



# Wesfarmers Limited

ABN 28 008 984 049

9 November 2005

The Manager  
Company Announcements Office  
Australian Stock Exchange Limited  
Level 4  
20 Bridge Street  
**SYDNEY NSW 2000**

Dear Sir

## **ANNUAL GENERAL MEETING**

We advise that at the annual general meeting of the company held yesterday all resolutions as per the enclosed Notice of Meeting were passed.

Details of the votes cast in accordance with section 251AA of the Corporations Act 2001 are also enclosed.

Yours faithfully

L J KENYON  
COMPANY SECRETARY

Enc

## NOTICE OF MEETING

**TIME:** 2.00 pm

**DATE:** Tuesday 8 November 2005

**PLACE:** Grand Ballroom, Burswood Convention Centre, Great Eastern Highway, Burswood, Western Australia

Notice is hereby given that the 24th annual general meeting of Wesfarmers Limited will be held in the Grand Ballroom, Burswood Convention Centre, Great Eastern Highway, Burswood, Western Australia on Tuesday 8 November 2005 at 2.00 pm.

### BUSINESS OF THE MEETING

#### 1. Financial statements and reports

To receive and consider the financial statements and the reports of the directors and of the auditors for the year ended 30 June 2005.

#### 2. Ordinary business

(a) To elect three directors, each of Messrs:

- (i) T R Eastwood,
- (ii) R D Lester and
- (iii) G T Tilbrook,

retires by rotation in accordance with the company's constitution and, being eligible, offers himself for re-election.

(b) To consider, and if thought fit to pass, the following as an ordinary resolution:

"That the Remuneration Report for the year ended 30 June 2005 be adopted."

*Note – the vote on this resolution is advisory only and does not bind the directors or the company.*

**By order of the Board**



**L J Kenyon**

Company Secretary

7 October 2005

## MEMBERS ENTITLED TO ATTEND AND VOTE AT THE MEETING

In accordance with the company's constitution and the Corporations Regulations 2001 the Board has determined that the members entitled to attend and vote at the meeting shall be those persons who are recorded in the register of members at 5.00 am on Monday 7 November 2005.

## PROXIES

Where a member is unable to attend the meeting, we encourage that member to complete and return the enclosed proxy form. Each member is entitled to appoint a proxy. 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 appointment does not specify the proportion or number of the member's voting rights, each proxy may exercise half the votes. A proxy need not be a member. To be effective, duly completed proxy forms, together with any relevant power of attorney, must be received not less than 48 hours before the time for holding the meeting. Please direct proxy forms and any relevant power of attorney to the company's share registry, Computershare Investor Services Pty Limited, Level 2, 45 St George's Terrace, Perth (facsimile: within Australia (08) 9323 2033 outside Australia (+61 8) 9323 2033). Members can also submit their proxy voting instructions online by going to the company's share registry's internet site, [www.computershare.com/au/proxy/wes](http://www.computershare.com/au/proxy/wes).

A body corporate member may elect to appoint a representative, rather than appoint a proxy, in accordance with section 250D of the Corporations Act 2001 (Cth). Where a body corporate appoints a representative the company requires written proof of the representative's appointment to be lodged with or presented to the company before the meeting.

## EXPLANATORY NOTES

### Item 1 – Financial statements and reports

The Corporations Act 2001 (Cth) requires the company's financial statements and reports for the last financial year to be laid before the annual general meeting. The financial statements and reports are contained in the company's 2005 Annual Report a copy of which accompanies this notice (unless you have elected not to receive a copy of the report).

While no resolution is required in relation to this item, shareholders will be given the opportunity to ask questions and make comments on the financial statements and reports.

The company's auditor will also be present at the meeting and shareholders will have an opportunity to ask the auditor questions in relation to the conduct of the audit, the auditor's report, the company's accounting policies and the independence of the auditor.

### Item 2(a) – Election of directors

Messrs T R Eastwood, R D Lester and G T Tilbrook retire by rotation and offer themselves for re-election.

