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Notice of Annual
General Meeting

Ridley Corporation Limited ABN 33 006 708 765

Notice is hereby given that the 22nd Annual General Meeting of Ridley Corporation Limited will be held in the Fort Macquarie Room at the Intercontinental Hotel, 117 Macquarie Street, Sydney on Monday, 2 November 2009 at 10am. Registration will commence at 9am.



Notice of Meeting

Ordinary items of business

1. Financial statements and reports

To consider the financial statements, the Directors' Report and the Auditor's Report for the Company for the year ended 30 June 2009.

2. Remuneration Report

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

"That the Remuneration Report for the year ended 30 June 2009 be adopted."

The Remuneration Report is set out on pages 35 to 42 of the 2009 Annual Report. Please note that the vote on this item is advisory only and does not bind the Directors or the Company.

3. Election of Directors

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

"That Mr Rick Lee, a Director retiring from office by rotation in accordance with regulation 74 of the Company's constitution, being eligible, be re-elected as a Director of the Company."

4. Appointment of auditor

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

"That KPMG, of 147 Collins Street, Melbourne, Victoria, 3000, having been nominated by a shareholder and having consented in writing to act as auditor of the Company, be appointed auditor of the Company."

Special items of business

5. Adoption of new constitution

To consider and, if thought fit, to pass the following resolution as a special resolution:

"That pursuant to section 136(2) of the Corporations Act and for all other purposes, the Company adopt a new constitution in the form as signed by the Chairman of the Annual General Meeting for identification purposes, and that the existing constitution of the Company is repealed, at the close of the Annual General Meeting."

6. Adoption of proportional takeover provisions in the Company's constitution

To consider and, if thought fit, to pass the following resolution as a special resolution:

(a) "That the proportional takeover provisions, being rules 83 and 84 in the Company's new constitution, considered and adopted by shareholders at item 5 above, be approved."

Or, alternatively and in the event that shareholders do not approve the new constitution at item 5 above,

(b) "That the Company's constitution be altered by inserting new articles 48 and 49 relating to proportional takeover bids on the same terms as articles 48 and 49 which applied until 28 October 2001."

A detailed explanation of the background and reasons for the proposed resolutions are set out in the attached Explanatory Memorandum.

Pursuant to regulation 7.11.37 of the Corporations Regulations, the Directors have determined that the shareholdings of each member for the purposes of ascertaining voting entitlements for the Annual General Meeting will be as it appears on the share register at 10am on Saturday, 31 October 2009. This means that if you are not the registered holder of a relevant share at that time, you will not be entitled to vote in respect of that share.

By order of the Board.



Alan Boyd
Chief Financial Officer and
Company Secretary

25 September 2009

Notes

1. If you cannot attend the meeting, you may appoint a proxy to attend and vote for you. A proxy may be a person or a company, and need not be a shareholder of Ridley Corporation Limited. If you are entitled to cast two or more votes, you may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no such proportion or number is specified, each proxy may exercise half of your votes. Your personalised proxy form is enclosed. Proxy voting instructions are provided on the back of the proxy form.

2. Proxies must be received not less than 48 hours before the meeting by Ridley Corporation Limited's share registry at:

Computershare Investor Services
GPO Box 242
Melbourne VIC 3001; or

Computershare
Level 2, 60 Carrington Street
Sydney NSW 2000; or

By fax to Computershare
(03) 9473 2555; or

Ridley Corporation Limited's
registered office at
Level 4, 565 Bourke Street
Melbourne VIC 3000.

Explanatory Memorandum

This Explanatory Memorandum is an important document and should be read carefully.

Item 1 – Financial statements and reports

As required by section 317 of the Corporations Act, the Financial Report, Directors' Report and Auditor's Report of Ridley Corporation Limited (the Company) for the financial year ended 30 June 2009 will be laid before the meeting.

Item 2 – Non-binding vote on the Remuneration Report

A copy of this report is set out on pages 35 to 42 of the full Annual Report and can also be found on the Company's website at www.ridley.com.au

The Remuneration Report forms part of the Directors' Report for the financial year ended 30 June 2009, and contains information required by section 300A of the Corporations Act 2001 and accounting standard AASB124: *Related Party Disclosures*.

