b>DEFINITION</b>
<b>Annual General Meeting or AGM</b>	means the annual general meeting of the Company.
<b>ASIC</b>	means the Australian Securities and Investment Commission
<b>Board</b>	means the Board of Directors.
<b>Company or Mackay Sugar</b>	means Mackay Sugar Limited ACN 057 463 671.
<b>Corporations Act</b>	means the <i>Corporations Act 2001</i> (Cth).
<b>Constitution</b>	means the current constitution of the Company.
<b>Directors</b>	means the directors of the Company.
<b>Shareholders</b>	means the shareholders of the Company.

# Mackay Sugar Limited

ACN 057 463 671

## Proxy Form

### All correspondence to:

Mackay Sugar Limited

PO Box 5720

Mackay Mail Centre

MACKAY QLD 4741

Telephone: (07) 4953 8554

Email: r.nilsson@mkysugar.com.au

### Section 1: Name and address of member

Full name \_\_\_\_\_

Address \_\_\_\_\_

### Section 2: Appointment of proxy

I, being a shareholder of the Company and entitled to attend and vote appoint

the Chairman of the meeting  
(mark with an 'X')

OR

Write here the full name of the person or body corporate you are appointing if this person is **someone other than** the Chairman of the meeting.

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the meeting, as my proxy to attend, to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit), and to act generally on my behalf, at the general meeting of the Company to be held at:

<b>Location</b>	Mackay Turf Club Event Centre, Peak Downs Highway, Mackay
<b>Date</b>	Thursday 18 July 2024
<b>Time</b>	4.00 p.m. (Mackay time)

and at any adjournment of that meeting.

### Section 3: Voting instructions

There are no formal resolutions to be voted on at the meeting. The appointment of a proxy will be for attendance and voting on any matters raised during the meeting only.

### Section 4: Signing by member

This section **must** be signed in accordance with the instructions overleaf to enable your directions to be implemented.

**Individual or Member 1**

**Member 2 (if joint holding)**

**Member 3 (if joint holding)**

**Member 4 (if joint holding)**

**Member 5 (if joint holding)**

**Member 6 (if joint holding)**

\_\_\_\_\_  
**Sole Director and Sole Secretary**

\_\_\_\_\_  
**Director/Company Secretary**

\_\_\_\_\_  
**Director**

Please provide the information below in case we need to contact you.

\_\_\_\_\_  
**Contact name**

\_\_\_\_\_  
**Contact day time telephone**

\_\_\_\_\_  
**Date**

# Instructions for completion of the Proxy Form

## Section 1: Name and address of member

- 1 Insert your name and address. If it is a joint holding, insert details of all holders.

## Section 2: Appointment of proxy

- 2 If you wish to appoint the Chairman of the meeting as your proxy, mark the box. If the person or body corporate you wish to appoint as your proxy is someone other than the Chairman of the meeting, write the full name of that person or body corporate in the space provided. A proxy may be an individual or a body corporate. If you leave this section blank or your named proxy does not attend the Meeting, the Chairman of the meeting will be your proxy. A proxy need not be a member of the Company.
- 3 If you are entitled to cast two or more votes at the general meeting, you are entitled to appoint two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional proxy form may be obtained by telephoning the Company. Alternatively you may copy this form.
- 4 To appoint a second proxy:
  - (a) on each of the first proxy form and second proxy form state the percentage of your voting rights or number of shares applicable to that form (if the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise one half of your votes, and fractions of votes will be disregarded); and
  - (b) return both forms in the same envelope.

## Section 3: Signing by member

- 5 You must sign this form as follows in the spaces provided:

<b>Individual</b>	Where the holding is in one name, the member must sign.
<b>Joint holding</b>	Where the holding is in more than one name, all of the members must sign.
<b>Power of Attorney</b>	To sign under power of attorney, either the power of attorney must have already been lodged with the Company's share registry for notation or the original (or a certified copy) of the power of attorney must accompany this document.
<b>Companies</b>	In the following cases, subject to the Company's constitution, the following person must sign: <ol style="list-style-type: none"><li>(a) Australian proprietary company with a sole Director who is also the sole Company Secretary - that person must sign;</li><li>(b) Australian proprietary company with a sole director and no Company Secretary - that person must sign;</li><li>(c) other Australian companies - two Directors, or one Director and one Company Secretary must sign; and</li><li>(d) foreign company - in accordance with the laws of the jurisdiction of incorporation and constituent documents.</li></ol>

## Section 4: Lodging of proxy

- 6 This proxy form (and the original or a certified copy of any power of attorney under which it is signed) must be received by the Company not later than close of business on the date set out below, by mail, hand delivery, or facsimile.

<b>Last time and date for lodgement*</b>	4.00 p.m. Mackay time on 16 July 2024
<b>By mail</b>	PO Box 5720, Mackay Mail Centre, Mackay, Queensland 4741
<b>By delivery</b>	26277 Peak Downs Highway, Mackay, Queensland 4740
<b>By email</b>	r.nilsson@mkysugar.com.au

\* Any proxy form received after that time will not be valid.