The experience, qualifications and other information about the candidates appear below:

#### Profiles

**Mr T R Eastwood AM**, Non-executive Chairman; Chairman of the Nomination and Remuneration Committee; age 63

Joined the Board in 1994 and was appointed Chairman in December 2002. Trevor holds a Bachelor of Engineering degree from the University of Western Australia and completed the Advanced Management Program at the Harvard Business School in 1982. He commenced his career with the group as an employee of Westralian Farmers Co-operative Limited in 1963 and held a number of management positions in the group up to his retirement in 1992, including his final eight years as Managing Director of Wesfarmers Limited. Trevor is also a director of Perron Group Limited, Prestige Motors Pty Ltd, PG Holdings Limited and WCM Group Pty Ltd. He was formerly the Chairman of West Australian Newspapers Holdings Ltd and he was a director of Qantas Airways Limited during the period from October 1995 to March 2005.

**Mr R D Lester**, Non-executive director; member of the Audit Committee; age 66

Joined the Board in 1995. Dick is a graduate with Honours from Dookie Agricultural College, Victoria and is a licensed property valuer. He was Principal and Chief Executive Officer of Growth Equities Mutual Limited until he sold his interest in that organisation in 1994. He was an inaugural member of the Companies and Securities Advisory Committee established by the Federal Attorney General to advise the Australian Government on securities industries laws. Dick is actively involved in real estate investment and development in the Perth metropolitan area and regional Western Australia. He is a director of a number of unlisted companies and is Chairman of the Western Australian Institute for Medical Research Inc.

**Mr G T Tilbrook**, Finance Director; age 54

Joined the Board in 2002. Gene holds Bachelor of Science and Master of Business Administration degrees and a Diploma in Computing Science from the University of Western Australia. He completed the Advanced Management Program at the Harvard Business School in 1998. Gene joined Wesfarmers in 1985 and has held a number of commercial positions in its Business Development Department and at Wesfarmers Energy. He previously worked in corporate finance and in systems engineering. He is a director of a number of Wesfarmers group subsidiaries and was Executive Director, Business Development before being appointed Finance Director on 13 July 2005. He is also a director of Gresham Partners Holdings Ltd and Australian Railroad Group Pty Ltd.

### Item 2(b) – Adoption of Remuneration Report

The Remuneration Report is required to be considered for adoption in accordance with section 250R of the Corporations Act 2001 (Cth).

The Remuneration Report which details the company's policy on the remuneration of non-executive directors, executive directors and senior executives is set out on pages 101 to 111 of the company's 2005 Annual Report. It is also available on the Wesfarmers internet site [www.wesfarmers.com.au](http://www.wesfarmers.com.au).

The vote on the resolution is advisory only and does not bind the directors or the company.

**WESFARMERS LIMITED**  
**ANNUAL GENERAL MEETING 8 NOVEMBER 2005**  
**DISCLOSURE OF VOTES**

	Resolution 2(a)(i)	Resolution 2(a)(ii)	Resolution 2(a)(iii)	Resolution 2(b)
Total no. of proxy votes exercisable by proxies validly appointed	142,721,057	142,877,132	142,880,527	141,962,955
Total number of proxy votes in respect of which the appointments specified that:				
the proxy is to vote for the resolution	130,668,503	132,331,552	132,495,716	119,312,755
the proxy is to vote against the resolution	1,830,953	273,268	108,147	12,104,411
the proxy is to abstain on the resolution	308,540	152,465	149,070	1,065,857
the proxy may vote at the proxy's discretion	10,221,601	10,272,312	10,276,664	10,545,789
Total votes cast on a poll in favour of the resolution	144,201,141	145,873,432	145,673,380	132,806,987
Total votes cast on a poll against the resolution	1,840,161	318,333	378,872	12,148,288
Total votes exercisable by proxies which were not cast	-	-	-	-