The Remuneration Report includes:

- a discussion of the Board's policy in relation to the nature and level of remuneration paid to Directors and senior executives of the Company and its controlled entities;
- a discussion of the relationship between the Board's remuneration policy and the Company's performance, including information about performance conditions; and
- details of the remuneration paid to each Director of the Company (including the Chief Executive Officer) and to the employees with the responsibility and authority for planning, directing and controlling the activities of the Company and its controlled entities (key management personnel), which include the five highest paid Group executives for the financial year ended 30 June 2009.

Section 250R of the Corporations Act requires the Company to put a resolution for adoption of the Remuneration Report to a vote at the meeting. In accordance with section 250R, the vote on Resolution 2 will

be advisory only and will not bind the Directors or the Company. During this item of business, the members as a whole at the meeting will be given a reasonable opportunity to ask questions about, and make comments on, the Remuneration Report. The Directors unanimously recommend that shareholders vote in favour of Resolution 2.

Item 3 – Election of Directors

Richard J Lee BEng (Chem) (Hons)
MA (Oxon) FAICD

*Independent Deputy Chairman,
Age 58*

A Director since 2001, Rick is Chairman of Salmat, Chairman of C. Czarnikow Limited, an Independent Director of CSR, Newcrest Mining, Wesfarmers General Insurance and Australian Rugby Union. He is also President of the NSW Council and a National Board Member of the Australian Institute of Company Directors. He was formerly Chief Executive of NM Rothschild Australia Group and prior to that spent 16 years in the CSR sugar division. Rick is an Australian resident.

Mr Rick Lee retires as a Director by rotation in accordance with the Company's constitution and, being eligible, has offered himself for re-election. The Board recommends voting in favour of this resolution and the Chair of the meeting will be voting any open proxies in favour of it.

Item 4 – Appointment of auditor

The Board recommends the appointment of KPMG as auditor of the Company.

In accordance with section 328B of the Corporations Act, it is necessary for a member of the Company to nominate KPMG for appointment as auditor, and for a copy of that nomination to be sent to KPMG and to each person entitled to receive notice of general meetings of the Company not less than seven days before the meeting.

On 27 July 2009, Dr John Keniry gave the Company written notice of his nomination of KPMG of 147 Collins Street, Melbourne, Victoria, 3000, as the Company's new auditor. Pursuant to section 328B(3), the Company sent

a copy of Dr Keniry's nomination to KPMG. A copy of this nomination appears in this notice. KPMG has consented, and has not withdrawn that consent, to be the Company's auditor.

The Company's current auditor, PricewaterhouseCoopers, has sought the consent of ASIC to resign as Auditor of the Company in accordance with the Corporations Act.

PricewaterhouseCoopers have been the Company's auditor since 1991. It is good corporate governance to review the auditor's appointment on a regular basis. During the year the Company issued a Request for Proposal (RFP) for the provision of external audit services for the Company and its controlled entities. The RFP process was transparent and extensive. The Company invited all major Chartered Accounting firms to outline the benefits to the Company of appointing them as the Company's auditor. After presentations from each of the invited firms and conclusion of the assessment process, the Audit Committee recommended to the Board that, subject to shareholder approval, KPMG be appointed as the Company's auditor. It is envisaged that this appointment be similarly reviewed in the future.

Item 5 – Adoption of new constitution

A Company may modify or repeal its constitution or a provision of its constitution by special resolution of shareholders. Since the adoption of the Company's current constitution in 1998, and its amendment in 2001, there have been a number of significant amendments to the Corporations Act and the ASX Listing Rules which need to be incorporated into the Company's constitution. Furthermore, there have been changes to market practice among listed companies, for example, companies are increasingly using technology to facilitate shareholder participation.

Given the number of proposed changes which would need to be made throughout the existing constitution, it is more appropriate to adopt a new constitution than

Explanatory Memorandum continued

to put forward a resolution proposing amendments to the Company's existing constitution. Most of the changes resulting from the new constitution are of an administrative nature.

Some of the material changes which are incorporated in the new constitution include:

- General drafting changes to modernise drafting and to avoid any unnecessary future overlap (and therefore potential inconsistencies) between the Company's constitution, the Corporations Act and the ASX Listing Rules.
- The new constitution provides the Company with greater flexibility when making distributions, particularly in relation to distributions by electronic funds transfers, making payments in foreign currencies and distributions in kind.
- The new constitution enables general meetings to be held in multiple venues through the use of technology that provides shareholders with a reasonable opportunity to participate in the meeting.
- As is now permitted by the Corporations Regulations, the new constitution has been drafted to facilitate the electronic lodgement of proxies if the Company decides to make this option available to shareholders in the future.
- The new constitution contains provisions that would facilitate the implementation of direct voting at general meetings if the Directors decide to implement direct voting in the future. Direct voting is an alternative to voting by proxy and would remove the intermediary between shareholders and the Company.
- The new constitution includes provisions that clarify the ability of the Company to alter or reduce its share capital where it is permitted to do so by the Corporations Act.
- The new constitution codifies the authority of the Chair of a general meeting, particularly in relation to procedural motions, security measures and putting matters straight to a poll.

