



The 2005 Annual General Meeting (AGM) for Caltex Australia Limited will be held at **10.00 am on Wednesday, 27 April 2005** at the Centennial Hall, Sydney Town Hall, 483 George Street, Sydney, New South Wales, Australia.

BUSINESS OF THE AGM

1. Incident-free Operations Topic

The Chairman will present an incident-free operations topic to the AGM.

2. Addresses

The Chairman and the Managing Director and Chief Executive Officer will make presentations to shareholders.

3. Key Shareholder Issues

The Chairman will discuss key issues raised by shareholders prior to the AGM and, during the discussion, will invite questions from shareholders regarding these key issues.

4. Financial Reports

The financial report, the directors' report and the auditor's report for Caltex Australia Limited (and the Caltex Australia Group) for the year ended 31 December 2004 will be laid before the meeting.

5. Board Remuneration Pool for Non-Executive Directors

Shareholders will be asked to consider and, if thought fit, to pass an ordinary resolution to approve an increase of \$250,000 in the total annual remuneration pool available for Board fees paid to non-executive directors of Caltex Australia Limited from \$900,000 (exclusive of statutory entitlements) to \$1,150,000 (inclusive of statutory entitlements) with effect from 1 January 2006.

The Chairman will invite questions from shareholders on this resolution.

Voting Exclusion Statement

Caltex Australia Limited will disregard any votes cast on this resolution by:

- a director*, and
- an associate of a director*.

However, Caltex Australia Limited will not disregard a vote if:

- it is cast by a director* (including the Chairman of the Meeting) as a proxy for a shareholder who/that is entitled to vote, in accordance with the directions on the proxy form, or
- it is cast by the Chairman of the Meeting as a proxy for a shareholder who/that is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

Note: * The reference to director in the voting exclusion statement includes directors who are up for election or re-election at the AGM.

6. Election of Directors

6.1 Election of John Thorn

Shareholders will be asked to consider and, if thought fit, pass an ordinary resolution to elect John Thorn as a director of Caltex Australia Limited in accordance with, and on the terms set out in, the company's Constitution.

John will address shareholders before the resolution for his election as a director is put to the meeting and the Chairman will invite questions from shareholders in relation to John's election.

6.2 Election of William (Bill) Hauschildt

Shareholders will be asked to consider and, if thought fit, pass an ordinary resolution to elect William (Bill) Hauschildt as a director of Caltex Australia Limited in accordance with, and on the terms set out in, the company's Constitution.

Bill will address shareholders before the resolution for his election as a director is put to the meeting and the Chairman will invite questions from shareholders in relation to Bill's election.

6.3 Election of Mitchell (Mitch) Rubinstein

Shareholders will be asked to consider and, if thought fit, pass an ordinary resolution to elect Mitchell (Mitch) Rubinstein as a director of Caltex Australia Limited in accordance with, and on the terms set out in, the company's Constitution.

Mitch will address shareholders before the resolution for his election as a director is put to the meeting and the Chairman will invite questions from shareholders in relation to Mitch's election.

6.4 Re-Election of Richard (Dick) Warburton

Shareholders will be asked to consider and, if thought fit, pass an ordinary resolution to re-elect Richard (Dick) Warburton as a director of Caltex Australia Limited in accordance with, and on the terms set out in, the company's Constitution.

The Chair of the Audit Committee will assume the Chair for this item of business.

Dick will address shareholders before the resolution for his re-election as a director is put to the meeting and questions will be invited from shareholders in relation to Dick's re-election.

7. Forum for Shareholder Questions and Comments

The Chairman will open the AGM to shareholder questions and comments. Directors, management and representatives of KPMG, Caltex Australia Limited's external auditor, will be in attendance at the meeting to respond to questions from shareholders at this time.

By order of the Board of Caltex Australia Limited

Helen Conway
Company Secretary

22 March 2005

IMPORTANT NOTES

Voting

Individual shareholders may vote in person or by proxy. A corporate shareholder may vote by proxy or through an individual who has been appointed as the company's body corporate representative.

