

21 September 2009

Dear Shareholder

I have pleasure in inviting you to attend our Annual General Meeting and have enclosed the Notice of Meeting that sets out the items of business. The meeting will be held at The Westin, 205 Collins Street, Melbourne on Friday, 23 October 2009 at 11.00 am.

If you are attending this meeting, please bring this letter and Proxy form with you to facilitate registration into the meeting.

If you are unable to attend the meeting, you are encouraged to complete the enclosed Proxy form. You can also lodge your proxy online, as mentioned in the Notice of Meeting. The Proxy form should be returned or faxed to our share registry on 02 9287 0309 so that it is received by 11.00 am on 21 October 2009.

Corporate shareholders will be required to complete a "Certificate of Appointment of Representative" to enable a person to attend on their behalf. A form of this certificate may be obtained from the Company's share registry.

I look forward to your attendance at the meeting.

Yours sincerely



Stephen Nicholls  
Secretary

Encl:

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BRAESIDE VIC  
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ISO9001 Certification



# Notice of Annual General Meeting

Colorpak Limited ABN 56 107 485 898

Notice is hereby given that the 2009 Annual General Meeting of the shareholders of Colorpak Limited (the "Company") will be held at The Westin, 205 Collins Street, Melbourne, VIC, 3000 on Friday, 23 October 2009 at 11.00 a.m.

## **BUSINESS:**

- A. Presentations by Chairman and Managing Director
- B. To receive and consider the financial statements of the Company for the year ended 30 June 2009 (including the Financial, Directors' and Auditors' Reports) and to provide shareholders with the opportunity to raise any issues or ask questions generally of the Directors and the Auditor concerning the financial statements or the business and operations of the Company.
- C. To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

### **Resolution 1 – Election of Director**

"That Mr Ian Wightwick, having been appointed a Director of the Company on 28 August 2009, retires in accordance with clause 8.1(c) of the Company's Constitution and, being eligible and having signified his candidature for the office, be and is hereby elected a director of the Company."

### **Resolution 2 – Adoption of Remuneration Report**

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

*(Note that the vote on this item is advisory only and does not bind the Directors or the Company)*

By order of the Board



**Stephen Nicholls**  
Company Secretary  
21 September 2009

### Details of resolutions

The details of the resolutions contained in the Explanatory Memorandum accompanying this Notice of Annual General Meeting should be read together with and form part of this Notice of Annual General Meeting.

### Voting entitlements

The Directors have determined that for the purpose of voting at the Annual General Meeting, shares will be taken to be held by the registered holder at 7.00pm AEST, on 21 October 2009.

### Proxies

In accordance with section 249L of the Corporations Act 2001:

- A member who is entitled to attend and vote at the Annual General Meeting may appoint a proxy. A proxy can be either an individual or a body corporate. Should you appoint a body corporate as your proxy, that body corporate will need to ensure that it:
  - appoints an individual as its corporate representative to exercise its powers at meetings, in accordance with section 250D of the *Corporations Act 2001* (Cth); and
  - provides satisfactory evidence of the appointment of its corporate representative prior to commencement of the meeting.

If satisfactory evidence of appointment as corporate representative is not received before the meeting, then the body corporate (through its representative) will not be permitted to act as your proxy.

- If a shareholder is entitled to cast two or more votes they may appoint two proxies and may specify the percentage of votes each proxy is appointed to exercise. If the proxy appointments do not specify the proportion of the member's voting rights that each proxy may exercise, each proxy may exercise half of the member's votes.
- A proxy need not be a member.

The Proxy form (and, if the appointment is signed by the appointer's attorney, the authority under which it was signed or a certified copy of the authority) must be received by the Company's share registry, Link Market Services Limited, by 11.00am AEST on 21 October 2009.

The completed proxy form may be:

Mailed/delivered to the Company's share registry, Link Market Services Limited at:

Street Address:

Level 12, 680 George Street  
SYDNEY, NSW 2000

Postal Address:

Locked Bag A14  
SYDNEY SOUTH, NSW 1235

Faxed to Link Market Services Limited on Fax: (+612) 9287 0309

Lodged online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) and following the below steps.

Step 1 – Select Investors from the top menu.

Step 2 – Enter Colopak Limited as the Issuer.

Step 3 – Enter your Holder Identifier (which appears under the barcode on the front of your proxy form), your surname or company name, your postcode, and select validate.

Step 4 – Select Proxy Voting from the right hand menu.

Step 5 – Complete the steps to lodge your proxy.

You will be taken to have signed your proxy form if you lodge it in accordance with the instructions given on the website.

