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MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

12 October 2012

Dear Securityholder

Please find enclosed Notice of Wide Bay Australia's Annual General Meeting to be held in Bundaberg on Thursday 15 November 2012 at 11:00am (Queensland time).

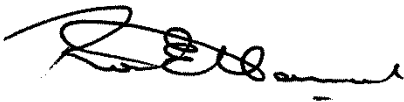
Full details of our 2011-2012 financial results are contained in our 2012 Financial Statements which have been lodged with the Australian Securities Exchange.

The 2012 Financial Statements are now available on our website [www.widebayaust.com.au](http://www.widebayaust.com.au) under Corporate Information – Company Reports.

Our full Annual Report including the Chairman's Report is being printed and copies will be sent to Shareholders who have requested same in the near future.

Should you have any queries in respect on the Annual General Meeting or information contained in the Annual Report, please contact our Company Secretary, Bill Schafer on 07 4150 4075.

Yours faithfully



R.E. HANCOCK AM  
Managing Director

Enc.



Notice is hereby given that the **Annual General Meeting** of Wide Bay Australia Ltd. ABN 40 087 652 060 ('Company') will be held at 11.00am (Queensland time) on Thursday 15 November 2012 on Floor 3, Wide Bay Australia House, 16-20 Barolin Street, Bundaberg, Queensland.

**ORDINARY BUSINESS:**

**Financial Statements and Reports**

To receive and consider the financial statements and reports of the Directors and Auditors for the year ended 30 June 2012.

*There is no vote on this item.*

**Resolution 1 – Directors' Remuneration Report**

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

"That the Remuneration Report for the year ended 30 June 2012, as set out in the 2012 Annual Report, be adopted."

*This is a non-binding advisory vote.*

**Resolution 2 – Re-election of Directors**

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

- a) "That Mr J S Humphrey, who retires by rotation in accordance with rule 13.6 of the Company's Constitution and being eligible, be re-elected as a Director of the Company."
- b) "That Mr P J Sawyer, who retires by rotation in accordance with rule 13.6 of the Company's Constitution and being eligible, be re-elected as a Director of the Company."

Information about the candidates appears in the accompanying Explanatory Memorandum.

**Resolution 3 – Re-election of Director**

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

"That in accordance with rule 13.4(a) of the Company's Constitution, Mr B Dangerfield, who was appointed by the Board as a non-executive director on 22 November 2011 and, being eligible for re-election in accordance with rule 13.4(b) of the Company's Constitution, be re-elected as a Director of the Company."

Information about the candidate appears in the accompanying Explanatory Memorandum.

**Resolution 4 – Directors' Fees**

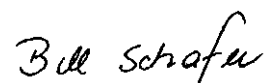
To consider, and if thought fit, to pass the following as an ordinary resolution:

"That in accordance with Listing Rule 10.17, to approve an increase of \$100,000 in Directors' fees for the 12 months commencing 01 July 2012 to a maximum aggregate of \$500,000 (2011 - \$400,000)."

Information about the proposed increase appears in the accompanying Explanatory Memorandum.

Dated 12 October 2012

By order of the Board



William R. Schafer  
Company Secretary

**ENTITLEMENT TO VOTE**

Pursuant to regulation 7.11.37 of the Corporation Act 2001, the Company has determined that for the purposes of the Meeting all Ordinary Shares in the Company shall be taken to be held by the persons who held them as registered shareholders at 7:00pm (Sydney time) on 13 November 2012 (Entitlement Time). All holders of ordinary shares in the Company as at the Entitlement Time are entitled to attend and vote at the Meeting.

**VOTES OF SHAREHOLDERS**

Subject to the Company's Constitution and to any rights or restrictions attaching to any class of shares:

- a) Every shareholder may vote;
- b) On a show of hands every shareholder has one vote; and
- c) On a poll every shareholder has for each full paid share held by the shareholder, one vote.