The Board has determined that, for the purposes of the meeting, shares in Caltex Australia Limited are deemed to be held by those shareholders who held shares at **7.00 pm (Sydney time) on Monday, 25 April 2005** (and in the same proportions), as recorded in the company's share register.

Proxies

A shareholder entitled to attend and vote at the AGM may appoint a proxy to attend and vote for the shareholder at the meeting.

Shareholders should note that

- all shareholders have the right to appoint a proxy
- a proxy does not have to be a shareholder of Caltex Australia Limited
- a proxy may be an individual or a body corporate, and
- shareholders with two or more shares may appoint up to two proxies and may specify the proportion or number of votes that each proxy is appointed to exercise.

A proxy form, as approved by the Board, has been included in the material mailed to you for the AGM.

If you are appointing a body corporate as a proxy, you or that body corporate will need to provide satisfactory evidence of the appointment of the representative for that body corporate. Please refer to the section entitled "Body Corporate Representatives" below.

If you are appointing a second proxy:

- you will need to complete a second proxy form, and
- if the appointments do not specify the proportion or number of votes that each proxy may exercise, each proxy may exercise half of your votes (with fractions of votes to be disregarded).

Lodging Your Proxy Form

If you wish to appoint a proxy, you should:

- complete a proxy form
- sign and date the proxy form, and
- return the proxy form to Caltex Australia Limited.

Please note that a proxy appointment is only effective if your proxy form has been received by Caltex Australia Limited by no later than **10.00am (Sydney time) on Monday, 25 April 2005**.

Your proxy form can be returned in the reply paid envelope (which is included in the AGM material) or sent

by mail or delivery to:

Caltex Australia Limited
C/- Computershare Investor Services Pty Limited,
Level 2, 60 Carrington Street,
Sydney NSW 2000, Australia

or

The Company Secretary,
Caltex Australia Limited,
Level 12, MLC Centre,
19-29 Martin Place,
Sydney NSW 2000, Australia

by facsimile to:

(02) 8235 8220 or (02) 9250 5018
(within Australia)

or

61 2 8235 8220 or 61 2 9250 5018
(outside Australia)

If your proxy form has been signed under power of attorney or other authority, the original or a certified copy of the power of attorney or authority must also be provided by no later than **10.00 am (Sydney time) on Monday, 25 April 2005**, unless you have previously lodged one of these documents with the share registry (Computershare).

Body Corporate Representatives

Satisfactory evidence of the appointment of a body corporate representative will need to be provided where:

- a corporate shareholder has appointed a body corporate representative to attend and vote at the meeting, or
- a shareholder has appointed a body corporate as a proxy.

The original appointment, a certified copy of the appointment or a certificate from the company giving notice of the appointment, will constitute satisfactory evidence.

The document evidencing the appointment of a body corporate representative can be sent in the reply paid envelope (which is included in the AGM material) or lodged in the same way as your proxy form. Details for lodging your proxy form are given above.

Please note that a document evidencing the appointment of a body corporate representative may also be presented at the registration desk at the AGM.

EXPLANATORY STATEMENT

1. Incident-free Operations Topic

All meetings at Caltex Australia with five or more people commence with an incident-free operations topic. Dick Warburton (Chairman) will present an incident-free operations topic to the AGM.

2. Addresses

Dick Warburton (Chairman) and Dave Reeves (Managing Director and Chief Executive Officer) will make presentations to shareholders.

3. Key Shareholder Issues

Dick Warburton (Chairman) will discuss key issues raised by shareholders prior to the AGM. During the discussion, Dick will invite questions from shareholders regarding these key issues.

If you have an issue or question that you would like to raise for discussion by Dick at the AGM, please send your issue or question to Caltex by **5.00 pm (Sydney time) on Tuesday 19 April 2005** in the reply paid envelope (which is included in the AGM material) or

by mail or delivery to:

Caltex Australia Limited
C/- Computershare Investor Services Pty Limited,
Level 2, 60 Carrington Street,
Sydney NSW 2000, Australia

or

The Company Secretary,
Caltex Australia Limited,
Level 12, MLC Centre,
19-29 Martin Place,
Sydney NSW 2000, Australia

by facsimile to:

(02) 8235 8220 or (02) 9250 5018
(within Australia)

or

61 2 8235 8220 or 61 2 9250 5018
(outside Australia)

by email to:

secretariat@caltex.com.au

Caltex will prepare a list of issues and questions submitted and this list will be made available to shareholders attending the AGM.

