

NOTICE OF ANNUAL GENERAL MEETING 2005

IF YOU ARE ATTENDING THE MEETING, PLEASE BRING THIS NOTICE WITH YOU TO ASSIST WITH REGISTRATION

Notice is hereby given that the 54th Annual General Meeting of the shareholders of Campbell Brothers Limited will be held in the Grand Ballroom, Hilton Hotel, 190 Elizabeth Street, Brisbane, Qld at 11.00am on Tuesday, 26 July 2005.

ORDINARY BUSINESS

Item 1: Financial Statements and Reports

To receive and consider the Financial Statements and the Reports of the Directors and the Auditor in respect of the financial year ended 31 March 2005.

Item 2: Re-election of Directors

Resolution 1 - Re-election of Mrs Nerolie Withnall

To consider and, if thought fit, to pass the following ordinary resolution:

“That Mrs Nerolie Withnall, a non-executive Director retiring in accordance with Division 34 of the Company’s Constitution, being eligible, is re-elected as a Director of the Company.”

Resolution 2 - Re-election of Mr Geoff McGrath

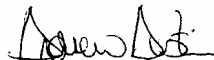
To consider and, if thought fit, to pass the following ordinary resolution:

“That Mr Geoff McGrath, a non-executive Director retiring in accordance with Division 34 of the Company’s Constitution, being eligible, is re-elected as a Director of the Company.”

OTHER BUSINESS

To transact any other business which may legally be brought before the Meeting in accordance with the Company’s Constitution.

By Order of the Board



A Austin
Company Secretary
Brisbane, 9 June 2005



EXPLANATORY NOTES

The following information is provided to shareholders to assist them in deciding how to vote on each of the resolutions set out in the Notice of Annual General Meeting.

Item 1: Financial Statements and Reports

Section 317 of the *Corporations Act 2001* (Cth) requires each of the Financial Report (which includes the Financial Statements and Directors' Declaration), the Directors' Report and the Auditor's Report for the last financial year to be laid before the Annual General Meeting.

Division 55 of the Company's Constitution also provides for these reports to be received and considered at that Meeting.

There is no requirement for the Financial Statements and Reports to be formally approved by shareholders.

The Financial Statements and Reports referred to in Item 1 of the Notice of Annual General Meeting are included in the Annual Report sent to shareholders. Shareholders will be given a reasonable opportunity at the Meeting to ask questions and make comments on these reports and on the business, operations and management of the Company. The Company's external auditor, KPMG, will be in attendance to respond to questions in relation to the conduct of the audit and the preparation and content of the Auditor's Report.

Item 2: Re-election of Directors

Resolutions 1 and 2 - Re-election of Mrs Nerolie Withnall and Mr Geoff McGrath

Division 34 of the Company's Constitution provides that at each AGM, at least one third of the total directors of the Company (who hold office at the commencement of the AGM, excluding the Managing Director and any casual directors appointed since the last AGM) must retire from office. The directors to retire are determined according to the length of time in office, with those having spent the longest time in office retiring. Each retiring director is eligible for re-election in accordance with ASX Listing Rules and the Company's Constitution.

At this AGM, Mrs Nerolie Withnall and Mr Geoff McGrath are retiring from office in accordance with Division 34 of the Company's Constitution and, being eligible, both are seeking re-election as directors of the Company. Their details are:

NEROLIE WITHNALL B.A., LL.B., M.A.I.C.D. **Independent Non-Executive Director Age 61**

Mrs Withnall was appointed a director of Campbell Brothers in 1994. She is a consultant to Minter Ellison Lawyers and a director of Pan Australian Resources NL, Alchemia Limited, the Major Sports Facilities Authority and the Brisbane Institute. She is a member of the Takeovers Panel, the Corporations and Markets Advisory Committee and the Council of the Australian National Maritime Museum. She is Chairman of the Audit and Compliance Committee.

GEOFFREY J McGRATH MIIE. **Chairman, Independent Non-Executive Director Age 62**

Mr McGrath became a director of Campbell Brothers in 2003 and was appointed chairman on 31 July 2004. He retired from GWA International Limited in May 2003 after 43 years service, including the last 10 years as Managing Director. He is a director of Fletcher Building Limited and GWA International Limited. He is Chairman of the Remuneration Committee and a member of the Audit and Compliance Committee.

Each of your directors (other than the director seeking re-election) recommends you vote in favour of Resolutions 1 and 2.

ENTITLEMENT TO VOTE

The Company has determined, in accordance with Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth), that the shares of the Company that are quoted on the ASX as at 11.00am (Brisbane time) on 24 July 2005 will be taken, for the purposes of determining voting entitlements at the Meeting, to be held by the persons who hold them at that time. Accordingly, those persons are entitled to attend and vote at the Meeting.

