

notice of annual general meeting

2010

Ridley Corporation Limited
ABN 33 006 708 765

Notice is hereby given that the 23rd Annual General Meeting (Meeting) of Ridley Corporation Limited (Company) will be held in the Marble Room at the Radisson Plaza Hotel, 27 O'Connell Street, Sydney on Monday, 22 November 2010 at 10am. Registration will commence at 9am.



Notice of Meeting

Ordinary items of business

1. Financial statements and reports

To consider the Financial Statements, the Directors' Report and the Auditor's Report for the Company for the year ended 30 June 2010.

2. Remuneration Report

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

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

The Remuneration Report is set out on pages 33 to 38 of the 2010 Annual Report. Please note that the vote on this item is advisory only and does not bind the Directors or the Company.

3. Election of Directors

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

"That Associate Professor Andrew Vizard, a Director retiring from office by rotation in accordance with rule 49 of the Company's Constitution, being eligible, be re-elected as a Director of the Company."

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

"That Dr Robert van Barneveld, being a Director appointed since the last Annual General Meeting and who offers himself for election pursuant to rule 48(d) of the Company's Constitution, be elected as a Director of the Company."

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

"That Dr Gary Weiss, being a Director appointed since the last Annual General Meeting and who offers himself for election pursuant to rule 48(d) of the Company's Constitution, be elected as a Director of the Company."

Special items of business

4. Issue of Performance Rights to Managing Director

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

"That the Company approves, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the issue of 643,000 Performance Rights under the Company's Long Term Incentive Plan to the Company's Managing Director, Mr John Murray, and the issue of ordinary shares in the Company to him upon the exercise of those Performance Rights."

In accordance with the ASX Listing Rules, the Company will disregard any votes cast on this resolution by:

- Mr John Murray, Managing Director of the Company; and
- an associate of the Managing Director of the Company,

however, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides (and the acknowledgment box on the proxy form in relation to this resolution is marked).

A detailed explanation of the background and reasons for the proposed Resolutions is set out in the attached Explanatory Memorandum.

Pursuant to regulation 7.11.37 of the Corporations Regulations, the Directors have determined that the shareholdings of each member for the purposes of ascertaining voting entitlements for the Annual General Meeting will be as it appears on the share register at 10am on Saturday, 20 November 2010. This means that if you are not the registered holder of a relevant share at that time, you will not be entitled to vote in respect of that share.

By order of the Board.



A Boyd
Company Secretary

28 September 2010

Notes

1. If you cannot attend the meeting, you may appoint a proxy to attend and vote for you. A proxy may be a person or a company, and need not be a shareholder of Ridley Corporation Limited. If you are entitled to cast two or more votes, you may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no such proportion or number is specified, each proxy may exercise half of your votes. Your personalised proxy form is enclosed. Proxy voting instructions are provided on the back of the proxy form.

2. Proxies must be received not less than 48 hours before the meeting by Ridley Corporation Limited's Share Registry at:

Computershare Investor Services,
GPO Box 242,
Melbourne VIC 3001;

By fax to Computershare
(03) 9473 2555
or 1800 783 447;

Online via www.investorvote.com.au.
Please submit your votes electronically by entering the control number on the front page of the proxy form and follow the prompts. For custodians who are subscribers of Intermediary Online, please submit your votes via www.intermediaryonline.com; or

Ridley Corporation Limited's registered office at
Level 4, 565 Bourke Street,
Melbourne VIC 3000.

Explanatory Memorandum

This Explanatory Memorandum is an important document and should be read carefully.

Item 1 – Financial statements and reports

As required by section 317 of the Corporations Act, the Financial Report, Directors' Report and Auditor's Report of Ridley Corporation Limited (the Company) for the financial year ended 30 June 2010 will be laid before the meeting.

Item 2 – Non-binding vote on the Remuneration Report

A copy of this report is set out on pages 33 to 38 of the 2010 Annual Report and can also be found on the Company's website at www.ridley.com.au

The Remuneration Report forms part of the Directors' Report for the financial year ended 30 June 2010, and contains information required by section 300A of the Corporations Act 2001 and accounting standard AASB124: *Related Party Disclosures*.