These changes are consistent with the constitutions of many other listed companies.

- The new constitution allows Directors' remuneration to be paid in a form other than cash, provided that such payments do not exceed in value the amounts that the Directors would otherwise be entitled to receive if the remuneration was paid in cash.
- The provisions concerning Directors' indemnities and insurance have been modernised to reflect current practice among listed companies, improve clarity and ensure consistency with the Corporations Act.

ASX has reviewed the proposed new constitution and confirmed that it is not inconsistent with the ASX Listing Rules.

A copy of the proposed new constitution is available for review by shareholders at the office of the Company and on the Company's website at www.ridley.com.au

A copy will be available for inspection at the meeting.

The Board recommends voting in favour of this resolution and the Chair will be voting any open proxies in favour of it.

Item 6 – Adoption of proportional takeover provisions in the constitution

At the Annual General Meeting of the Company held on 28 October 1998, shareholders approved the Company's constitution which provided that a proportional takeover bid for the Company's shares may only proceed after shareholder approval. Under the then Corporations Law, and also now under the Corporations Act, these provisions must be renewed by shareholders every three years, or otherwise they will lapse and cease to apply. Accordingly, the proportional takeover approval provisions in the Company's existing constitution have ceased to have effect.

It is proposed to approve the proportional takeover provisions contained in rules 83 and 84 of the Company's proposed new

constitution, in the event that constitution is adopted, or alternatively if that constitution is not adopted, it is proposed to insert the proportional takeover approval provisions on the same terms as the wording of articles 48 and 49 of the Company's existing constitution.

Effect of approving either Resolution 6(a) or 6(b)

If shareholders agree to adopt the proportional takeover provisions contemplated by Resolution 6(a) or 6(b), and a proportional takeover bid is subsequently made for the Company's shares, the following procedures would take place:

- The Company will be required to convene a general meeting of shareholders to vote on a resolution to approve the bid. The resolution must be voted on at least 14 days before the end of the bid period. The bidder and its associates will not be entitled to vote on the resolution.
- If the resolution is not passed by a majority of the shares voted, then the offer will be deemed to be withdrawn. Registration of any transfer of shares resulting from the proportional takeover bid will be prohibited and the bidder will be required to return any acceptances to the relevant shareholders.
- If the resolution is approved, transfers of shares to the bidder will be registered provided they comply with the other provisions of the Company's constitution.
- If no resolution is voted on at least 14 days before the close of the bid, then a resolution to approve the registration of transfers under the proportional takeover bid will be deemed to have been approved.
- The proportional takeover provisions contemplated by either Resolution 6(a) or 6(b) will expire three years after the date they are approved, unless renewed by shareholders by that time by special resolution.

Background

Part 6.5 Division 5 of the Corporations Act permits a company to include proportional takeover approval provisions

in its constitution. A proportional takeover is a bid to buy a specified portion of each shareholder's shares. Without such provisions, a bidder under a proportional takeover bid may obtain control of the Company without shareholders having the opportunity to sell all of their shares. The provisions will operate to provide shareholders with the opportunity to decide whether a proportional takeover bid should proceed. If a bid does proceed, shareholders may then separately decide whether to accept the bid for their shares.

The proportional takeover provisions will not apply to full takeover bids.

No current proportional takeover proposals

As at the date on which this explanatory memorandum is prepared, none of the Directors of the Company is aware of a proposal by a person to acquire, or to increase the extent of, a substantial interest in the Company.

Reasons for proposing resolution 6(a) or 6(b)

The Board is proposing the adoption of the proportional takeover provisions as the Board believes those provisions provide shareholders with the benefits and advantages set out below.

The board believes that those advantages outweigh the potential disadvantages which are also set out below.

