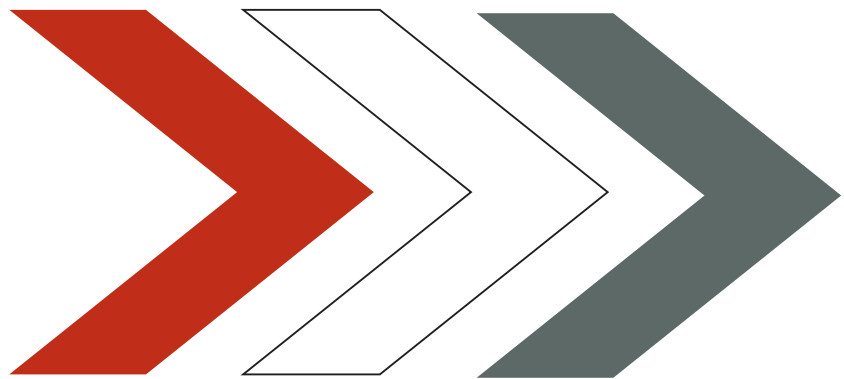




Notice of Annual General Meeting

To be held on 25 November 2008 at 11am
Burswood Convention Centre
The Studio Room
Great Eastern Highway, Perth



**This is an important document.
Please read it carefully.**

If you are unable to attend the Annual General Meeting,
please complete the proxy form enclosed and return it
in accordance with the instructions set out on that
form.

For personal use only



23 October 2008

Dear Shareholder,

COOTE INDUSTRIAL LTD A.C.N. 120 432 144 ANNUAL GENERAL MEETING

It is with pleasure that the Company invites you to attend this year's Annual General Meeting (AGM) to be held in The Studio Room, Burswood Convention Centre, Great Eastern Highway, Perth at 11am (WST) on Tuesday, 25 November 2008.

Please find enclosed the following documents in relation to the AGM:

1. Notice of AGM together with Explanatory Statement.
2. Proxy Form for AGM.
3. Appointment of Corporate Representative Form for AGM.

If you are not able to attend the AGM in person, you are urged to complete and lodge the enclosed Proxy form or Appointment of Corporate Representative form, if a company. You may appoint the Chairman of the meeting as your proxy. To be effective the proxy form must be received by the Company Secretary at the office of the Company at PO Box 270, Maddington WA 6989 or by facsimile (+61 08 9452 2186) by no later than 11am (WST) on Friday, 21 November 2008.

I look forward to seeing you at the AGM.

Yours sincerely

A handwritten signature in blue ink that reads 'Donald Hector'.

Donald Hector
Chairman
23 October 2008



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Annual General Meeting of the Company will be held on Tuesday, 25 November 2008 at 11am at Burswood Convention Centre, The Studio Room, Great Eastern Highway, Burswood, to consider, and if thought fit, pass the resolutions below.

The Explanatory Statement and Proxy Form accompanying this Notice are incorporated in and comprise part of this Notice and should be read in conjunction with this Notice

Shareholders are specifically referred to the glossary which contains definitions of terms used in both this Notice and the Explanatory Statement

AGENDA

1. Annual Accounts

To table the Financial Statements for the year ended 30 June 2008 and the related Director's Report, Director's Declaration and Audit Report thereon.

2. RESOLUTION 1 – REMUNERATION REPORT

To consider and if thought fit, to pass, with or without amendment, the following resolution as a non-binding resolution:

“That, for the purpose of Section 250R (2) of the Corporations Act, the Company adopts the Remuneration Report”.

Short Explanation: Section 250R (2) of the Corporations Act requires that a resolution to adopt the Remuneration Report be put to the vote of the Shareholders of the Company at the Annual General Meeting. However, Shareholders should note that the vote on this Resolution 1 is advisory only and is not binding on the Company or its Directors.

