



Sugar Terminals Limited  
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## NOTICE OF CLASS MEETING OF M CLASS SHAREHOLDERS

18 June 2021

Notice is hereby given that a Class Meeting ("the meeting") of M Class Shareholders of Sugar Terminals Limited, ABN 17 084 059 601, ("the Company" or "STL") will be held:

Date: Friday, 18 June 2021

Time: 10.00am (Brisbane time)

Venue: *Join us in person at:*

STL's Corporate Office, Level 11, 348 Edward Street, Brisbane

*Or vote via proxy form and join us online at:*

[HTTPS://TEAMS.MICROSOFT.COM/L/MEETUP-](https://teams.microsoft.com/l/meetup-join/19%3ameeting_NDY5YTFKYJYTZM4ZS00NTC0LWEZMTCTMZQ5NJY5ZWUXODNL%40thread.v2/0?context=%7B%22tid%22%3A%22B21A5CE0-E0C1-4E0F-8197-7ADA7E6E915F%22%2C%22oid%22%3A%223926FAF5-3984-4168-9453-75D087B29CEE%22%7D)

[JOIN/19%3AMEETING\\_NDY5YTFKYJYTZM4ZS00NTC0LWEZMTCTMZQ5NJY5ZWUXODNL%40THREAD.V2/0?CONTEXT=%7B%22TID%22%3A%22B21A5CE0-E0C1-4E0F-8197-7ADA7E6E915F%22%2C%22OID%22%3A%223926FAF5-3984-4168-9453-75D087B29CEE%22%7D](https://teams.microsoft.com/l/meetup-join/19%3ameeting_NDY5YTFKYJYTZM4ZS00NTC0LWEZMTCTMZQ5NJY5ZWUXODNL%40thread.v2/0?context=%7B%22tid%22%3A%22B21A5CE0-E0C1-4E0F-8197-7ADA7E6E915F%22%2C%22oid%22%3A%223926FAF5-3984-4168-9453-75D087B29CEE%22%7D)

### BUSINESS OF THE MEETING

#### Election of Director by M Class shareholders

1. Mr Rees Fleming resigned as a Director of STL on 21 April 2021.

Nominations for the position of Miller elected Director have been received nominating the following persons:

- Ms Thitichaya (Jia) Poontanasombat
- Mr Rohan Whitmee
- Mr Tianchi (Andrew) Yu

An election will be held at the meeting for M Class shareholders to elect a Director in accordance with Article 17.3 of the Constitution.

By Order of the Board

A handwritten signature in blue ink, appearing to read "P. Bolton", with a horizontal line extending to the right.

Peter Bolton  
CFO and Company Secretary  
19 May 2021



## **IMPORTANT INFORMATION**

### **How to Vote**

#### Eligibility

For the purposes of determining entitlements to vote at the meeting, shares will be taken to be held by the people registered as holders at 6.00pm (Brisbane time) on Wednesday 16 June 2021 (excluding those members to whom a transfer notice has been issued under Article 3.6 of the Constitution).

**A member is not entitled to vote on any resolution unless the member has executed and provided to the Company a Member Status Declaration.** A Member Status Declaration accompanies this Notice of Meeting.

#### Attending in person

If you are attending the meeting in person please bring with you your personalised Proxy Form. You must also bring with you a completed Member Status Declaration.

For those attending the meeting in person, all voting will be by way of poll.

#### Proxies

A member entitled to attend and vote is entitled to appoint a person as the member's proxy and vote in his/her stead. A proxy need not be a member of the Company. If a member does not complete the section of the form directing his or her proxy how to vote, the proxy may vote as he or she thinks fit or abstain from voting.

To be effective, the completed Proxy Form and a completed Member Status Declaration (and, if applicable, the powers of attorney under which they are signed) must be received by the STL Company Secretary via email ([info@sugarterminals.com.au](mailto:info@sugarterminals.com.au)) or post (GPO Box 1675, Brisbane QLD 4001) no later than 10.00am (Brisbane time) on Wednesday 16 June 2021.