The Remuneration Report includes:

- a discussion of the Board's policy in relation to the nature and level of remuneration paid to Directors and senior executives of the Company and its controlled entities;
- a discussion of the relationship between the Board's remuneration policy and the Company's performance, including information about performance conditions; and
- details of the remuneration paid to each Director of the Company (including the Chief Executive Officer) and to the employees with the responsibility and authority for planning, directing and controlling

the activities of the Company and its controlled entities (Key Management Personnel), which include the five highest paid Group Executives for the financial year ended 30 June 2010.

Section 250R of the Corporations Act requires the Company to put a resolution for adoption of the Remuneration Report to a vote at the meeting. In accordance with section 250R, the vote on Resolution 2 will be advisory only and will not bind the Directors or the Company. During this item of business, the members as a whole at the meeting will be given a reasonable opportunity to ask questions about, and make comments on, the Remuneration Report. The Directors recommend that shareholders vote in favour of Resolution 2.

Item 3 – Election of Directors

Dr John Keniry retires from office by rotation in accordance with rule 49 of the Company's Constitution, has advised of his intention not to stand for re-election, and thereby will retire at the end of the Meeting.

(i) Associate Professor Andrew Vizard BVSc(Hons) MPVM
Independent Non-executive Director, Age 52

A Director since 2001, Andrew is a senior consultant and former Director of the Mackinnon Project at the University of Melbourne. Andrew is an experienced Company Director and has served on the board of numerous companies, statutory bodies and scientific organisations.

Andrew is currently a board member of Animal Health Australia and a trustee of the Australian Wool Education Trust.

Associate Professor Andrew Vizard retires as a Director by rotation in accordance with the Company's Constitution and, being eligible, has offered himself for re-election. The Board recommends voting in favour of this resolution and the Chair of the meeting will be voting any open proxies in favour of it.

(ii) Dr Robert van Barneveld B.Agr. Sc. (Hon), PhD, R.An.Nutr., FAICD
Independent Non-executive Director, Age 43

Dr Robert van Barneveld was appointed by the Directors of the Company on 21 June 2010 in accordance with rule 48(d) of the Company's Constitution. Dr van Barneveld is a registered animal nutritionist, has a Bachelor of Science with a major in Animal Production and a PhD from University of Queensland. Dr van Barneveld brings to the Board a wealth of experience in the agricultural sector, and currently serves on the Boards of Pork CRC Ltd, Australian Pork Limited, and Porks Pty Ltd, and is also Chairman and President of Autism Queensland Inc.

Dr van Barneveld retires as a Director in accordance with the Company's Constitution and, being eligible, has offered himself for election. The Board recommends voting in favour of this resolution and the Chair of the meeting will be voting any open proxies in favour of it.

(iii) Dr Gary Weiss LLB (Hons) LLM (NZ) JSD

Non-executive Director, Age 57

Dr Gary Weiss was appointed by the Directors of the Company on 21 June 2010 in accordance with rule 48(d) of the Company's Constitution.

Dr Weiss is an Executive Director with the Guinness Peat Group, an associated entity of Ridley Corporation Limited's largest shareholder, GPG Nominees Pty Ltd. Dr Weiss has LL.B (Hons) and LL.M (Dist.) degrees from Victoria University of Wellington, New Zealand and a JSD from Cornell University, New York. Dr Weiss has extensive experience in international capital markets and is a Director of a number of public companies.

Dr Weiss retires as a Director in accordance with the Company's constitution and, being eligible, has offered himself for election. The Board recommends voting in favour of this resolution and the Chair of the meeting will be voting any open proxies in favour of it.

Special items of business

Item 4 – Issue of Performance Rights to Managing Director

Resolution 4 seeks approval, for the purposes of ASX Listing Rule 10.14 and for all other purposes, for the issue of 643,000 Performance Rights under the Company's Long Term Incentive Plan (LTIP) to the Company's Managing Director, Mr John Murray, and for the issue of ordinary shares in the Company upon exercise of those Performance Rights.

Background

The LTIP was introduced in October 2006 and Mr Murray is presently the only Director of the Company entitled to participate in the LTIP.

