

## Notice of Annual General Meeting

**Notice is hereby given** that the thirty-third Annual General Meeting of Alumina Limited (formerly WMC Limited) will be held in The Regent Theatre, 191 Collins Street, Melbourne, Victoria, Australia at 2.30pm on Friday 2nd May 2003.

### Ordinary business

#### 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 2002.

#### Directors

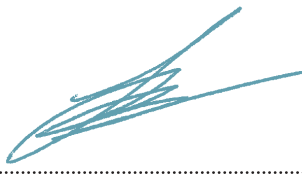
2. To re-elect Mr Donald M Morley as a Director.

Mr Morley retires in accordance with the Company's Constitution. Being eligible, Mr Morley offers himself for re-election.

#### Other business

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

#### By Order of the Board



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**Stephen C Foster**

Company Secretary  
Melbourne, Australia  
20 March 2003

# Notice of Annual General Meeting

## Explanatory Notes

### Ordinary business

#### Resolution 2: To re-elect Mr Donald M Morley as a Director

Mr Donald M Morley retires by rotation and, being eligible, offers himself for re-election. The personal particulars of Mr Morley are set out below.



► Don Morley

Mr Morley was elected as a Director of Alumina Limited from the time of the demerger of WMC, and has been Chairman since that time. Mr Morley was the Director of Finance of WMC from 1983 until April 2001, WMC's Chief Financial Officer from April 2001–June 2002 and Executive Officer of WMC from June–October 2002. Mr Morley is also a director of Iluka Resources Limited.

### Entitlement to vote

In accordance with regulations 7.11.37 and 7.11.38 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 2003 (the Entitlement Time).

All holders of ordinary shares in the Company at the Entitlement 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.

## Explanatory Notes

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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.

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 or obtained from the Company's website.

Where two proxies are appointed, neither proxy may vote on a show of hands and, for the appointments to be effective, each proxy must 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

Alumina Limited

## Explanatory Notes

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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 2.30pm (Melbourne time) on 30 April 2003. 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.

### Contact details

#### Computershare Investor Services Pty Limited

Level 12, 565 Bourke Street  
Melbourne Victoria 3000 Australia

**Telephone: +61 (0)3 9615 5970 or**  
1300 556 050 (for callers within Australia)

Facsimile: +61 (0)3 9611 5710

Email: [web.queries@computershare.com.au](mailto:web.queries@computershare.com.au)

