

ALUMINA  
LIMITED

NOTICE OF ANNUAL  
GENERAL MEETING  
2006

OUR DIRECTION IS CLEAR

Registered office: Level 12, IBM Centre, 60 City Road Southbank Victoria 3006 Australia ABN 85 004 820 419

# >NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE THIRTY-SEVENTH ANNUAL GENERAL MEETING OF ALUMINA LIMITED WILL BE HELD IN THE AUDITORIUM, MELBOURNE EXHIBITION CENTRE, 2 CLARENDON STREET, SOUTHBANK, VICTORIA, AUSTRALIA AT 10.30AM ON WEDNESDAY, 2 MAY 2007.

## FINANCIAL AND OTHER REPORTS

1. To receive and consider the Financial Report and the Reports of the Directors and of the Auditor for the year ended 31 December 2006.

## REMUNERATION REPORT

2. To consider and, if thought fit, to pass the following resolution as an ordinary resolution:  
"That the Remuneration Report for the year ended 31 December 2006 be adopted."

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

## RE-ELECTION OF DIRECTOR

3. To re-elect Mr P A F Hay as a Director. Mr Hay retires in accordance with the Company's Constitution. Being eligible, Mr Hay offers himself for re-election.

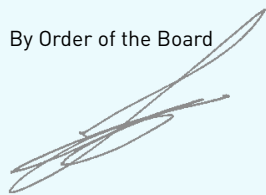
## MODIFICATIONS TO CONSTITUTION – PREFERENCE SHARES

4. 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 2001* (Cth), the Constitution of the Company be modified in the manner described in the Appendix to the Explanatory Notes to the Notice convening this meeting."

## OTHER BUSINESS

5. To transact any other business that may be legally brought forward.

By Order of the Board



STEPHEN C FOSTER  
>COMPANY SECRETARY  
Melbourne, Australia > 28th March 2007

## ITEM 2: REMUNERATION REPORT

The *Corporations Act 2001* (Cth) requires listed companies to provide information regarding the remuneration of directors and senior executives in a Remuneration Report, which forms part of the annual Directors' Report. The Company's Remuneration Report for the year ended 31 December 2006 is set out on pages 50 to 70 of the 2006 Concise Annual Report and is also available on Alumina's website at [www.aluminalimited.com](http://www.aluminalimited.com).

The Remuneration Report includes an explanation of the Company's remuneration policy and the remuneration arrangements in place for directors and certain senior executives whose remuneration arrangements are required by law to be disclosed.

As required by the *Corporations Act 2001* (Cth), a non-binding resolution to adopt the Remuneration Report is to be put to shareholders at the meeting. The vote on this resolution is advisory only and does not bind the Directors or the Company.

The Directors recommend that shareholders vote in favour of the resolution to adopt the Remuneration Report.

## ITEM 3: RE-ELECTION OF DIRECTOR



### >MR PETER A F HAY

Age 56 - LLB  
Independent  
Non-Executive Director

Mr Peter A F Hay retires by rotation and, being eligible, offers himself for re-election. The personal particulars of Mr Hay are set out below.

Mr Hay was elected as a Director of Alumina Limited from the time of the demerger of WMC and has been a Director since that time. Mr Hay is a Director of Pacifica Group Limited, Chairman, Investment Banking at Carnegie Wylie & Company and from July 2000 to July 2005, he was the Chief Executive Officer of the law firm Freehills.

As a legal and investment banking practitioner, Mr Hay has advised corporate clients on major corporate transactions particularly public company takeovers, corporate governance matters and risk management and compliance systems.

Mr Hay's legal, investment banking and management experience enables him to make a valuable contribution to the Board.

The Board recommends that shareholders vote in favour of the resolution to re-elect Mr Hay.

## ITEM 4: MODIFICATIONS TO CONSTITUTION – PREFERENCE SHARES

To ensure the Company has flexibility to undertake an issue of preference shares in the future, it is proposed to amend the Constitution to include the authority required by the *Corporations Act 2001* (Cth). Accordingly, the resolution proposed in item 4 is being put to shareholders, as a special resolution, to introduce a new provision in the Constitution which accords with the general practice of ASX listed companies. The terms of the proposed new provision are set out in the Appendix to this Notice of Meeting.

Any preference share issue conducted in the future would form part of the Company's ongoing management of its capital and objective of minimising its funding costs. A preference share issue may assist the diversification of the Company's equity base and improve capital efficiency and flexibility, while maintaining the Company's financial profile and investment grade credit rating.