The participation of Mr Murray and other selected executives in the LTIP is a result of the Company's decision to provide long term rewards that are

linked to shareholder returns. Under the LTIP, selected executives and the Managing Director may be offered a number of Performance Rights (Right). Each Right provides the entitlement on exercise to acquire one fully paid ordinary share in the Company at nil cost.

During the year, the Board engaged the Godfrey Remuneration Group to market benchmark the competitiveness of the total remuneration packages for the Company's senior management, including the Managing Director. Benchmarked against an Australian listed industrial group of 20 comparator companies, the report concluded that the base remuneration and short term incentive remuneration levels were appropriate but that the long term incentive remuneration levels were significantly below the comparator group median. The report therefore recommended an annual issue of a number of Rights, with such Rights having appropriate vesting profiles and performance hurdles. The number of Rights for the Managing Director approved by the Board and hereby tabled for shareholder approval reflects that recommendation.

Under the LTIP, Rights vest three years after the date on which they are issued, the three years being the performance period, provided that the following performance criteria are satisfied:

- that the employee is employed by the Company on the date of vesting (subject to certain exceptions including where employment ceases due to death, disability or redundancy more than 12 months into the performance period); and

- that over the performance period the Company achieves a target performance level, as measured by reference to the Company's Total Shareholder Return (TSR), as compared against a comparator group comprising those companies ranked 100 to 300 in the ASX/S&P 300 Index on the date of the Rights being issued. The TSR is calculated having regard to, broadly, the movement in share price over the performance period on the assumption that all dividends are reinvested. The proportion of Rights which vest depends on the Company's TSR ranking.

A description of the LTIP can be found in the Remuneration Report on pages 33 to 38 of the Company's 2010 Annual Report. A copy of the Plan Rules of the LTIP will be made available free of charge if requested by a shareholder from the Company Secretary.

Terms of the proposed Issue of Rights

Timing of issue

If approved by shareholders, the Rights will be issued before 31 December 2010.

Consideration for issue and exercise

The Rights issued to Mr Murray will be issued for nil consideration payable, and each Right will provide the entitlement on exercise to acquire one fully paid ordinary share in the Company for nil consideration.

Explanatory Memorandum continued

Maximum number of Rights

The maximum number of Rights which may be acquired by Mr Murray under the shareholder approval being sought is 643,000.

Details of Rights previously granted under the LTIP to Directors

Mr Murray is presently the only Director of the Company entitled to participate in the LTIP.

Approval was last given to the issue of Rights for the purposes of Listing Rule 10.14 at the 2006 Annual General Meeting, at which shareholders approved the grant of 450,000 Rights to the then Managing Director of the Company, Mr Bickford-Smith. Those Rights were issued to him in November 2006.

Since that time, Mr Murray has been issued 550,000 Rights for nil consideration, but he was not a Director at the time of their issue. No other Director, nor any associate of a Director, has received any Rights since the date of that last approval.

Other information

A voting exclusion statement is set out immediately beneath the relevant resolution.

No loans have been or will be provided by the Company in relation to the issue of Rights to, or the exercise of Rights by, Mr Murray under the LTIP.

Details of any Rights issued to a Director under the LTIP will be published in the Company's Annual Report relating to the period in which the Rights have been issued. The Annual Report will also contain a statement that shareholder approval for the issue of the Rights was obtained under ASX Listing Rule 10.14.

Any person other than Mr Murray who becomes entitled to participate in the LTIP, and who requires approval to participate in the LTIP under ASX Listing Rule 10.14, will not be issued Rights until that approval is obtained under ASX Listing Rule 10.14.

Recommendation

The Non-Executive Directors recommend that shareholders vote in favour of the resolution to approve the issue of Rights to Mr Murray on the basis outlined above.

Questions from Shareholders



Please use this form to submit any questions concerning the Company that you would like us to respond to at the Annual General Meeting. Your questions should relate to matters that are relevant to the business of the meeting, as outlined in the accompanying Notice of Meeting and Explanatory Notes.

We will respond to as many of the more frequently asked questions as possible at the AGM. Please note we will not be able to reply individually.

Please return this form to the Company's Share Registry, Computershare by fax to (03) 9473 2555.

Shareholder's name _____

Address _____

Question(s): Please tick box if it is a question directed to the auditor.