3. RESOLUTION 2 – RE-ELECTION OF A DIRECTOR

To consider and if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

“That Mr Don Patterson, being a Director of the Company who retires by rotation in accordance with the Constitution and who is eligible for re-election, is re-elected as a Director of the Company”

4. RESOLUTION 3 – RE-ELECTION OF A DIRECTOR

To consider and if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

“That Mr Peter Wilson, being a Director of the Company who retires by rotation in accordance with the Constitution and who is eligible for re-election, is re-elected as a Director of the Company”



5. RESOLUTION 4 - APPOINTMENT OF AUDITOR

To consider and if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

“That for the purposes of section 327B of the Corporations Act and for all other purposes, subject to ASIC consenting to the resignation of Rix Levy Fowler as the Company’s auditor, RLF Bentleys Audit & Corporate Pty Ltd, trading as Bentleys A.B.N. 33 121 222 802, having been nominated by a Shareholder to be appointed as the Company’s auditor and having consented in writing to act in the capacity of the Company’s auditor, be appointed as auditor of the Company with effect from the date of this Annual General Meeting or the date that the resignation of Rix Levy Fowler takes effect (whichever is later)”

VOTING RIGHTS AND PROXIES

- (i). A member entitled to attend and vote at the meeting has a right to appoint a proxy.
- (ii). This appointment may specify the proportion or number of votes that the proxy may exercise.
- (iii). The proxy need not be a member of the Company.
- (iv). A member who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes that each proxy is appointed to exercise. If the member appoints two proxies and the appointment does not specify the proportion or number of the member’s votes that each proxy may exercise, each proxy may exercise half of the votes.

If you wish to appoint a proxy and are entitled to do so, then complete and return the enclosed proxy form by either:

1. post to the Company Secretary at the office of the Company at PO Box 270, Maddington WA 6989; or
2. facsimile to the Company Secretary at the office of the Company – facsimile number + (08) 9452 2186; not later than 11am (WST) on Friday, 21 November 2008. Proxy forms received after this time will be invalid.

A corporation may elect to appoint a representative in accordance with section 250D of the Corporations Act in which case the Company will require written proof of the representative’s appointment. Corporate representative appointments may be delivered at any time before the meeting to the Company at its office or may be handed in at the Annual General Meeting itself. A corporate representative appointment form is also enclosed.

The Company has determined in accordance with Regulation 7.11.37 of the Corporations Regulation 2001 that, for the purpose of voting at the meeting or adjourned meeting, shares will be taken to be held by those persons recorded in the Company’s register of Members as at 5:00pm (WST) on Monday, 24 November 2008.

A handwritten signature in black ink that reads 'M Darwish'.

By order of the Board of Directors
 Mustapha Darwish
 Company Secretary
 23 October 2008



EXPLANATORY STATEMENT

General

This Explanatory Statement has been prepared to provide you with information reasonably required to enable you to make an informed decision on how to vote upon the business to be conducted at the Annual General Meeting (AGM).

The purpose of the AGM is to consider and if thought fit, pass the Resolutions outlined below.

The Directors recommend that Shareholders read this Explanatory Statement, which forms part of the accompanying Notice, before determining whether to support the Resolutions or otherwise.

RECEIVE AND CONSIDER THE FINANCIAL STATEMENTS AND REPORTS

The first item of the Notice is to receive and consider the annual financial reports and accounts of the Company for the year ended 30 June 2008. No resolution is required in respect of this agenda item. However, it provides Shareholders with the opportunity to ask questions of the Company's directors and auditors in relation to the Company's results and operations for the financial year.

Shareholders are asked to submit written questions to the Company Secretary at least 5 days prior to the AGM including any directed at the Company's auditors.

RESOLUTION 1 - REMUNERATION REPORT

The Remuneration Report is set out on pages 38 to 43 as part of the Directors Report in the Company's 2008 Annual Report.

The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company.

Section 250R (2) of the Corporations Act requires that a resolution to adopt the Remuneration Report be put to the vote of the Shareholders of the Company at the Annual General Meeting. However, Shareholders should note that the vote on Resolution 1 is advisory only and is not binding on the Company or its Directors. The Company will not therefore be required to alter any arrangements detailed in the Remuneration Report should Resolution 1 not be passed.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the AGM.

RESOLUTION 2 – RE- ELECTION OF DON PATTERSON

The Constitution of the Company requires that one third of the Directors retire by rotation at each annual general meeting of the Company. Don Patterson retires in accordance with this requirement and, being eligible for re-election, offers himself for re-election as a Director at the AGM.

Don held a senior accounting role with Wesfarmers for five years before taking up senior management positions in the finance, retailing and hospitality industries and, most recently five years in commercial property development before joining Coote Engineering in 2002. Don initially assumed the role of Financial Controller of GTSA Engineering and was subsequently appointed to the role of General Manager GTSA Engineering. Over the past 6 years Don has implemented considerable structural reform, planning and other improvements to support the Company's historical growth and future expectations.