Please note that shareholders attending the AGM will also be able to raise other issues under Item 7 – Forum for Shareholder Questions and Comments at the AGM.

4. Financial Reports

Under the Corporations Act, the directors of Caltex Australia Limited must lay the financial report, the directors' report and the auditor's report for Caltex Australia Limited (and the Caltex Australia Group) for the year ended 31 December 2004 before the AGM.

5. Board Remuneration Pool for Non-Executive Directors

Fees paid to non-executive directors are currently subject to a maximum pool of \$900,000 per annum (exclusive of statutory entitlements). The Board's remuneration pool was approved by shareholders of Caltex Australia Limited at the Annual General Meeting held in April 2004.

The Board seeks approval for an increase of \$250,000 in the total annual remuneration pool for non-executive directors from \$900,000 (exclusive of statutory entitlements) to \$1,150,000 (inclusive of statutory entitlements) with effect from 1 January 2006. In accordance with ASX Listing Rules and Caltex Australia Limited's Constitution, a proposed increase in the total remuneration pool for non-executive directors requires shareholder approval.

The Board reviews fees paid to non-executive directors on an annual basis. It takes into account external data on fee levels, the time commitment of directors, the size and scale of Caltex's operations, market capitalisation and other relevant factors. The Board's policy is to remunerate non-executive directors at market rates for comparable companies for the time commitment and responsibilities involved. In line with increasing demands on directors of listed companies under the law, by regulators and through community expectations, the responsibilities and time commitment of non-executive directors have grown considerably in recent years.

The current Board remuneration pool of \$900,000 (exclusive of statutory entitlements) does not allow the Board the flexibility to approve reasonable fees increases in line with the market.

Non-executive director fees were last reviewed in December 2004. With effect from 1 January 2005, an annual base fee of \$275,000 (inclusive of Committee fees) was set for the Chairman of the Board and an annual base fee of \$100,000 set for other non-executive directors. Non-executive directors (other than the Chairman of the Board) who serve on the Audit Committee or the Human Resources and Nomination Committee receive an annual Committee fee of \$10,000 for each Committee membership, which increases to \$15,000 for the Chair of the Human Resources and Nomination Committee and to \$20,000 for the Chair of the Audit Committee.

At the current level of fees, the aggregate non-executive director fees are close to the maximum of the existing remuneration pool. The Board considers it essential that it has the resources available to attract and retain the highest quality candidates for the Board and provide for appropriate director succession.

6. Election of Directors

In accordance with the ASX Listing Rules and Caltex Australia Limited's Constitution, any non-executive director who is appointed to the Board as a casual vacancy or as an addition to the Board during a year holds office until the end of the next Annual General Meeting. The director is eligible for election by shareholders at that meeting.

Under the ASX Listing Rules and Caltex Australia Limited's Constitution, a non-executive director is elected for a period of up to three years or until the third Annual General Meeting after the director's election (whichever is longer). As Caltex must hold an election of non-executive directors each year, directors may be subject to re-election before the expiration of this term.

6.1 Election of John Thorn

On 2 June 2004, John Thorn was appointed as a director as an addition to the Board. In accordance with the ASX Listing Rules and Caltex Australia Limited's Constitution, John holds office until the end of the AGM.

John has offered himself for election by shareholders at the AGM and will address shareholders before the resolution for his election as a director is put to the meeting.

Director Profile:

JOHN THORN DIRECTOR (NON-EXECUTIVE/ INDEPENDENT)

Date of birth: 28 June 1948
(Age: 56 years)

John has over 37 years professional experience with PricewaterhouseCoopers, where he was a partner from 1982 to 2003 undertaking work for major international and local companies. During this period, he served as Managing Partner of PricewaterhouseCoopers' Assurance and Business Advisory Service practice (from 1998 to 2001) and as National Managing Partner (from 2001 to 2003). After leaving professional practice, John has embarked on a career as a company director.

