

## NOTICE OF 2009 ANNUAL GENERAL MEETING

Notice is given that the 98th Annual General Meeting of shareholders of Alesco Corporation Limited (Company) will be held in the AGL Theatre at the Museum of Sydney, corner of Phillip and Bridge Streets, Sydney on Wednesday, 23 September 2009 commencing at 2.30pm (Sydney time).

### ORDINARY BUSINESS

#### A. Chairman's Address and the Chief Executive's Report

#### B. Financial Report

To receive and consider the Financial Statements and the Reports of the Directors and the Auditor on the Financial Statements for the year ended 31 May 2009.

#### C. Remuneration Report

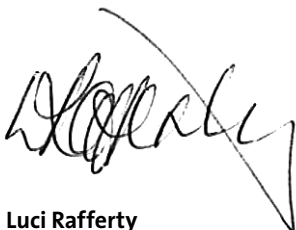
1. To adopt the Remuneration Report for the year ended 31 May 2009.

*Note – the vote on this resolution is advisory only and does not bind the Directors of the Company.*

#### D. Re-election of Director

2. To re-elect as a Director Robert Murray Aitken, who retires by rotation in accordance with Article 9.3 of the Company's Constitution, and, being eligible, offers himself for re-election.

By order of the Board



**Luci Rafferty**  
Company Secretary  
6 August 2009

1. If you cannot attend the Meeting you may appoint a proxy to attend and vote for you. A proxy form is included with this Notice of Meeting for this purpose. Alternatively, you can appoint your proxy online by visiting the Share Registrar's website at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) under Proxy Voting. To do this, you will need your holder identification number (HIN) or securityholder reference number (SRN), surname or company name and postcode or country code and follow the prompts.
2. You may appoint no more than two proxies to attend and vote on your behalf. A proxy need not be a member of the Company. If you appoint two proxies, the instrument may specify the proportion or number of your votes that each proxy is appointed to exercise. If it does not do so, each proxy may exercise half of the votes.
3. If you wish to direct a proxy on how to vote on any resolution, you should place a mark (e.g. a cross) in the appropriate box on the proxy form. Your proxy may only exercise your vote in the manner you have directed. You may specify your voting direction by inserting the number or percentage of shares that you wish to vote in the appropriate box.
4. To be effective, the Company must receive the following by not later than 2.30pm (Sydney time) on Monday, 21 September 2009:
  - your proxy form or online proxy appointment duly completed and signed (follow the online prompts for completing and "signing" your proxy appointment online);
  - if the proxy form or online proxy appointment has been signed under a power of attorney, the power of attorney under which the appointment was signed or a certified copy of the power of attorney (if it has not been noted by the Share Registrar); and
  - if the proxy form or online proxy appointment has been signed by another authority, the authority under which the appointment was signed or a certified copy of the authority (if it has not been noted by the Share Registrar).

These documents (other than online proxy appointments) may be returned in the reply paid envelopes provided. Alternatively, you may send these documents to the Company's Share Registry, by:

### Mail

Alesco Corporation Limited  
C/- Link Market Services Registrars Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia

### Delivery

Alesco Corporation Limited  
C/- Link Market Services Registrars Limited  
Level 12  
680 George Street  
Sydney NSW 2000  
Fax 61 2 9287 0309

### To appoint your proxy online:

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au) (go to Proxy Voting and follow the prompts).

5. Persons holding shares of the Company which are quoted securities on the Australian Stock Exchange at 7.00pm (Sydney time) on Monday, 21 September 2009 will be treated, for the purposes of the Meeting, as shareholders of the Company.

## 6. QUESTIONS AND COMMENTS BY SHAREHOLDERS AT THE MEETING

In accordance with the *Corporations Act 2001*, a reasonable opportunity will be given to shareholders – as a whole – to ask questions about or to make comments on the Company's management or its Remuneration Report at the Meeting. Similarly, a reasonable opportunity will be given to shareholders – as a whole – to ask the Company's external auditor, KPMG, questions relevant to:

- the conduct of the audit;
- the preparation and content of the Auditor's Report;
- the accounting policies adopted by the Company in relation to the preparation of its financial statements; and
- the independence of the Auditor in relation to the conduct of the audit.

Shareholders may submit a written question to KPMG if the question is relevant to the content of KPMG's Audit Report or the conduct of its audit of the Company's financial report for the year ended 31 May 2009.

Relevant written questions for the Company or the Auditor must be received no later than 5.00pm (Sydney time) on Wednesday, 16 September 2009. Where appropriate, a list of those relevant written questions will be made available to shareholders attending the AGM. The Company or KPMG will either answer these questions at the AGM or table written answers to them at the AGM or make them available to shareholders as soon as practicable after the AGM.

Please send any written questions for KPMG or the Company:

- to the address on the enclosed reply envelope; or
- by facsimile to +61 (2) 9248 2099; or
- to the Company at our registered office  
Level 24, 207 Kent Street  
Sydney NSW 2000; or
- by email to: [investorrelations@alesco.com.au](mailto:investorrelations@alesco.com.au)

### ITEM A – CHAIRMAN’S ADDRESS AND THE CHIEF EXECUTIVE’S REPORT

The Chairman will address the Meeting and the Chief Executive will make a presentation on the performance of the Company during the financial year ended 31 May 2009 as well as other strategic and operational activities of the Company. The Chairman will also respond to questions raised by shareholders at or before the Meeting.