**CHANGE OF ELECTION FOR SHAREHOLDER COMMUNICATIONS & ANNUAL REPORT**

The Company's Annual Report and Financial Statements are made available on-line at [www.widebayaust.com.au](http://www.widebayaust.com.au) under Shareholder Information. Please note that the default option for receiving your Annual Report is via our website. You have the choice of receiving an email when the Wide Bay Australia Ltd Annual Report becomes available online or electing to receive a printed Annual Report. To change your current Annual Report election – please update your details online or by visiting [www.computershare.com.au/easyupdate/wbb](http://www.computershare.com.au/easyupdate/wbb). If you do not have internet access please call 1300 308 185 and follow the voice instructions.

## **Explanatory Memorandum**

This Explanatory Memorandum has been prepared to assist shareholders with their consideration of the Resolutions to be put to the Annual General Meeting to be held Thursday 15 November 2012.

### **Ordinary Business:**

#### **Financial Statements and Reports**

The *Corporations Act 2011* requires that the report of the Directors, the Auditor's Report and the Financial Statements be laid before the Annual General Meeting. In addition, the Company's Constitution provides for such Reports and Statements to be received and considered at the Meeting. Apart from the matters involving remuneration which are required to be voted upon, neither the *Corporations Act 2001* nor the Company's Constitution require 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 Meeting.

Following consideration of the Reports, the Chairman will give shareholders a reasonable opportunity to ask questions about or comment on the management and audit of the Company.

**There is no vote on this item.**

#### **Resolution 1 - Directors' Remuneration Report**

Shareholders are asked to adopt the Remuneration Report. The Remuneration Report is set out on pages 4 to 7 of the 2012 Financial Statements. The *Corporations Act 2011* provides that at a listed company's Annual General Meeting, a resolution that the Remuneration Report will be provided at the Meeting.

**The vote on the Remuneration Report is advisory only, and does not bind Directors.**

#### **Voting Exclusion Statement:**

In accordance with section 250R(4) of the *Corporations Act*, the Company will disregard votes cast on by a member of the Company's Key Management Personnel whose remuneration details are included in the Remuneration Report, or a Closely Related Party of such a member, unless:

- (a) it is cast by a person as a proxy for a shareholder who is entitled to vote, in accordance with a directions on the proxy form; or
- (b) it is cast by a person chairing the Meeting as proxy for a shareholder who is entitled to vote, and the person chairing the Meeting has received express authority to vote undirected proxies as the Chairman sees fit.

#### **Resolution 2 - Re-election of Directors**

##### **Mr John S Humphrey LL.B**

Mr Humphrey was appointed to the Board on 19 February 2008 and was appointed Chairman following the November 2009 Annual General Meeting. He is a senior partner in the Brisbane office of national law firm, King & Wood Mallesons, where he specialises in commercial law and corporate mergers and acquisitions. He is currently a non-executive Director of Horizon Oil Limited and Downer-EDI Limited. Mr Humphrey is an independent Director, a member of the Audit Committee and a member of the Group Board Remuneration Committee. He is aged 57.

##### **Mr Peter J Sawyer FCA, FAICD, FIFS**

Mr Sawyer has been a Director since 1987. Until August 2008, he was a partner of the firm Ulton, Chartered Accountants with offices in Bundaberg, Hervey Bay, Maryborough and Gladstone. Mr Sawyer is Chairman of the Bundaberg Friendly Society Medical Institute which runs the Friendly Society Private Hospital and Pharmacies in Bundaberg. Mr Sawyer is the Chairman of the Audit Committee, an independent Director and a member of the Group Board Remuneration Committee. He was appointed as a Director of Mortgage Risk Management Pty Ltd on 21 January 2011. He is aged 62.

**The Board recommends that shareholders vote in favour of the re-election of John Humphrey and Peter Sawyer.**

#### **Resolution 3 - Election of Director**

##### **Mr Barry Dangerfield**

Mr Dangerfield was appointed to the Board on 22 November 2011. He has had 38 years experience in the banking industry, having held senior positions in commercial, retail and agribusiness. Mr Dangerfield is a non-executive Director and is aged 56.

