

A.P. EAGERS LIMITED

A.B.N. 87 009 680 013

NOTICE OF MEETING

Notice is given that the Annual General Meeting of A.P. Eagers Limited will be held at 80 McLachlan Street, Fortitude Valley, Queensland on Friday 29 May 2009 at 9.00 am.

1. Financial Statements and Reports

To receive and consider the financial report of the Company, together with the consolidated financial report of the Company and its controlled entities, for the year ended 31 December 2008 and the reports of the directors and auditor.

(Refer to Item 1 of the Explanatory Notes.)

2. Re-election of Director

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

“That Mr N.G. Politis, retiring by rotation in accordance with listing rule 14.4 and article 47(a) of the constitution and, being eligible, offering himself for re-election, be elected as a director of the Company.”

(Refer to Item 2 of the Explanatory Notes.)

3. Remuneration Report

To consider and, if thought fit, pass the following advisory resolution in accordance with section 250R(2) of the *Corporations Act 2001*:

“That the Remuneration Report for the year ended 31 December 2008 be adopted.”

Note: The vote on this resolution is advisory only and does not bind the directors or the Company.

(Refer to Item 3 of the Explanatory Notes.)

PROXIES

You can appoint not more than 2 proxies to vote on your behalf. You can direct the proxy (or proxies) how to vote. If you appoint more than 1 proxy, each proxy must be appointed to represent a specified proportion of your voting rights. A proxy does not need to be a shareholder.

If the proxy form is signed under a power of attorney, you must also lodge the power of attorney with the Company not less than 48 hours before the meeting, unless you have previously sent the power of attorney to the Company.

To appoint a proxy (or proxies) you must complete and sign the enclosed proxy form and lodge it, not less than 48 hours before the meeting (ie. by 9.00am Wednesday 27 May 2009) at the following address or fax number:

Address: 80 McLachlan Street
PO Box 199
Fortitude Valley, Queensland 4006
Fax no: (07) 3248 9459

ENTITLEMENT TO VOTE

The directors have determined that for the purposes of the meeting all shares in the Company will be taken to be held by the persons who hold them as registered shareholders at 9.00 am on Wednesday 27 May 2009.

By Order of the Board
20 April 2009

D G Stark
Company Secretary

EXPLANATORY NOTES TO THE A.P. EAGERS LIMITED NOTICE OF MEETING

These Explanatory Notes (which are included in and form part of the notice of Annual General Meeting) are intended to provide shareholders with an explanation of the business of the Annual General Meeting ("AGM") and each of the proposed resolutions.

ITEM 1 – Financial Statements and Reports

The *Corporations Act* requires the financial report (including income statement, balance sheet, statement of recognised income and expense, cash flow statement and directors' declaration), the directors' report and the auditor's report for the year ended 31 December 2008 to be laid before the AGM.

The financial report has been approved by the directors and audited.

Although neither the *Corporations Act* nor the Company's constitution requires that shareholders approve the report, the chairman will allow a reasonable opportunity at the AGM for shareholders as a whole to ask questions about and make comments on the report and on the management of the Company.

ITEM 2 – Re-election of Director - Mr N. G. Politis

Mr Nick Politis was appointed as a director of the Company in May 2000 and was last re-elected at the AGM of the Company held on 12 May 2006. The ASX Listing Rules and article 47(a) of the Company's constitution require that a director must not hold office without re-election past the third AGM following the director's appointment or 3 years, whichever is longer. Mr Politis offers himself for re-election at the AGM.

Directors' Recommendation

The Board of directors (with Mr Politis abstaining) recommends that members vote in favour of the resolution for the re-election of Mr Politis as a director.

ITEM 3 – Remuneration Report

The Remuneration Report of the Company for the year ended 31 December 2008 is set out in the Directors' Report. The Remuneration Report sets out the Company's remuneration arrangements with the Managing Director, executives and non-executive directors.

A reasonable opportunity will be provided for members as a whole to ask questions about, or make comments on, the Remuneration Report at the AGM.

Section 250R of the *Corporations Act* requires that this resolution be put to the vote. However, the vote on this resolution is only advisory and does not bind the Company or its directors.

Directors' Recommendation

The Board of directors unanimously recommends that members vote in favour of the resolution for the adoption of the Remuneration Report.

A.P. EAGERS LIMITED ABN 87 009 680 013

PROXY FORM

The Secretary
A.P. Eagers Limited
80 McLachlan Street
FORTITUDE VALLEY QLD 4006

I/WE,
(Name(s) of Individual or Corporate holder(s))

OF
.....
(Address of holder as shown on the register of members)

a member of A.P. Eagers Limited, hereby appoint

.....
(Name of proxy in block letters)

or failing that person, or if no person is named, 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 9.00am on Friday 29 May 2009 and at each and every adjournment thereof.

If you wish to appoint two proxies then please photocopy this form and use one form for each proxy. Indicate below the percentage of voting rights each proxy represents. Alternatively, you can ring the Company Secretary on Tel: (07) 3248 9455 and ask for a second proxy form to be mailed to you. If two proxies are appointed, neither may vote on a show of hands. *The proxy appointed by this form is appointed to exercise% of my/our voting rights. (To be completed only if two proxies are being appointed.)*

Direction to Proxy on Voting

If the Chairman of the meeting is appointed as your proxy, or may be appointed by default and you do **not** wish to direct your proxy how to vote as your proxy in respect of a resolution, please place a mark in the box.

By marking this box, you acknowledge that the Chairman of the meeting may exercise your proxy even if he/she has an interest in the outcome of the resolution/s and that votes cast by the Chairman of the meeting for those resolutions 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 will not cast your votes on the resolution and your votes will not be counted in calculating the majority if a poll is called on the resolution.

		For	Against	Abstain
Item 2.	To re-elect Mr N. G. Politis as a director.			
Item 3	To adopt the Remuneration Report			

(A tick or a cross should be placed in the appropriate box if the member wishes to direct the proxy to vote on a poll. If the member wishes to apportion their votes, a specified number of shares should be written in the appropriate boxes - e.g. 1,000 "For" and 500 "Against".)

I/we understand that if I/we have not directed my/our proxy how to vote, my/our proxy may vote or abstain from voting as they think fit.

If you mark the abstention box for a particular item, you are directing your proxy not to vote on a show of hands or on a poll and your shares will not be counted in computing the required majority on a poll.

INDIVIDUALS TO SIGN HERE

COMPANIES TO SIGN HERE

Executed in accordance with section 127
of the *Corporations Act 2001*

Director

Signature of Individual

Director/Secretary (Delete inapplicable)

OR

Sole Director and Sole Company Secretary

Note: If a joint holding, either shareholder may sign. If this form is being signed by a person who is not the registered holder, then the relevant authority (eg power or attorney) must be attached to this form.

Important Note:

If only one signatory needs to sign on behalf of a company under its constitution and that signatory is not the Sole Director and Sole Company Secretary, then a certified copy of the company's constitution must be attached to this form and evidence of the identity of the signatory.

Dated this _____ day of _____ 2009.

In order to be effective, the signed Proxy Form (and the relevant authority under which it is signed, if any) must be lodged at the registered office of the Company, 80 McLachlan Street, Fortitude Valley, Brisbane, Queensland 4006 not less than 48 hours before the time appointed for the meeting. Executed Proxy Forms may be delivered to the registered office, mailed to PO Box 199, Fortitude Valley, Qld, 4006 or faxed to (07) 3248 9459.

Appointment of Proxies

A member entitled to attend and vote is entitled to appoint not more than two proxies.

Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the member's voting rights and neither proxy may vote on a show of hands.

A proxy need not be a member of the Company.