If a member is entitled to cast 2 or more votes at the meeting, that member may appoint 2 proxies. Where a member appoints 2 proxies, each proxy may be appointed to represent a specified proportion of the member's voting rights and the member must fill in the proportion of voting rights allotted to each proxy. Failure to specify the proportion of voting rights will mean that each proxy may exercise one half of that member's votes.

A representative appointed by a corporation, pursuant to Section 250D of the Corporations Act, to vote on its behalf should bring to the meeting a duly executed certificate of appointment for presentation and Member Status Declaration and register at the registration desk on the day of the meeting. The certificate of appointment must be executed in accordance with the relevant company constitution, or as permitted by the Corporations Act. The certificate of appointment must be available for inspection at the meeting.

Shareholders cannot appoint themselves as their own proxy.

#### Online voting

Due to the requirements of members to complete a Member Status Declaration, online voting is **not available** for the meeting. Members need to vote in person at the meeting or return a completed Proxy Form and completed Member Status Declaration, as per the guidelines above.



### Voting exclusions

If members appoint a person who is excluded from voting on any resolution as their proxy and members do not direct them on how to vote in respect to any resolution on which they cannot personally vote, then a vote cast by them on that resolution will not be counted. If a member appoints any such excluded person as their proxy, the Company strongly urges the member to direct them how to vote on the resolution they are excluded from voting on. Alternatively, the Company suggests that the member appoint someone else (such as the Chairman) as their proxy.

## **EXPLANATORY NOTES**

These explanatory notes have been prepared to assist members to understand the business to be put to members at the meeting.

### **BUSINESS OF THE MEETING**

#### **1. ELECTION OF DIRECTOR BY M CLASS SHAREHOLDERS**

Article 17.12 of the Constitution allows a Director to resign after giving the Company notice in writing. Mr Rees Fleming provided written notice to the Company of his resignation as a Director of STL on 21 April 2021, effective immediately.

If the office of a Miller elected Director is vacated at least 2 months before the next annual general meeting, and an appointment has not been made by the holders of M Class shares within 1 month of the vacation of the office, then the Directors must immediately call either a class meeting of the holders of M Class shares or a general meeting for the purposes of appointing a successor to be held within 1 month of the calling of the meeting. This is set out in Article 17.14(d) of the Constitution.

In line with Article 17.14(d), this meeting has been called on the basis that:

- the next annual general meeting of the Company is more than 2 months' away; and
- an appointment of a successor to Mr Rees Fleming was not made by the holders of M Class shares within 1 month of the vacation of the office.

Accordingly, an election will be held at the meeting for the Miller elected Director position vacated by the resignation of Mr Rees Fleming. That election must be conducted in accordance with Article 17.3 of the Constitution.

Brief details of the experience and expertise of the persons who have been nominated for the Miller elected Director position are as follows:

#### Ms Thitichaya (Jia) Poontanasombat

Ms Thitichaya (Jia) Poontanasombat is the General Manager Business Improvement and Development of MSF Sugar Pty Ltd. Prior to this, Jia has been with MSF Sugar's parent corporation, Mitr Phol, since 2007. Jia has a proven track record of planning and delivering advanced technology capital expansion projects in Thailand and other parts of Asia, and in recent years, Australia.



Mr Rohan Whitmee

Mr Whitmee is the General Manager Procurement Purchasing and Supply for Wilmar Sugar Australia. Rohan has over 30 years of experience in both technical and commercial roles in Australia and internationally across mining, aviation, FMCG and sugar industries. Rohan holds a Bachelor of Engineering (Mech) (Hons), Bachelor of Economics and an MBA (MBS).

Mr Tianchi (Andrew) Yu

Mr Yu is the CEO and Managing Director of Tully Sugar Limited. Andrew joined COFCO in 1988 and has worked for several COFCO companies with China and abroad. Andrew is a Director of the Australian Sugar Milling Council (ASMC) and member of the ASMC Policy and Trade Committee.