John brings expertise to the Board in the areas of audit and accounting practice and standards, business advisory services and risk management. John is a member of the Audit Committee.

The Board has determined that John is an independent director as he does not have a material relationship with Caltex that could interfere with the exercise of an unfettered and independent judgement.

External Directorships of Listed Companies

- National Australia Bank Limited
- Salmat Limited
- Amcor Limited

Board Recommendation

The Board supports the election of John Thorn as a director and the other directors intend to vote in favour of John's election at the AGM.

6.2 Election of William (Bill) Hauschildt

On 21 September 2004, William (Bill) Hauschildt was appointed as a director to fill a casual vacancy on the Board. In accordance with the ASX Listing Rules and Caltex Australia Limited's Constitution, Bill holds office until the end of the AGM.

Bill has offered himself for election by shareholders at the AGM and will address shareholders before the resolution for his election as a director is put to the meeting.

Director Profile:

BILL HAUSCHILDT DIRECTOR (NON-EXECUTIVE)

Date of birth: 20 May 1944
(Age: 60 years)

Qualifications: Bachelor of Science (Chemical Engineering) (Ohio State University, USA) and Master of Science (Chemical Engineering) (Illinois Institute of Technology, USA).

Bill serves as Vice President – Refining Operations (Global Refining) with ChevronTexaco in San Ramon, California (USA). In this role, Bill is responsible for the overall financial and operating performance of ChevronTexaco's refineries in Salt Lake City (Utah, USA), Honolulu (Hawaii USA), Burnaby (British Columbia, Canada) and Cape Town (South Africa). He is also responsible for ChevronTexaco's technology marketing operations and technical service contracts for Kuwait and Bahrain.

Bill has served in senior management roles with Amoco and BP in research and development, refining, health, safety, security and environment, and upstream. He has previously served as the General Manager and Chief Executive Officer of the Singapore Refining Company (at the time a joint venture between ChevronTexaco, BP and the Singapore Petroleum Company).

Bill is a member of the Human Resources and Nomination Committee.

Bill is a senior executive of ChevronTexaco and, as ChevronTexaco holds a 50% interest in Caltex Australia, the Board has determined that Bill is not an independent director.

Petroleum refining and marketing is a mature global business requiring specialist technical knowledge. The appointment of ChevronTexaco executives as non-executive directors allows Caltex to access industry experience that these directors have gained through involvement in the day-to-day operations of one of the world's leading global energy companies. Bill's expertise in refining operations brings important knowledge and experience to bear on the Board's consideration of operational and business matters that would not be available from directors without industry involvement and not readily available in Australia.

Board Recommendation

The Board supports the election of Bill Hauschildt as a director and the other directors intend to vote in favour of Bill's election at the AGM.

6.3 Election of Mitchell (Mitch) Rubinstein

On 24 February 2005, Mitchell (Mitch) Rubinstein was appointed as a director to fill a casual vacancy on the Board. In accordance with the ASX Listing Rules and Caltex Australia Limited's Constitution, Mitch holds office until the end of the AGM.

Mitch has offered himself for election by shareholders at the AGM and will address shareholders before the resolution for his election as a director is put to the meeting.

Director Profile:

MITCH RUBINSTEIN DIRECTOR (NON-EXECUTIVE)

Date of birth: 21 April 1960
(Age: 44 years)

Qualifications: Bachelor of Arts in Political Science/Asian Studies (University of Michigan, USA), Master of Arts in International Relations (Columbia University, USA) and Master of Business Administration in Finance (New York University, USA)

Mitch serves as General Manager, Crude Supply and Trading, Asia Pacific with Chevron U.S.A. Inc. (a company in the ChevronTexaco Group) based in Singapore. He has responsibility for all crude oil trading activity in the Middle East and the Far East for ChevronTexaco.

Mitch joined Texaco in 1989 and has held positions of increasing responsibility in refined products trading and crude oil trading. He has had responsibility for trading in the Asia Pacific, the Middle East, Latin America, Europe, West Africa and the Russian/Caspian area.

Mitch is a senior executive of ChevronTexaco and, as ChevronTexaco holds a 50% interest in Caltex Australia, the Board has determined that Mitch is not an independent director.

