

CHANDLER MACLEOD GROUP LIMITED
ABN 33 090 555 052
(Company)

Registered Office
Level 8, 32 Walker Street, North Sydney, NSW 2060

Notice of Annual General Meeting

Notice is given to Shareholders that the Annual General Meeting of Chandler Macleod Group Limited will be held at the Regus Avalon Meeting Room at the Citigroup Centre, Level 39, 2 Park Street, Sydney, New South Wales on Tuesday, 27 October 2009 at 2.00 pm, Sydney time.

If a member is unable to attend the meeting, that member is encouraged to complete and return the enclosed proxy form.

Items of Business

1. Receipt of Financial Report

To receive and consider the Financial Report of the Company, Directors' Report and Auditor's Report as set out in the Annual Report for the year ended 30 June 2009.

2. Remuneration Report

To consider and, if thought fit, pass the following non-binding advisory resolution as an ordinary resolution:

"That the Remuneration Report be adopted in accordance with section 250R(2) of the Corporations Act."

3. Retirement by rotation and re-election of Mr Richard England

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

"That Mr Richard England, having last been re-elected a Director of the Company on 28 November 2008, retires by rotation in accordance with rule 12.2 of the Constitution and, being eligible, is re-elected as a Director of the Company."

4. Retirement and election of Mr Mark Carnegie

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

"That Mr Mark Carnegie, having been appointed a Director of the Company since the last annual general meeting of the Company, retires in accordance with rule 12.4 of the Constitution and, being eligible, is elected as a Director of the Company."

5. Other business

To consider any other business that may be brought forward in accordance with the Constitution and the Corporations Act.

Voting

For the purpose of the meeting, and in accordance with regulation 7.11.37 of the *Corporations Regulations 2001*, it has been determined that Shares in the Company will be taken to be held by the persons who are registered holders as at 2.00 pm (Sydney Time) on 25 October 2009. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

Proxies

Members who are entitled to attend and vote at the Annual General Meeting may appoint a proxy. A proxy can, therefore, 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 such evidence is not received before the meeting, then the body corporate (through its representative) will not be permitted to act as your proxy.

To appoint a proxy, you must return your duly signed proxy form (see enclosed) to the following address by delivery, mail or facsimile no later than 2.00pm (Sydney time) on 25 October 2009:

Postal Address: GPO Box 242, Melbourne, Victoria 3001; or

 Level 8, 32 Walker Street, North Sydney, New South Wales, 2060

Facsimile Number: (Aus residents) 1800 783 447

 (Overseas) + 61 3 9473 2555

As 25 October 2009 is a Sunday you should make appropriate arrangements to ensure that your proxy form is received in time and using the appropriate method of delivery.

A form of appointment of corporate representative can be obtained by contacting the Company Secretary, Owen Wilson on (03) 8629 1100.

By Order of the Board

Owen Wilson
Company Secretary

24 September 2009

Shareholders are referred to the following documents accompanying this Notice of Annual General Meeting:

- Proxy Form; and
- Explanatory Notes.

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Explanatory Notes

These Explanatory Notes have been prepared for the information of Shareholders in connection with the business to be transacted at the Annual General Meeting of Shareholders to be held on Tuesday, 27 October 2009. A Glossary of key terms is set out at the end of these Explanatory Notes.

The Directors recommend Shareholders read these Explanatory Notes in full before making any decision in relation to the resolutions.

Overview of Business and Resolutions

1. Receipt of the Financial Report

The Corporations Act requires that the Directors', Auditor's and Financial Reports of the Company for the year ended 30 June 2009 be laid before the Annual General Meeting.

These reports are contained within the Annual Report which has been sent to Shareholders.

There is no requirement for Shareholders to pass a resolution on this item. Shareholders will be given an opportunity to raise questions or comments on the reports at the meeting. The Company's Auditor will be available to answer questions on the conduct of the audit, the preparation and content of the Auditor's Report and the accounting policies adopted by the Company in the preparation of its Financial Reports.

2. Remuneration Report

The Corporations Act requires the Remuneration Report of the Company for the financial year ended 30 June 2009 to be laid before the meeting. The Remuneration Report is a part of the Directors' Report contained within the Annual Report.

Shareholders will be given an opportunity to ask questions and comment on the Remuneration Report and will vote on the adoption of the Remuneration Report. The vote is advisory only and does not bind the Company or its Directors.

3. Retirement by rotation and re-election of Mr Richard England

ASX Listing Rules require that an election of Directors be held each year. The Constitution requires that one third of the Directors retire each year and may offer themselves for re-election at the Annual General Meeting.

Mr England is a Director of the Company and has held that role since last being re-elected as a Director by Shareholders on 28 November 2008. Mr England being eligible, offers himself for re-election.

Mr England was appointed Chairman-Elect of the Company on 27 February 2008, and became Chairman on 2 May 2008. Mr England is a member of the Audit and Risk Management Committee and the Remuneration and Nomination Committee. Mr England brings to the Company over 30 years of experience in the accounting and financial services profession as well as relevant experience in a number of industries and businesses, including investments and funds management, insurance, banking, healthcare and agriculture.

Recommendation

The Directors, with Mr England abstaining, recommend that Shareholders vote in favour of Resolution 3.

4. Retirement and election of Mr Mark Carnegie

Under clause 12.4 of the Constitution, any Director appointed as an additional director subsequent to an annual general meeting may only hold office until the next general meeting where they are then eligible for election.

Mr Carnegie was appointed a Director of the Company on 6 February 2009. Since that time, he has been a member of the Company's Remuneration and Nomination Committee. Mr Carnegie brings to the company over 20 years' experience in the investment and corporate advice professions. Mr Carnegie being eligible, offers himself for election.

Recommendation

The Directors, with Mr Carnegie abstaining, recommend that Shareholders vote in favour of Resolution 4.

Glossary

Annual General Meeting means the annual general meeting of Shareholders to be held on 27 October 2009;

ASX means ASX Limited ACN 008 624 691 (also known as Australian Securities Exchange);

ASX Listing Rules means the ASX Listing Rules of ASX from time to time;

Board means the board of Directors of the Company from time to time;

Company means Chandler Macleod Group Limited ABN 33 090 555 052;

Constitution means the constitution of the Company;

Corporations Act means *Corporations Act 2001* (Cth);

Director means a director of the Company;

Explanatory Notes means this document which accompanies and forms part of the Notice of Annual General Meeting;

Resolution means each resolution set out in the Notice of Annual General Meeting;

Shareholder means a holder of Shares in the Company; and

Shares means fully paid ordinary shares in the Company.