



**GRD**

GRD Limited

ACN 009 201 754

**NOTICE OF ANNUAL GENERAL MEETING  
and EXPLANATORY STATEMENT**

**2009 Annual General Meeting**

**to be held at the Conference Room,  
Level 8, Exchange Plaza, 2 The Esplanade, Perth, Western Australia  
on Tuesday, 26 May 2009 commencing at 10.00 am (WST)**

Please read this Notice of Annual General Meeting and accompanying Explanatory Statement in their entirety and if you are unable to attend the Annual General Meeting you are encouraged to complete and lodge a proxy form in accordance with the specified directions. To be valid the proxy form or electronic voting instructions must be received by 10.00 am (WST) on Sunday, 24 May 2009.

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2009 Annual General Meeting of Shareholders of GRD Limited ("GRD" or "Company") will be held in the Conference Room, Level 8, Exchange Plaza, 2 The Esplanade, Perth, Western Australia, on 26 May 2009 at 10.00 am (WST).

### ORDINARY BUSINESS

#### Financial Statements

To receive and consider the Financial Statements for the year ended 31 December 2008 together with the Auditor's Report and Directors' Report for that period.

#### Re-election of Directors

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

1. "That Mr Richard Court, having retired as a Director by rotation in accordance with Article 9.3 of the Constitution, and being eligible, be re-elected."
2. "That Dr John White, having retired as a Director by rotation in accordance with Article 9.3 of the Constitution, and being eligible, be re-elected."

#### Remuneration Report

To consider and, if thought fit, pass the following advisory only **non-binding resolution** in accordance with section 250R(2) of the *Corporations Act 2001 (Cth)*:

3. "That the Remuneration Report for the year ending 31 December 2008, contained within the Directors Report in the 2008 Annual Report of the Company, be adopted."

### OTHER BUSINESS

To transact any other business that may be legally brought before the meeting.

### VOTING ENTITLEMENT

The Company's Board of Directors has determined in accordance with its Constitution and the *Corporations Regulations 2001 (Cth)* that a person's entitlement to vote at the Annual General Meeting will be taken to be the entitlement of that person shown in the Register of Members at 5.00 pm (WST) on Friday, 22 May 2009. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

### PROXIES

A personalised proxy form accompanies this Notice of Annual General Meeting. The proxy form contains full details on how to appoint proxies and how to sign and lodge the voting form, including that you may register your proxy instructions electronically at the Company's share registry website [www.investorvote.com.au](http://www.investorvote.com.au).

To be valid proxy forms or electronic voting instructions must be received by the Company's share registry, Computershare Investor Services Pty Limited, by 10.00 am (WST) on Sunday, 24 May 2009.

Please note that:

- (a) a Shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of GRD;
- (c) a Shareholder may appoint a body corporate or an individual as its proxy;

- (d) a body corporate appointed as a Shareholder's proxy may appoint an individual as its representative to exercise any of the powers that the body corporate may exercise as the Shareholder's proxy. In this situation the body corporate must complete a certificate of appointment of a corporate representative; and
- (e) Shareholders 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, but where the proportion or number is not specified, each proxy may exercise half of the votes.

#### **CORPORATE REPRESENTATIVE**

Any corporate holder of the Company's Shares who has appointed a person to act as its corporate representative at the Annual General Meeting should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative. The authority may be sent to the Company or its share registry in advance of the Annual General Meeting or handed in at the meeting when registering as a corporate representative.

By Order of the Board of Directors

24 April 2009

A handwritten signature in black ink, appearing to read 'S. Cater', with a long horizontal line extending to the right.

**SIMON CATER**  
Company Secretary

## EXPLANATORY STATEMENT TO THE NOTICE OF ANNUAL GENERAL MEETING TO BE HELD ON 26 MAY 2009

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### INTRODUCTION

#### 1. BACKGROUND

This Explanatory Statement is presented to Shareholders to provide them with information concerning each of the resolutions to be considered at the Company's 2009 Annual General Meeting.

The purpose of the Annual General Meeting is to conduct the ordinary business of the Company which is required by law to be conducted at its Annual General Meeting.