PROXIES

1. A shareholder entitled to vote at the Meeting is entitled to appoint not more than two proxies to attend and vote at the Meeting on his or her behalf.
2. Where more than one proxy is appointed each proxy must be appointed to represent a specified proportion of the shareholder's voting rights.
3. The proxy form and a notarially certified copy of the power of attorney or other authority (if any) under which it is signed must be received by the Company's share registrar at least 48 hours before the Meeting at:

Computershare Investor Services Pty Limited
Central Plaza One
Level 27, 345 Queen Street, Brisbane, 4000
GPO Box 523, Brisbane, Qld, 4001
Fax: 61 7 3229 9860
4. Corporations are reminded that to enable a representative to vote on their behalf at the Meeting they must appoint a representative under section 250D of the *Corporations Act 2001*. Alternatively, a valid proxy form must be lodged at the above address or fax number.
5. A proxy need not be a shareholder of the Company.
6. It is not necessary to fill in the name of the person to be appointed proxy unless it is desired to appoint a person other than the Chairman.
7. If a shareholder appoints one (1) proxy only, that proxy is entitled to vote on a show of hands or on the taking of a poll.
8. Where a proxy and the shareholder both attend the meeting, the shareholder is not entitled to speak or vote, either on a show of hands or on the taking of a poll, unless notice in writing of the revocation of the proxy's authority was received by the Chairman or at the place for deposit of proxies before the proxy exercises the right to speak or vote.
9. If you require an additional proxy form, contact Computershare Investor Services on 1300 552 270 (within Australia) who will supply it on request.

PROXY FORM

Appointment of Proxy

I/We being a member/s of **Campbell Brothers Limited** and entitled to attend and vote hereby appoint

	The Chairman of the Meeting (mark with an "X")	OR		Write here the name of the person you are appointing if this person is someone other than the Chairman of the Meeting
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or failing the person named, or if no person is named, the **Chairman of the Meeting**, as my/our proxy to act generally at the Meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of the Company to be held in the Grand Ballroom, Hilton Hotel, 190 Elizabeth Street, Brisbane, Qld at 11.00am on 26 July 2005 and at any adjournment of that Meeting.

IMPORTANT INFORMATION

	If the Chairman of the Meeting is your nominated proxy, or may be appointed by default, and you have not directed your proxy how to vote on a particular Resolution, please place a mark in the box at the left.
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By marking this box, you acknowledge that the Chairman of the Meeting may exercise your proxy even if he has an interest in the outcome of that Resolution and that votes cast by him, other than as proxy holder, will be disregarded because of that interest.

If you do not mark this box, and you have not directed your proxy how to vote, the Chairman of the Meeting will not cast your votes on the Resolution and your votes will not be counted in computing the required majority if a poll is called on this Resolution.

The Chairman of the Meeting intends to vote undirected proxies *in favour* of each Resolution.

Proxy instructions

To instruct your proxy how to vote, insert 'X' in the appropriate box against each Resolution set out below.

(If you do not instruct your proxy how to vote on a Resolution, your proxy may vote as they think fit or abstain from voting).

Ordinary Business

	For	Against	Abstain*
Resolution 1 – Re-election of Mrs Nerolie Withnall			
Resolution 2 – Re-election of Mr Geoff McGrath			

* If you mark the Abstain box for a particular Resolution, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

PLEASE SIGN HERE - This section must be signed in accordance with the instructions overleaf

Individual or Shareholder 1	Shareholder 2	Shareholder 3
Sole director and sole company secretary	Director	Director/company secretary

How to complete this Proxy Form

1. Your Name and Address

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your securities using this form.**

2. Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person. If you leave this section blank, or your named proxy does not attend the Meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a shareholder of the Company.

3. Voting on Resolutions

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each Resolution. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any Resolution by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as they choose. If you mark more than one box against a Resolution your vote on that Resolution will be invalid.

4. Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the Meeting and to vote on a poll on your behalf. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry (see contact details below) or you may copy this Proxy Form.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that Proxy Form. If the Proxy Forms do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope.

5. Signing Instructions

You must sign this Proxy Form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, all of the shareholders must sign.

Power of Attorney: to sign under Power of Attorney, you must have already lodged the Power of Attorney with the Company's share registry. If you have not previously lodged the Power of Attorney, please attach a notarially certified photocopy of it to this Proxy Form when you return it.

Companies: where the company has a sole director who is also the sole company secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a company secretary, a sole director can also sign alone. Otherwise this form must be signed by a director jointly with either another director or a company secretary. Please indicate the office held by signing in the appropriate place.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company's share registry (see address details below).

Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at the share registry address given below **not later than 48 hours before** the commencement of the meeting i.e no later than 11.00 a.m. on 24 July 2005. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Address of Company's Share Registry:

Proxies can be delivered, mailed or faxed to -
Computershare Investor Services Pty Limited
Level 27, Central Plaza One, 345 Queen Street, Brisbane Qld 4000

Mailing address: Computershare Investor Services Pty Limited, GPO Box 523, Brisbane Qld 4001

Facsimile: 61 7 3229 9860.