The terms of the proposed new provision will provide the Directors with considerable flexibility, within the limits imposed by the *Corporations Act 2001* (Cth) and the ASX Listing Rules, in structuring any issue of preference shares to best suit the circumstances of the Company at the relevant time and its funding requirements. For example, the Directors will be able to determine the rate of any preferential dividend payable on the preference shares, whether those dividends are cumulative (i.e. accumulate if not paid at a particular time), and whether (and on what terms) the preference shares are liable to be redeemed and/or converted into ordinary shares in the Company.

The Directors recommend that shareholders vote in favour of the resolution proposed in item 4.

## ENTITLEMENT TO VOTE

In accordance with regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), the Company has determined that, for the purposes of the meeting, all shares in the Company will be taken to be held by the persons who held them as registered members at 7pm (Melbourne time) on 30 April 2007. All holders of ordinary shares in the Company at that time are entitled to vote at the meeting.

## VOTING

Members entitled to vote at the meeting can vote in any of the following ways:

- > by attending the meeting and voting in person or, in the case of corporate shareholders, by corporate representative; or
- > by appointing an attorney to attend and vote on their behalf; or
- > by appointing a proxy to attend and vote on their behalf, using the proxy form accompanying this Notice.

## VOTING IN PERSON OR BY CORPORATE REPRESENTATIVE

Members entitled to vote who plan to attend the meeting are asked to arrive at the venue 30 minutes prior to the time designated for the meeting, if possible, so that the Company may check their shareholding against the Company's share register and note attendances.

In order to vote in person at the meeting, a corporation which is a member may appoint an individual to act as its representative. The appointment must comply with the requirements of section 250D of the *Corporations Act 2001* (Cth), meaning that the Company will require a Certificate of Appointment of Corporate Representative executed in accordance with the *Corporations Act 2001* (Cth). The Certificate must be lodged with the Company before the meeting or at the registration desk on the day of the meeting. The Certificate will be retained by the Company.

If a Certificate is completed by an individual or a corporation under Power of Attorney, the Power of Attorney under which the Certificate is signed, or a certified copy of that Power of Attorney, must accompany the completed Certificate unless the Power of Attorney has previously been noted by the Company.

## VOTING BY ATTORNEY

A member entitled to attend and vote at the meeting is entitled to appoint an attorney to attend the meeting on the member's behalf. Each attorney will have the right to vote on a poll and also to speak at the meeting.

An attorney need not be a member of the Company.

The Power of Attorney appointing the attorney must be duly executed and specify the name of each of the member, the Company and the attorney, and also specify the meetings at which the appointment may be used. The appointment may be a standing one.

To be effective, the Power of Attorney must also be received by the Company or the Share Registry in the same manner, and by the same time, as outlined below for proxy forms.

## VOTING BY PROXY

A member entitled to attend and vote at the meeting is entitled to appoint one or two proxies. Each proxy will have the right to vote on a poll and also to speak at the meeting.

A proxy need not be a member of the Company, and may be an individual or a body corporate. If a body corporate is appointed as a proxy, it must ensure that it appoints a corporate representative, in the same manner as outlined above in relation to appointments by members, in order to exercise its powers as proxy at the meeting.

A member wishing to appoint a proxy should use the form provided. If a member wishes to appoint two proxies, a request should be made to the Company's Share Registry for an additional proxy form.

Alternatively, proxy forms may be obtained by printing them off the Company's website at [www.aluminalimited.com](http://www.aluminalimited.com). Replacement proxy forms can also be requested from the Share Registry.

Where two proxies are appointed, neither proxy may vote on a show of hands and, for the appointments to be effective, each proxy should be appointed to represent a specified proportion of the member's voting rights. If the proxy appointments do not specify the proportion of the member's voting rights that each proxy may exercise, each proxy may exercise half of the member's votes.

If a proxy is not directed how to vote on an item of business, the proxy may vote, or abstain from voting, as that person thinks fit.

If a proxy is instructed to abstain from voting on an item of business, that person is directed not to vote on the member's behalf on a show of hands or on a poll, and the shares the subject of the proxy appointment will not be counted in computing the required majority.

Members who return their proxy forms but do not nominate the identity of their proxy will be taken to have appointed the chairman of the meeting as their proxy to vote on their behalf. If a proxy form is returned but the nominated proxy does not attend the meeting, the chairman of the meeting will act in place of the nominated proxy and vote in accordance with the directions on the proxy form. Proxy appointments in favour of the chairman of the meeting or any director or the secretary of the Company which do not contain a direction will be used to vote in favour of the resolutions to be proposed at the meeting.

To be effective, proxy forms must be received, by post or by facsimile, at either the registered office of the Company, or at the Company's Share Registry at:

Alumina Limited Share Registry  
Computershare Investor Services Pty Limited  
GPO Box 242,  
Melbourne, Victoria 3001 Australia

Facsimile +61 (0)3 9473 2555

by 10.30am (Melbourne time) on 30 April 2007. Proxy forms received after this time will be invalid.