RESOLUTION 3 – RE- ELECTION OF PETER WILSON

The Constitution of the Company requires that one third of the Directors retire by rotation at each annual general meeting of the Company. Peter Wilson retires in accordance with this requirement and, being eligible for re-election, offers himself for re-election as a Director at the AGM.

Peter is a qualified Master Mariner and has extensive management experience in the shipping, stevedoring and logistics fields both in the United Kingdom and Australia.



Prior to joining the Company Peter worked for Patrick Corporation's Auto and General Division in a business development role. Prior to his time at Patrick, Peter was advisor to the Federal Minister for Workplace Relations and small business, based in Canberra. Peter is experienced in the areas of materials handling, shipping and in the major logistics and transport processes of mining and resources.

5. RESOLUTION 4 – APPOINTMENT OF COMPANY AUDITOR

The Company's current auditor, Rix Levy Fowler ("RLF"), recently changed their corporate structure from a partnership to a company (which is known as RLF Bentleys Audit & Corporate Pty Ltd (trading as Bentleys) ("Bentleys")). In light of the change in RLF's corporate structure, the Directors consider it prudent to change the auditor of the Company from RLF to Bentleys to reflect the new corporate structure.

As a consequence, RLF have given notice to the Company of their intention to resign as auditor of the Company under section 329 (5) of the Corporations Act; this is subject to receipt by RLF of the consent of ASIC (which RLF has applied for) and shareholder approval of this Resolution (4) for the appointment of Bentleys as the Company's auditor.

Subject to ASIC consenting to the resignation of RLF and receipt by the Company from RLF of a formal notice of resignation, it is proposed that the Company appoint Bentleys as auditor of the Company.

In accordance with section 328B (1) of the Corporations Act, the Company has received a nomination from a Shareholder for Bentleys to be appointed as the Company's auditor. A copy of this nomination is attached to the Explanatory Statement as Annexure A.

Bentleys has given its written consent to act as the Company's auditor subject to ASIC consenting to the resignation of RLF and shareholder approval of this Resolution (4).

If this Resolution (4) is passed, the appointment of Bentleys as the Company's auditor will take effect from the date of this AGM or the date the resignation of RLF takes effect, whichever is later. Under s.329(8) of the Corporations Act, assuming the consent of ASIC is given to the resignation of RLF, the resignation of RLF will take effect on the day (if any) specified in RLF's notice of resignation (which is the date of this AGM), the day on which ASIC gives its consent to the resignation or the day (if any) fixed by ASIC for the purpose, whichever is the last to occur.



GLOSSARY

For the purposes of this Explanatory Statement and the Notice the following definitions apply unless the context requires otherwise.

AGM means the annual general meeting of the Company which is convened by this Notice.

ASIC means Australian Securities and Investments Commission.

ASX means ASX Limited ABN 98 008 624 691.

Company means Coote Industrial Limited (A.C.N.120 432 144).

Corporations Act means the Corporations Act 2001 (Clth).

Directors mean the directors of the Company.

Explanatory Statement means this explanatory statement.

Notice means this notice incorporating the Explanatory Statement.

Resolutions means the resolutions proposed in the Notice.

Shareholder means a shareholder of the Company and Shareholders has a corresponding meaning.

Head Office

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Maddington WA 6109

PO Box 270
Maddington WA 6989
www.coote.com.au

T: +61 (0)8 9251 8000
F: +61 (0)8 9452 2186
ABN: 99 120 432 144



Explanatory Statement - Attachment A

Nomination from a shareholder for the appointment of RLF Bentleys Audit and Corporate Pty Ltd A.B.N 33 121 222 802

21 October 2008

Dear Sirs

Nomination of RLF Bentleys Audit and Corporate Pty Ltd as auditor of Coote Industrial Ltd

I, B Colgan being a shareholder of Coote Industrial Ltd, hereby nominate RLF Bentleys Audit and Corporate Pty Ltd of Level 1, 12 Kings Park Road, West Perth, Western Australia 6005 for appointment as auditor of Coote Industrial Ltd at its 2008 Annual General Meeting.

I consent to the distribution of a copy of this notice of nomination as an annexure to the Notice of Meeting and Explanatory Statement for the 2008 Annual General Meeting of Coote Industrial Ltd as required by section 328B (3) of the Corporations Act 2001.