Petroleum refining and marketing is a mature global business requiring specialist technical knowledge. The appointment of ChevronTexaco executives as non-executive directors allows Caltex to access industry experience that these directors have gained through involvement in the day-to-day operations of one of the world's leading global energy companies. Mitch's expertise in supply and trading brings important knowledge and experience to bear on the Board's consideration of operational and business matters that would not be available from directors without industry involvement and not readily available in Australia.

Board Recommendation

The Board supports the election of Mitch Rubinstein as a director and the other directors intend to vote in favour of Mitch's election at the AGM.

6.4 Re-Election of Richard (Dick) Warburton

In accordance with the ASX Listing Rules and Caltex Australia Limited's Constitution, Caltex Australia Limited must hold an election of directors at each AGM. Richard (Dick) Warburton, who was last elected to the Board on 2 May 2002, retires by rotation at the AGM.

Dick has offered himself for re-election by shareholders at the AGM and will address shareholders before the resolution for his re-election as a director is put to the meeting.

Director Profile:

DICK WARBURTON DIRECTOR (NON-EXECUTIVE/ INDEPENDENT)

Date of birth: 14 December 1940
(Age: 64 years)

Dick has served as a director of Caltex Australia Limited since 29 July 1999 and as Chairman of the Board since 26 April 2001. Dick is the Chairman of the Human Resources & Nomination Committee and attends meetings of the Audit Committee in an ex-officio capacity.

Dick is one of Australia's most prominent company directors. Prior to becoming a professional director, Dick was the Chairman and Chief Executive Officer of DuPont Australia and New Zealand where he was responsible for DuPont's petrochemical business operations in Australia and New Zealand.

Dick is a Fellow (and former National President) of the Australian Institute of Company Directors.

The Board has determined that Dick is an independent director as he does not have a material relationship with Caltex that could interfere with the exercise of an unfettered and independent judgement.

External Directorships of Listed Companies

- Tandou Limited (Chairman)
- Nufarm Limited
- Tabcorp Holdings Limited

Board Recommendation

The Board supports the re-election of Dick Warburton as a director and the other directors intend to vote in favour of Dick's re-election at the AGM.

7. Forum for Shareholder Questions and Comments

At the conclusion of the formal business of the AGM, Dick Warburton (Chairman) will open the meeting to shareholder questions and comments.

Shareholder questions at this time may include questions on the Remuneration Report which forms part of the Directors' Report in the 2004 Annual Report. Caltex has prepared a Remuneration Report which meets in advance the new remuneration disclosure requirements in the Corporations Act. From 2006, a resolution will be put in relation to the Remuneration Report.

Shareholders may also ask questions of KPMG, Caltex's external auditor, about:

- the conduct of its external audit (of Caltex's financial statements for the year ended 31 December 2004)
- the preparation and content of its audit report
- the accounting practices adopted by Caltex Australia Limited in relation to the preparation of Caltex's financial statements, and
- the independence of KPMG in relation to the audit of Caltex's financial statements.

If you would like to submit a written question to KPMG in relation to its conduct of the external audit of Caltex's financial statements for the year ended 31 December 2004 or the content of its audit report, please send your question to Caltex in the reply paid envelope (which is included in the AGM material) or

by mail or delivery to:

Caltex Australia Limited
C/- Computershare Investor
Services Pty Limited,
Level 2, 60 Carrington Street,
Sydney NSW 2000, Australia

or

The Company Secretary,
Caltex Australia Limited,
Level 12, MLC Centre,
19-29 Martin Place,
Sydney NSW 2000, Australia

by facsimile to:

(02) 8235 8220 or (02) 9250 5018
(within Australia)

or

61 2 8235 8220 or 61 2 9250 5018
(outside Australia)

by email to:

secretariat@caltex.com.au

Written questions to the auditor must be received by no later than **5.00 pm (Sydney time) on Tuesday 19 April 2005**. A list of the written questions submitted and relevant to the above two matters will be prepared and the list made available to shareholders attending the AGM.

KPMG may answer submitted relevant questions at the AGM or may table a written answer to those questions at the AGM. Any written answers tabled will be made available to the shareholders as soon as practicable after the AGM.