The instrument appointing a proxy is required to be in writing under the hand of the appointor or of that person's attorney and, if the appointor is a corporation, in accordance with the *Corporations Act 2001* (Cth) or under the hand of an authorised officer or attorney. Where two or more persons are registered as a member, each person must sign the proxy form.

If a proxy form is completed by an individual or a corporation under Power of Attorney, the Power of Attorney under which the form is signed, or a certified copy of that Power of Attorney, must accompany the completed proxy form unless the Power of Attorney has previously been noted by the Company.

## APPENDIX

### Proposed New Rule 3A of Constitution

Immediately following rule 3 of the Constitution, the following new rule 3A be inserted:

“3A. If the Company at any time proposes to create and issue any preference shares:

- (a) the preference shares may be issued on the terms that they are, or at the option of either or both the Company and the holder are, liable to be redeemed, whether out of share capital, profits or otherwise;
- (b) each preference share is to confer on its holder the right to convert the preference share into ordinary shares if and on the basis the Board decides at the time of issue of the preference share;
- (c) (i) each preference share is to confer on its holder a right to receive out of the profits of the Company available for dividend (including an interim dividend) a preferential dividend (including an interim preferential dividend) at the rate or of the amount (which may be subject to an index) and on the basis decided by the Board at the time of issue of the preference share;  
(ii) in addition to the preferential dividend, each preference share may participate with the ordinary shares in dividends (including interim dividends) determined by the Board if and to the extent the Board decides at the time of issue of the preference share; and  
(iii) the preferential dividend may be cumulative if and to the extent the Board decides at the time of issue of the preference share;
- (d) each preference share is to confer on its holder:
  - (i) the right on redemption and in a winding up to payment in cash in priority to any other class of shares of:
    - (A) the amount paid or agreed to be considered as paid on the preference share; and
    - (B) the amount (if any) equal to the aggregate of any dividends accrued (whether determined or not) but unpaid on the preference share, and of any arrears of dividends on the preference share; and
  - (ii) the right, in priority to any payment of dividend (including an interim dividend) on any other class of shares, to the preferential dividend;
  - (e) the preference shares are to confer on the holders the right to a bonus issue or capitalisation of profits in favour of holders of those shares only, if and on the basis the Board decides at the time of issue of the preference shares;
  - (f) a preference share does not confer on its holder any further rights to participate in assets or profits of the Company;
  - (g) the holder of a preference share has the same rights as the holders of ordinary shares to receive notices, reports and accounts and to attend and be heard at all general meetings, but is not to have the right to vote at general meetings except as follows:
    - (i) on any question considered at a meeting if, at the date of the meeting, a dividend (or any part of a dividend) on the preference share is in arrears;
    - (ii) on a proposal:
      - (A) to reduce the share capital of the Company;
      - (B) that affects rights attached to the preference share;
      - (C) to wind up the Company;
      - (D) for the disposal of the whole of the property, business and undertaking of the Company;
    - (iii) on a resolution to approve the terms of a buy-back agreement; and
    - (iv) on any question considered at a meeting held during the winding up of the Company; and
  - (h) the Company may issue further preference shares ranking *pari passu* in all respects with (but not in priority to) other preference shares already issued and the rights of the issued preference shares are not to be taken to have been varied by the further issue.”



## SHAREHOLDERS' QUESTIONS TO THE AUDITOR

Shareholders may submit written questions to PricewaterhouseCoopers (PwC) to be answered at the meeting, provided the question is relevant to the content of PwC's audit report or the conduct of its audit of the Company's financial report for the year ended 31 December 2006.

Written questions must be received no later than 5.00pm (Melbourne time) on Tuesday, 24 April 2007. A list of qualifying questions will be made available to shareholders attending the meeting.

Any written questions to PwC should be sent to:

- > Computershare Investor Services Pty Ltd at the address on the enclosed reply paid envelope;
- > To the Company's registered office  
Level 12, 60 City Road, Southbank, Victoria, 3006;
- > By facsimile to +61 (0)3 8699 2699; or
- > By email to [ken.dean@aluminalimited.com](mailto:ken.dean@aluminalimited.com)

## CONTACT DETAILS

Computershare Investor Services Pty Limited  
Yarra Falls 452 Johnston Street  
Abbotsford Victoria 3067 Australia

Telephone +61 (0)3 9415 4027 or  
1300 556 050 (for callers within Australia)  
Facsimile +61 (0)3 9473 2555  
Email [web.queries@computershare.com.au](mailto:web.queries@computershare.com.au)

