



NOTICE OF ANNUAL GENERAL MEETING AJ LUCAS GROUP LIMITED

ABN 12 060 309 104

Notice is given that the Annual General Meeting (**AGM**) of the Company will be held at the Company's offices as set out below:

Date: Wednesday 30 November 2011
Time: 10:00am
Address: Hyundai Building
3rd Floor
394 Lane Cove Road
Macquarie Park NSW 2113

to conduct the following business.

GENERAL BUSINESS

Financial statements and reports

To receive and consider the annual financial report of the Company for the year ended 30 June 2011 and the reports from the directors and auditor thereon. Please note that there is no vote on this item.

Resolution 1 – Re-election of director

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

“That Genelle Coghlan, having retired by rotation in accordance with clause 10.2 of the Company's constitution and, being eligible, having offered herself for re-election, be re-elected a director of the Company.”

Resolution 2 – Adoption of the remuneration report

“That the Remuneration Report, which forms part of the Directors' Report of the Company for the financial year ended 30 June 2011, be adopted.”

By Order of the Board

Nicholas Swan
Company Secretary
27 October 2011

ACCOMPANYING DOCUMENT - IMPORTANT

The following documents accompany this notice:

- Explanatory Statement in relation to the resolutions to be considered;
- a Proxy Form; and
- the 2011 Annual Report (for those shareholders who have specifically requested it).

The Explanatory Statement forms part of this Notice of Meeting. The background and reasons behind the resolutions to be considered are more fully set out in the Explanatory Statement. Members should read the Explanatory Statement in full and carefully consider its contents.

NOTES

- For the purposes of determining entitlement to vote at the meeting, an entity or person will be recognised as a shareholder at close of business on 28 November 2011 (Entitlement Time). All registered holders of ordinary shares in the Company as at the Entitlement Time are entitled to attend and vote at the meeting.
- The Board determined that all of the shares that are quoted securities at close of business on the Entitlement Time will be taken, for the purposes of the meeting, to be held by the persons who held them at that time.
- A member entitled to attend and vote at a meeting of members may appoint:
 - a person (“person” can be an individual or a body corporate); or
 - if the member is entitled to cast two or more votes at the meeting, two persons,

as the member's proxy or proxies to attend and vote for the member at the meeting. A proxy need not be a member.

- If the member appoints two proxies and the instrument does not specify the proportion or number of the member's votes, each proxy may exercise half of the votes.
- The Company must receive at least 48 hours before the meeting:
 - the proxy's appointment; and
 - if signed by the appointor's attorney, the authority under which the appointment was signed or a certified copy of the authority.
- The proxy's appointment and, if applicable, the authority appointing an attorney, must be sent by post or fax to the Company's registered office or to the address or fax number of the Company's Registry, set out below:
 - By mail to: Share Registry - Computershare Investor Services Pty Ltd, GPO Box 242, Melbourne, VIC 3001 Australia;
 - By facsimile to: 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia);
 - Vote online: Shareholders can also cast their votes online at www.investorvote.com.au and follow the prompts. To use this facility you will need your holder number (SRN or HIN), postcode and control number as shown on the Proxy Form. You will have been taken to have signed the Proxy Form if you lodge it in accordance with the instructions on the website; and
 - Custodian voting: for Intermediary Online subscribers only (custodians), please visit www.intermediaryonline.com to submit your voting intentions.
- Voting exclusions under Corporations Act:

Resolution 2 (Remuneration Report)

The Company will disregard any votes cast in favour of Resolution 2 by or on behalf:

- a person who is disclosed in the Remuneration Report as one of the key management personnel of the Company (including the directors); or
- a closely related party of that person (as these persons are not entitled to vote on the resolution in their own capacity).

However, such a person may cast a vote on Resolution 2 if they do so as a proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form.



AJ LUCAS GROUP LIMITED

(ABN 12 060 309 104)

Explanatory Statement

This Explanatory Statement forms part of the Notice of Meeting convening the Annual General Meeting of shareholders of the Company to be held on 30 November 2011 and is to assist shareholders in understanding the background to the resolutions.

Resolution 1 – Re-election of Genelle Coghlan as a director

Ms Coghlan was appointed as a director of the Company on 10 August 2010 and re-elected on 4 November 2010. Under the Company's Constitution, at the annual general meeting, one third of the directors (excluding the Managing Director), or the nearest whole number thereto, must retire from office. In accordance with this requirement, Ms Coghlan now retires from the Board and offers herself for re-election.

Ms Coghlan has many years of business and finance experience both in Australia and overseas. After qualifying as a lawyer, she established a successful tourism business. Following the sale of this venture, she became the managing director of a company making technical textiles with applications in the mining, water and construction industries.

She is currently president of Composites Australia Inc. She is also a member of the Company's Audit and Risk Committee.

The Directors unanimously recommend that Shareholders vote in favour of the election of Genelle Coghlan as a director.

Resolution 2 – Adoption of the remuneration report

The Company's Remuneration Report is submitted to Shareholders for consideration and adoption under a non-binding vote. A copy of the Remuneration Report is set out in the 2011 Annual Report.

Pursuant to section 250R(2) of the Corporations Act, a resolution that the Remuneration Report be adopted must be put to vote at the Company's AGM. The vote on Resolution 2 is advisory only and does not bind the directors or the Company.

All Shareholders at the meeting will be given a reasonable opportunity to ask questions about, and make comments on, the Remuneration Report.

The 2011 Annual Report is available on the Company's website www.lucas.com.au.

As a result of the recent amendments to the Corporations Act, the Chairman of the meeting will not vote undirected proxies on this resolution in relation to the Remuneration Report. If you appoint the Chairman as your proxy and wish to support this resolution, please mark "For" on the Proxy Form.

The Directors unanimously recommend that Shareholders vote in favour of the resolution.