### ITEM B – FINANCIAL REPORT

The Company is required by the Corporations Act and its Constitution to table before the Meeting the Financial Statements and the Reports of the Directors and the Auditor on the Financial Statements, for the year ended 31 May 2009. Shareholders are not required to vote on these reports but will be given an opportunity to raise questions on the Reports at the Meeting. The Auditor will be available at the Meeting to answer any questions in relation to the Auditor’s Report.

Shareholders may access a copy of the 2009 Annual Report, including the Financial Report, from [www.alesco.com.au](http://www.alesco.com.au).

### ITEM C – REMUNERATION REPORT

The Board submits its Remuneration Report to shareholders for consideration and adoption by way of non-binding resolution.

The Remuneration Report is set out in the Directors’ Report in the 2009 Annual Report. Shareholders may access a copy of the 2009 Annual Report, including the Remuneration Report, from [www.alesco.com.au](http://www.alesco.com.au).

The Report:

- explains the Board’s policy for determining the nature and amount of remuneration of executive directors and senior executives of the Company;
- discusses the relationship between the Board’s remuneration policy and the Company’s performance;
- sets out remuneration details for the financial year ended 31 May 2009 for each Director and each member of the Company’s senior executive management team; and
- details and explains any performance hurdles applicable to the remuneration of executive directors and senior executives of the Company.

A reasonable opportunity will be provided for discussion of and questions relating to the Remuneration Report at the meeting.

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

### ITEM D – RE-ELECTION OF DIRECTOR

Mr Aitken, a non-executive director, was appointed to the Board on 10 March 2003 and has served a term of three years since he was last re-elected. In accordance with the Constitution he is required to cease office and offer himself for re-election.

**Robert (Rob) Murray Aitken** BE (Chem) (Hons), MBA  
Non-Executive Director Age 58

Member of the Human Resources Committee and Safety Health & Environment Committee

Rob joined the Board in March 2003. He is also Chairman and non-executive director of Nuplex Industries Limited and Rubicor Group Limited.

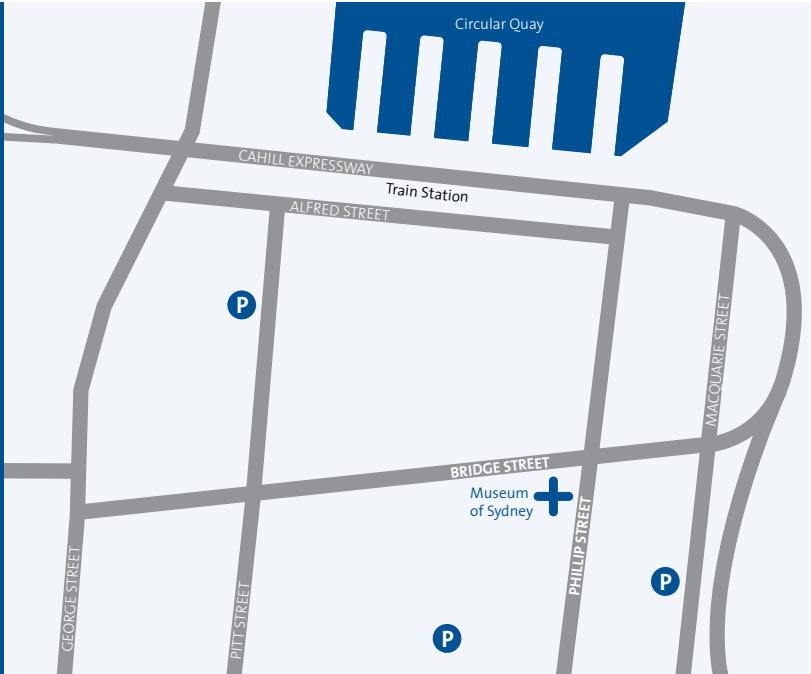
Over the past three years, Mr Aitken was a non-executive director of Nuplex Industries Limited and Rubicor Group Limited. He was also formerly a non-executive director of a number of private equity funded investments and the YMCA Sydney.

Rob has over 25 years’ experience in senior international management roles with manufacturing, industrial marketing and distribution businesses for Southcorp Limited, BTR Plc and CSR Limited. This included roles as Executive General Manager Southcorp Water Heaters, Southcorp Appliances and President Formica Corporation.

Prior to submitting himself for re-election, Mr Aitken acknowledged to the Company that he would have sufficient time to properly fulfil his duties to the Company.

**The Board unanimously recommends that shareholders vote in favour of Mr Aitken’s re-election.**

As announced on 28 January 2009, the Chairman of the Company, Sean Wareing, will retire as a Director and as Chairman of the Company with effect from the end of the Meeting. Mr Wareing joined the Board in September 2000 and was appointed Chairman in October 2000. Mr Wareing is also the Chairman of the Human Resources Committee. The Deputy Chairman of the Company, Mark Luby, will become Chairman following Mr Wareing’s retirement.



## LOCATION

AGL Theatre  
Museum of Sydney  
Corner of Phillip and Bridge Streets  
Sydney  
**Wednesday, 23 September 2009**  
commencing at **2.30pm** (Sydney time)