Original signed by

Bernard Colgan



PROXY FORM

The Company Secretary

Coote Industrial Limited
627-635 Bickley Road
Maddington WA 6989

The Company Secretary
Coote Industrial Limited

I/We, _____ of _____

_____ (address) being a member/s of Coote Industrial Limited A.C.N. 120 432 144 (Company)

hereby appoint _____ (name)

of _____ (address) or failing him or her the

Chairman of the Meeting as my/our proxy to vote on my/our behalf at the Annual General Meeting of the Company to be held at Burswood Convention Centre, The Studio Room, Great Eastern Highway, Burswood on Tuesday, 25 November 2008 at 11 am and at any adjournment of that meeting.

IMPORTANT: If you do NOT wish to direct your proxy how to vote, place a mark in the box below.

By marking this box, you acknowledge that the Chairman of the Meeting, acting as your proxy, may exercise your undirected proxy votes (if you do not specify below how your proxy is to vote below) even if he or she has an interest in the outcome of each resolution which carries a voting exclusion providing that votes cast by him or her other than as proxy holder will be disregarded because of that interest. The Chairman intends to vote undirected proxies IN FAVOUR of each resolution.

If two proxies are appointed, the proportion of my/our total voting rights that this proxy is authorised to exercise are as follows:

_____ (number of votes or percentage of voting rights proxy is authorised to exercise).

Should you desire to direct your proxy how to vote please place a mark in the appropriate boxes below. If you do not instruct your proxy how to vote on a resolution you should mark the box above, leave the boxes below blank and your proxy may vote as he or she thinks fit or abstain from voting. If you leave boxes unmarked for some candidates but not for all candidates, your proxy will not be able to vote your shares in respect of the unmarked candidates.



I/We instruct my/our proxy to vote as follows (the resolutions are numbered as in the Notice of Annual General Meeting):

	For	Against	Abstain ¹
Resolution 1: Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2: Re-election of Director – Don Patterson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3: Re-election of Director – Peter Wilson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4: Appointment of Company Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

This proxy form must be signed by each appointing member (or member’s attorney). Proxy forms submitted by a company must be executed in accordance with section 127 of the Corporations Act or signed by a duly authorised officer or attorney.

Dated this _____ day of _____ 2008

Authorised signature/s

Signed by Individual Member or Attorney:

Signed by Sole Director Company:

Individual Member/Attorney
(delete as appropriate)

Sole Director and Secretary

Signed by Company:

Director

Director/Company Secretary
(delete as appropriate)

This form should be signed by the member. If signed by the member’s attorney, the power of attorney must have been previously noted by the Company or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the member’s constitution and the Corporations Act 2001.

Chapter 2C of the Corporations Act 2001 requires information about you as a member (including your name, address and details of the shares you hold) to be included in the public register of the entity in which you hold securities. Information is collected to administer your shareholding and if some or all of the information is not collected then it might not be possible to administer your shareholding. You can access your personal information by contacting the Company’s share registry at the address or telephone number shown on this form

¹ If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item.



APPOINTMENT OF CORPORATE REPRESENTATIVE
Pursuant to Section 250D of the Corporations Act 2001

_____ (ACN/ARBN _____)
(Insert name of Shareholder/Body Corporate & ACN/ARBN)

Hereby Authorises

(Insert name of appointee)

(*) 1.To act as the Company’s representative at all Annual General Meetings of Coote Industrial Limited
A.C.N. 120 432 144

(*) 2.To act as the Company’s Representative at the Annual General Meeting to be held at the Burswood
Convention Centre, The Studio Room, Great Eastern Highway, Burswood at 11:00am on Tuesday, 25
November 2008 and any adjournment thereof.

Dated this _____ day of _____ 2008

Executed by the corporation in accordance with its Constitution/Section 127 of the
Corporations Act 2001 in the presence of:

(*) Director

(*) Sole Director & Sole Secretary

(*) Director/Secretary

Affix Common Seal here (optional)

(*) Delete if not applicable

This authority may be sent to the registered office or share registry office of the Company in advance of the meeting
as set out in the Notice of Annual General Meeting which this appointment accompanies or handed in at the Annual
General Meeting when registering as a company representative. In either case, the authority will be retained by the
Company.