There were no proportional takeover bids for the Company during the period in which the proportional takeover provisions of the Company's existing constitution were operative. Consequently, there are no actual examples against which to review the advantages and disadvantages of the proportional takeover provisions of the Company's existing constitution. The Directors are not aware of any potential proportional takeover bid which was discouraged by these rules in the past.

Advantages of the proposed potential takeover provisions for shareholders

The potential advantages for shareholders of the inclusion of

the proportional takeover provisions in the Company's constitution are:

- Shareholders may more effectively advise and guide the Directors' response to a proportional takeover bid. The Directors believe that this is important as such a bid may result in shareholders becoming part of a minority interest in the Company and may therefore have an effect on the market price of their shares.
- The proportional takeover provisions may enable shareholders to avoid being coerced to accept a proportional takeover offer which they believe is inadequate, but nevertheless accept through concern that a significant number of shareholders will accept.
- If a proportional takeover bid is made, the proportional takeover provisions may encourage a bidder to set its offer price at a level that will be attractive to the shareholders who vote.
- The proportional takeover provisions may encourage a bidder to make a full bid for the whole shareholding of each shareholder, so that shareholders may have the opportunity of disposing of all their shares rather than only a proportion.

Disadvantages of the proposed proportional takeover provisions to shareholders

The potential disadvantages for shareholders of the inclusion of the proportional takeover provisions are:

- The existence of the proportional takeover provisions in the constitution of the Company may tend to discourage proportional takeover offers, thus reducing the opportunity for shareholders to sell a portion of their shareholding.
- An individual shareholder who wishes to accept a proportional takeover offer will be unable to sell to the bidder unless a majority of shareholders are in favour of the proportional takeover scheme.
- It is possible that the existence of the proportional takeover provisions might have an adverse effect on the market value of the Company's shares by making a proportional takeover offer less likely. Any

element of takeover speculation in the share price may therefore be potentially reduced.

- If a proportional takeover offer is made, the Company will incur the cost of calling a shareholders' meeting.

Advantages of the proposed proportional takeover provisions for the Directors

The potential advantages for Directors of the inclusion of the proportional takeover provisions are:

- If the Directors consider that a proportional takeover bid should be opposed, they will be assisted in preventing the bidder from securing control of the Company as the bidder needs a majority of the votes cast by the independent shareholders before the bidder can succeed.
- At present, it is only the Directors who express any formal view on the adequacy or otherwise of a takeover bid, on behalf of the Company. Under the proportional takeover provisions the most effective view on a proportional takeover bid will become the view expressed by the vote of the shareholders themselves, at the meeting or through the postal ballot.
- The proportional takeover provisions may make it easier for the Directors to discharge their fiduciary and statutory duties as Directors in the event of a proportional takeover bid.

Disadvantages of the proposed proportional takeover provisions for the Directors

The potential disadvantage for Directors of the inclusion of the proportional takeover provisions is:

- If a proportional takeover offer is received, the Directors must call a general meeting even if the Directors believe that the offer should be accepted.

The Board recommends voting in favour of either resolution 6(a) or in the alternative 6(b), and the Chair will be voting any open proxies in favour of either resolution, as the case may be.

Notice of Nomination of Proposed Auditor

27 July 2009

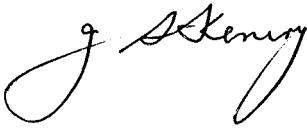
The Company Secretary
Ridley Corporation Limited
Level 4, 565 Bourke Street
Melbourne Victoria 3000

Dear Company Secretary

Notice of nomination of proposed auditor

Pursuant to Section 328B(1) of the Corporations Act 2001, I, Dr John Stanley Keniry, being a member of Ridley Corporation Limited, hereby give you notice of the nomination of KPMG of 147 Collins Street, Melbourne Victoria 3000 as auditor of Ridley Corporation Limited.

Yours faithfully

A handwritten signature in black ink, appearing to read 'J. Keniry', written in a cursive style.

Dr John Keniry



Questions from Shareholders

Please use this form to submit any questions concerning the Company that you would like us to respond to at the Annual General Meeting. Your questions should relate to matters that are relevant to the business of the meeting, as outlined in the accompanying Notice of Meeting and Explanatory Notes.

We will respond to as many of the more frequently asked questions as possible at the Annual General Meeting. Please note we will not be able to reply individually.

Please return this form to the Company's share registry, Computershare in the reply paid envelope provided.

Shareholder's name

Address

Question(s): Please tick box if it is a question directed to the auditor.