**The Board recommends that shareholders vote in favour of the election of and Barry Dangerfield.**

#### **Resolution 4 - Directors' Fees**

At the 2007 Annual General Meeting, shareholders fixed a maximum aggregate amount of \$400,000 for Directors' Fees, which may be paid to non-executive Directors of the Company.

It is now proposed that the maximum aggregate amount which may be paid annually to non-executive Directors be increased to \$500,000. It is intended that payment to the existing individual non-executive Directors, which amounted to \$400,000 in 2011/2012 be increased nominally in 2012/2013. The increase of \$100,000 has been provided for principally in the event of an additional appointment being made to the Board during the year. Appropriate Directors' Fees will be available from the balance for that additional appointment, payable as the Directors determine.

Details of current Directors' remuneration can be read in the Directors' Statutory Report on page 5 of the 2012 Financial Statements.


#### **VOTING EXCLUSION STATEMENT**

In accordance with the ASX Listing Rules, the Company will disregard any votes cast on Resolution 4 by Mr J Humphrey, Mr J Pressler, Mr P Sawyer, Mr B Dangerfield, Mr R Hancock and Mrs F McLeod and their associates. However the Company will not disregard a vote if:

- it is cast by a person as proxy for a shareholder who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by a person chairing the Meeting as proxy for a shareholder who is entitled to vote, and the person chairing the Meeting has received express authority to vote undirected proxies as the Chairman sees fit.

**Lodge your vote:**

 **Online:**  
www.investorvote.com.au

 **By Mail:**  
Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia

Alternatively you can fax your form to  
(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only  
(custodians) www.intermediaryonline.com

**For all enquiries call:**  
(within Australia) 1300 552 270  
(outside Australia) +61 3 9415 4000

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## Proxy Form



Vote online or view the annual report, 24 hours a day, 7 days a week:

**www.investorvote.com.au**

- Cast your proxy vote**
- Access the annual report**
- Review and update your securityholding**


*Your secure access information is:*

**Control Number: 999999**

**SRN/HIN: 1999999999**



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

 **For your vote to be effective it must be received by 11:00am (Queensland time) Tuesday 13 November 2012**

### How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

#### Appointment of Proxy

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

### Signing Instructions for Postal Forms

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

### Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the information tab, "Downloadable Forms".

**Comments & Questions:** If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,  
or turn over to complete the form** →

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**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



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I ND

# Proxy Form

Please mark  to indicate your directions

## STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Wide Bay Australia Ltd hereby appoint

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).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Wide Bay Australia Ltd to be held at 11.00am (Queensland time) on Thursday 15 November 2012 on Floor 3, Wide Bay Australia House, 16-20 Barolin Street, Bundaberg, Queensland and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1 & 4 (Directors' Remuneration Report and Directors' Fees) (except where I/we have indicated a different voting intention below) even though Resolutions 1 & 4 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**Important Note:** For Resolutions 1 & 4, this express authority is also subject to you marking the box in the section below. If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1 & 4 by marking the appropriate box in step 2 below.

**Important for Resolution 4 (Directors' Fees):** If the Chairman of the Meeting is your proxy and you have not directed the Chairman how to vote on Resolution 4 below, please mark the box in this section. If you do not mark this box and you have not otherwise directed your proxy how to vote on Resolution 4, the Chairman of the Meeting will not cast your votes on Resolution 4 and your votes will not be counted in computing the required majority if a poll is called on this Resolution. The Chairman of the Meeting intends to vote undirected proxies in favour of Resolution 4 of business.

I/We acknowledge that the Chairman of the Meeting may exercise my/our proxy even if the Chairman has an interest in the outcome of Resolution 4 (Directors' Fees) and that votes cast by the Chairman, other than as proxy holder, would be disregarded because of that interest.

## STEP 2 Items of Business

**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
1	Directors' Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2(a)	Re-election of Directors - Mr John S Humphrey	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2(b)	Re-election of Directors - Mr Peter J Sawyer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Election of Director - Mr Barry Dangerfield	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Directors' Fees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote all available proxies in favour of each item of business.

## SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date / /