### Corporate Representatives

A corporation may elect to appoint an individual to act as its representative in accordance with section 250D of the Corporations Act 2001(Cth) in which case the Company will require a Certificate of Appointment of Corporate Representative executed in accordance with the Corporations Act 2001 (Cth). The Certificate must be lodged with the Company before the meeting or at the registration desk on the day of the meeting. The Company will retain the certificate. A form of this certificate may be obtained from the Company's share registry.

## EXPLANATORY MEMORANDUM

The purpose of this Explanatory Memorandum (which is included in and forms part of the Notice of Annual General Meeting dated 21 September 2009) is to provide shareholders with an explanation of the resolutions to be proposed and considered at the Annual General Meeting on 23 October 2009 and to allow shareholders to determine how they wish to vote on these resolutions.

### **WHY THE MEETING NEEDS TO BE HELD**

#### **Reports**

Pursuant to the Corporations Act 2001, a public company must hold an Annual General Meeting of its shareholders once in each calendar year and within five months after the end of its financial year. At that meeting, it must receive its annual reports and elect, or re-elect (as the case may be), its directors in accordance with the Constitution.

Shareholders have been provided with relevant information concerning the Company's financial statements in the Annual Report of the Company for the year ended 30 June 2009. A copy of the Annual Report is available on the company's website ([www.colorpak.com.au](http://www.colorpak.com.au)) and is also enclosed with this Notice for those shareholders that have elected to receive a hard copy. A copy of the financial report and associated reports will also be tabled at the Meeting.

Shareholders should note that the financial report of the Company will be received in the form presented to them and that shareholders will be able to ask questions or discuss matters arising from the financial statements at the Meeting. It is not the purpose of the Meeting that the financial report be accepted, rejected or modified in any way.

#### **Re-election of Directors**

The Company's Constitution provides that at least one third of directors (rounded to the nearest whole number), after excluding the managing director and any directors appointed since the last AGM and who are standing for election, must retire from office. Mr T. Dynon retires in accordance with the Constitution and does not seek re-election.

#### **Appointment of Directors**

The Company's Constitution provides that directors appointed during the year hold office until the end of the next Annual General Meeting of the Company, at which time the directors may be elected. Mr Ian Wightwick was appointed during the year and offers himself for election. Details of Mr Wightwick are set-out below.

Mr Wightwick is currently Chairman of Plantic Technologies Limited. He also provides advisory consulting services to an international consulting group

Until his retirement in February 2004, Mr. Wightwick was Managing Director and Chief Executive Officer of PaperlinX Ltd, which was demerged from Amcor Ltd., and went public under his stewardship in 2000, becoming a top 100 public company in Australia. PaperlinX grew by acquisition to be the largest international paper merchant, also having substantial paper manufacturing operations in Australia, with around A\$8 billion sales, 10,000 employees and marketing paper in 40 countries, predominantly in Australia, New Zealand, UK, Continental Europe, Canada, USA and SE Asia.

Prior to his time with PaperlinX, Mr. Wightwick filled various executive marketing and divisional Managing Director roles in Amcor Ltd. over a 19 year period.

Mr. Wightwick is 70 years of age and has graduate qualifications in Chemistry and Economics and a Masters degree in Business Administration. He is a Fellow of the Australian Institute of Company Directors.

### **Adoption of Remuneration Report**

During this item there will be an opportunity for shareholders at the meeting to comment on and ask questions about the Remuneration Report which commences on page 29 of the Company Annual Report 2009.

The vote on the proposed resolution is advisory only and will not bind the Directors or the Company.

### **HOW TO VOTE**

To vote on the resolutions to be put to the Meeting follow these steps:

Complete the Form of Proxy and return it by facsimile or mail (to be received no later than 11 am on Wednesday 21 October 2009) as directed on the Form. You can also lodge your proxy online, as mentioned in the Notice of Meeting.

OR

Attend the Meeting.

The sending of a proxy form will not prevent you from attending and voting at the Meeting.

### **SHAREHOLDER QUESTIONS**

The Directors believe that all Shareholders should carefully consider all the information set out in this Explanatory Memorandum.

If you have any questions about the Meeting, the reports to be put to the Meeting, or the resolutions being considered, please contact the Company Secretary, Stephen Nicholls, at Colorpak Limited on (03) 9586 4700. We would request that any questions be raised by 21 October 2009.

This Explanatory Memorandum is dated 21 September 2009.

A handwritten signature in black ink, appearing to read 'S. Nicholls', with a horizontal line underneath.

**Stephen Nicholls**  
Company Secretary  
Colorpak Limited