

Notice of Annual General Meeting

Notice is hereby given of the Fifty-Fifth Annual General Meeting of

CHALMERS LIMITED ABN 34 004 471 032

To be held at 20-28 Cawley Road, Yarraville, Victoria on
Tuesday 28 October 2014 at 11 am

AGENDA

1 Accounts and Reports

To receive and consider the financial statements for the year ended 30 June 2014 together with the related Directors' Report, Directors' Declaration and Audit Report.

There is no requirement for a formal resolution on this item. The Chairman will allow reasonable opportunity to shareholders at the meeting to ask questions about, or make comments on those statements and reports.

2 Board membership limit

The company's Constitution requires that the board comprise between three and seven members.

Section 201P of the Corporations Act 2001 requires that shareholders approve and confirm board membership numbers below the maximum set in the company's Constitution. Directors do not consider, at this stage, that increasing membership of the board to a total of seven members will provide any significant benefit to the company. Nevertheless, this matter will be kept under review and directors may choose to increase the board membership as considered necessary. It should be noted that shareholders must confirm at each subsequent AGM, the total membership number of the board where it remains below the maximum given in the Constitution.

The following is proposed for shareholders to consider, and if thought fit, to pass as an ordinary resolution: That the membership of the board be confirmed to be five directors.

3 Election of directors

The following directors retire in accordance with the company's Constitution and the Australian Securities Exchange Listing Rules, and being eligible, offer themselves for re-election as directors.

The following is proposed for shareholders to consider, and if thought fit, to pass as separate ordinary resolutions:

- (a) Re-elect Mr GD Mulligan as a director.**
- (b) Re-elect Mr GW Chalmers as a director.**

4 Audited Remuneration Report

To consider and resolve to adopt the Audited Remuneration Report for the year ended 30 June 2014 as detailed in the Annual Report.

Please note that the vote on this resolution is advisory only and does not bind the directors of the company.

5 Other Business

To consider any other business which may be brought forward in accordance with the company's Constitution and the Corporations Act 2001.

Notes: A member who is entitled to attend and vote at the meeting may appoint no more than two proxies to attend and vote in the member's stead. A proxy need not be a member of the company. A Proxy Form is provided on the next page.

Chalmers

Proxy Form

CHALMERS LIMITED

All correspondence to:
The Secretary, Chalmers Limited,
20-28 Cawley Road, Yarraville, VIC 3013
Email: agmproxies@vic.chalmers.net.au
Fax: (03) 9316 2066

I/We

of

being a member/s of CHALMERS LIMITED and entitled to attend and vote, hereby appoint:

<div><div></div><div>The Chairman of the Meeting (mark with an "X")</div></div>	OR	<div>Please leave this box <u>blank</u> if you wish to appoint the Chairman of the Meeting</div>
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OR, if no person or body corporate is named above, the Chairman of the Meeting, as my/our proxy to act generally and to vote on my/our behalf in accordance with the following directions (or if no directions are given, and to the extent permitted by law, as the proxy sees fit), at the Annual General Meeting to be held at 11.00 am on Tuesday 28 October 2014 and at any adjournment of that meeting. I/we expressly authorise the Chairman of the Meeting to exercise my/our proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel. I/We acknowledge that the Chairman of the Meeting intends to vote undirected proxy appointments in favour of the item of business, to the extent permitted by law.

Voting directions

Please indicate your directions with an "X" below:

	For	Against	Abstain*
2 Membership of the board is confirmed to be five directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3a Re-elect Mr GD Mulligan as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3b Re-elect Mr GW Chalmers as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Adopt the Audited Remuneration Report for the year ended 30 June 2013	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Signed this _____ day of _____ 2014

Signature(s) of member(s)

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Notes

- A member who is entitled to attend and vote can appoint up to two proxies. If you wish to appoint a second proxy, an additional Proxy Form must be submitted. You can use a copy of this Form for this purpose. To appoint a second proxy you must:
 - On both of the first and second Proxy Forms, state the percentage of your voting rights or number of securities applicable to each form. If the appointments do not detail the percentage or numbers of votes that each proxy may exercise, then each proxy may exercise half of your total votes. Fractions of votes will be disregarded.
 - Return both the first and second Proxy forms together to the company.
- A proxy need not be a member of the company.
- In order for this Proxy Form to be valid, it must be lodged not less than 48 hours before the commencement of the Annual General Meeting. Lodgement may be made by delivery, post, facsimile, or email to Chalmers Limited.

* If the Abstain box is marked, you are directing your proxy not to vote on your behalf on a show of hands or in a poll. In this case, your votes will not be counted in computing the required majority in a poll.