



ABN 69 009 205 261

Notice of Annual General Meeting

The Annual General Meeting of Fleetwood Corporation Limited (the **company**) will be held in Plaza Ballroom 1, Hyatt Regency Perth, 99 Adelaide Terrace, Perth, Western Australia at 9.30am on Friday, 12 November 2010.

Agenda

1. Chairman's Address – Mr. Michael Hardy

2. Directors' Report and Financial Statements

To receive and consider the financial report of the company for the year ended 30 June 2010 together with the directors' declaration and report and the auditors' report included in the annual report.

3. Resolution 1 – Remuneration Report (refer to explanatory memorandum)

To consider and if thought fit, pass the following as an **advisory resolution**:

"That the Remuneration Report for the year ended 30 June 2010 be adopted".

4. Resolution 2 - Approval of Amendments to Financing Arrangements (refer to explanatory memorandum)

To consider and if thought fit, pass the following as a **special resolution**:

"That for the purposes of section 260B of the Corporations Act 2001 (Cth) and for all other purposes, approval be given for the entry by BRB Modular Pty Ltd into the financing and security arrangements described in the Explanatory Memorandum accompanying the Notice of Annual General Meeting".

5. Resolution 3 – Election of Mr. Greg Tate

To consider and if thought fit, pass the following as an **ordinary resolution**:

"That Mr. Greg Tate, who retires in accordance with the company's constitution and being eligible, be re-elected as a director".

6. Other Business

To deal with any other business that may be considered in accordance with the constitution of the company and the Corporations Law.

By order of the Board

A handwritten signature in black ink, consisting of a large, stylized letter 'B' followed by a long, horizontal flourish.

Bradley Denison
Company Secretary
30 September 2010

Explanatory Memorandum

Resolution 1: Remuneration Report

The Corporations Act requires that the company's members vote on whether or not the Remuneration Report should be adopted. The Remuneration Report is contained within the Directors' Report. The Corporations Act provides that the vote on the resolution is advisory only and does not bind the directors or the company.

Resolution 2: Approval of Amendments to Financing Arrangements

On 10 August 2010, the company announced the acquisition of BRB Modular Pty Ltd (**BRB**) (the **acquisition**). The acquisition was completed on 18 August 2010 and accordingly BRB is now a wholly owned subsidiary of the company. The acquisition has provided the company with a range of benefits including access to new markets.

As announced on 10 August, the company chose to fund the cash requirements relating to the acquisition using funds drawn from its existing debt facility with Westpac Banking Corporation (the **facility**). The company and its existing subsidiaries have provided security, guarantees and various other undertakings in favour of Westpac Banking Corporation in respect of the facility. To ensure compliance with the terms of and flexibility with respect to the future use of the facility, the company now proposes that BRB will provide similar undertakings in respect of the facility as those currently provided by the company and its subsidiaries. This may include BRB providing a guarantee and indemnity for the repayment of amounts owing under the facility (including those owed by the company and its other subsidiaries) and executing security over its assets. This may impact on BRB. This should be considered along with BRB's increased access to capital through becoming part of the company.

The accession of BRB to the facility agreement and associated security arrangements (including any future performance of rights and obligations therein) may constitute the giving of financial assistance in connection with the acquisition. Under sections 260A and 260B of the Corporations Act, BRB may give such assistance where approved by the shareholders by a special resolution passed at a general meeting of both BRB and the company. In consultation with its financiers, the company therefore believes it prudent to seek this approval before implementing these arrangements.

If the amendments to the facility are not approved by shareholders, the company will need to agree varied terms to its financing arrangements.

As the company is already liable for the amounts payable under the facility agreement, the approval for BRB's assets to become part of the security arrangements with its bank is unlikely to have any adverse effect on the company.

Furthermore, and having regard to the group's current financial position, the Directors do not have any reason to believe that following the contemplated amendments to the facility, either the company, BRB or any other subsidiaries are likely to default in their obligations under the facility agreement.

The Directors therefore unanimously recommend that shareholders vote in favour of this resolution.

Proxies

A shareholder has the right to appoint a proxy, who need not be a shareholder of the Company. If a shareholder is entitled to cast two or more votes they may appoint two proxies and may specify the percentage of votes each proxy is appointed to exercise. The proxy form must be deposited at the share registry of the Company; Computershare Investor Services Pty Limited, GPO Box 242 Melbourne, Vic 3001 or by facsimile to Computershare on (08) 9323 2033 no later than 48 hours before the commencement of the meeting. For intermediary online subscribers (custodians), please visit www.intermediaryonline.com


Voting Entitlements

The Board has determined in accordance with the Company's Constitution and the Corporations Act 2001 that a shareholder's voting entitlement at the meeting will be taken to be the entitlement of that person shown in the register of members as at 9.30am on 12 November 2010.

Electronic Delivery

By corresponding with you electronically, Fleetwood is able to reduce costs and provide more timely information. Information such as Notice of Meeting, Online Proxy and Dividend Advice can be accessed through web address links that will be sent to you via email. You will also be able to update certain information relating to your shareholding such as Tax File Number Notification, Direct Credit Instruction and Change of Address. To register your email address, go to www.computershare.com. The default method for receiving an annual report is via the company's website. Accordingly, if you have not requested a printed copy of the annual report, you can now download your 2010 annual report at www.fleetwood.com.au

If you have any questions about your security holding, please contact Computershare Investor Services Pty Ltd on (08) 9323 2000 or visit their website at www.computershare.com



000001 000 FWD
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Lodge your vote:



By Mail:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Proxy Form

 **For your vote to be effective it must be received by 9:30am (WST) Wednesday 10 November 2010**

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the information tab, "Downloadable forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Turn over to complete the form →

**Your Annual Report is now
available for download:**



www.fleetwood.com.au/investor.html

Review and update your security holding:

www.investorcentre.com/au

Your secure access information is: SRN/HIN: 1999999999



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Fleetwood Corporation Limited hereby appoint

the Chairman of the meeting OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate 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 Fleetwood Corporation Limited to be held in Plaza Ballroom 1, Hyatt Regency Perth, 99 Adelaide Terrace, Perth, Western Australia on Friday, 12 November 2010 at 9:30am (WST) and at any adjournment of that meeting.

STEP 2 Items of Business

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

Advisory Resolution

Resolution 1 Remuneration Report

For	Against	Abstain
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Special Resolution

Resolution 2 Approval of Amendments to Financing Arrangements

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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Ordinary Resolution

Resolution 3 Election of Mr. Greg Tate

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____

Date ____/____/____

FWD

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Computershare