Each of the resolutions to be considered by Shareholders are ordinary resolutions requiring the approval of 50% of Shareholders present in person, or by an attorney, representative or proxy at the Annual General Meeting.

The purpose of this Explanatory Statement is to provide Shareholders with all information known to the Company that is material to a decision on how to vote on the resolutions in the accompanying Notice of Annual General Meeting. This Explanatory Statement should be read in conjunction with the Notice of Annual General Meeting.

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### RESOLUTIONS 1, 2 & 3 ORDINARY BUSINESS

#### 2. FINANCIAL STATEMENTS

Under the Corporations Act, the Directors are required to lay before the meeting the financial statements and reports of the Directors and the Auditor for the financial year ended 31 December 2008.

No resolution is required for this item of business. However, Shareholders will have an opportunity at the meeting to ask questions about, or make comments on, these financial statements and reports, and the management of the Company.

If you are a Shareholder who is entitled to vote you are entitled to submit written questions to the Auditor that relate to the content of the Auditor's Report or the conduct of the audit of the annual financial report to be considered at the meeting. Any written questions must be received by the Company Secretary on or before Tuesday 19 May 2009 at the Company's registered address, by post or facsimile.

#### 3. RE-ELECTION OF DIRECTORS (Resolutions 1 and 2)

In accordance with ASX Listing Rules and Article 9.3 of the Company's Constitution, at every Annual General Meeting, one third of the Company's Directors must retire from office and are eligible for re-election. The Directors to retire are those who have been longest in office since their last re-appointment. In the case of equality in this respect, the Directors to retire, unless they agree among themselves, will be determined by lot.

On this basis Mr Richard Court AC and Dr John White retire, and offer themselves for re-election.

Brief biographical details of Mr Court and Dr White are set out below:

##### **Mr Richard Court AC (non-executive)**

Mr Court was Premier and Treasurer of Western Australia from 1993 to 2001 and retired from Parliament after nineteen years as the Member for Nedlands. His Government achieved the successful privatisation of SGIO, BankWest, AlintaGas, Westrail Freight and the Dampier to Bunbury Natural Gas Pipeline. Mr Court was actively involved with initiatives to expand the resources sector including the successful deregulation of the Western Australian gas market, the LNG marketing push into China, and infrastructure support for the mining and oil and gas sector – these interests are now being actively pursued through the private sector. Mr Court is a Commerce graduate from the University of Western Australia. Mr Court was appointed as Chairman of GRD on 29 May 2006, is the Chairman of the Remuneration and Nomination Committee and a member of the Audit and Risk Management Committee. Mr Court is a non-executive director of Iron Ore Holdings Limited and National Hire Group Limited.

**Dr John White (non-executive)**

Dr White held the position of Managing Director of Global Renewables until 31 December 2005. He is a former Managing Director of Transfield Defence Systems, Visy Industries and Siddons Ramset. Dr White holds a PhD in Engineering from the University of Cambridge and has extensive experience in the leadership and strategic development of businesses in the technology, manufacturing and distribution sectors. Dr White is a member of the Remuneration and Nomination Committee, and has not held directorships of any other listed public companies in the past three years.

**The Board, excluding Mr Court and Dr White in respect of their own re-election, recommends that Shareholders vote in favour of the re-election of Mr Court and Dr White.**

**4. REMUNERATION REPORT (Resolution 3)**

Section 250R(2) of the Corporations Act requires a resolution that the Remuneration Report be adopted, be put to the vote at the Annual General Meeting. Consequently, Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is contained within the Directors' Report section on pages 33 to 41 of the 2008 Annual Report.

The Remuneration Report:

- explains the Board's policies in relation to the objectives and structure of remuneration;
- discusses the relationship between the policies and the Company's performance;
- provides a detailed summary of performance conditions, why they were chosen and how performance is measured against them; and
- sets out the remuneration details for each Director, each of the key management personnel and other named executives (including the five highest remunerated senior executives as required by the Corporations Act of the GRD group of companies).

In accordance with section 250SA of the Corporations Act, the Chairman will provide Shareholders with a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

Shareholders should note that under section 250R of the Corporations Act this resolution is advisory only, and does not bind the Directors or the Company.

**The Board recommends that Shareholders vote in favour of adopting the Remuneration Report.**