



Notice of Annual General Meeting

The 2007 Annual General Meeting (AGM) for Caltex Australia Limited will be held at **10.00 am on Tuesday, 24 April 2007** at the **Wesley Conference Centre, 220 Pitt 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 2006 will be laid before the meeting.

5. Remuneration Report

Shareholders will be asked to consider and, if thought fit, pass an ordinary resolution adopting the remuneration report (which forms part of the directors' report) for the year ended 31 December 2006. The Chairman will invite questions from shareholders on this resolution.

Note: the vote on this resolution is advisory only and does not bind the directors or Caltex Australia Limited.

6. Election of Directors

6.1 Election of Brant Fish

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

Mr Fish 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 Mr Fish's election.

6.2 Re-election of John Thorn

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

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

7. Adoption of a new Constitution

Shareholders will be asked to consider and, if thought fit, pass the following resolution as a special resolution:

"That the Constitution tabled at the meeting, and signed by the Chairman of the Meeting for the purposes of

identification, be adopted as the Constitution of Caltex Australia Limited, in place of the present Constitution, with effect from the close of meeting".

The Chairman will invite questions from shareholders on this resolution.

8. Forum for Shareholder Questions and Comments

The Chairman will open the AGM to shareholders to ask questions and make comments on the management of Caltex Australia and to ask questions of KPMG, Caltex Australia Limited's external auditor, in relation to:

- the conduct of the audit;
- the preparation and content of the auditor's report;
- the accounting policies adopted by Caltex Australia Limited in relation to the preparation of its financial statements; and
- the independence of the auditor in relation to the conduct of the audit.

By order of the Board of Caltex Australia Limited

Helen Conway
Company Secretary

9 March 2007

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 Sunday, 22 April 2007** (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 **10.00 am (Sydney time) on Sunday, 22 April 2007**.

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 24, 2 Market Street,
Sydney NSW 2000, Australia

by facsimile to:

(03) 9473 2118 or (02) 9250 5018
(within Australia)

or

61 3 9473 2118 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 Sunday, 22 April 2007, 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. Richard Warburton (Chairman) will present an incident-free operations topic to the AGM.

2. Addresses

Mr Warburton (Chairman) and Desmond King (Managing Director and Chief Executive Officer) will make presentations to shareholders.

3. Key Shareholder Issues

Mr Warburton (Chairman) will discuss key issues raised by shareholders prior to the AGM. During the discussion, Mr Warburton 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 Mr Warburton at the AGM, please send your issue or question to Caltex by 5.00 pm (Sydney time) on Tuesday, 17 April 2007 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 24, 2 Market Street,
Sydney NSW 2000, Australia

by facsimile to:

(03) 9473 2118 or (02) 9250 5018
(within Australia)

or

61 3 9473 2118 or 61 2 9250 5018
(outside Australia)

by email to:

secretariat@caltex.com.au

Caltex Australia 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 8 – Forum for Shareholder Questions and Comments at the AGM.

4. Financial Reports

Under the Corporations Act 2001 (Cth), 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 2006 before the AGM.

5. Remuneration Report

Under the Corporations Act 2001 (Cth), Caltex Australia Limited is required to include, in the directors' report, a detailed remuneration report setting out prescribed information relating to directors' and executives' remuneration. The remuneration report is required to be submitted for adoption by resolution of shareholders at the AGM.

The remuneration report for the year ended 31 December 2006 is set out in the directors' report on pages 40 to 60 of the 2006 Annual Report. The Annual Report is included with this Notice of Annual General Meeting or available on the Caltex Australia website, www.caltex.com.au.

The vote on this resolution is advisory only and does not bind the directors or Caltex Australia Limited.

Board Recommendation

The Board recommends that shareholders vote in favour of this resolution.

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 AGM. 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 AGM after the director's election (whichever is longer). The Constitution also provides for the retirement by rotation of a certain number of directors at each AGM, such that directors may be subject to re-election before the expiration of this term.

6.1 Election of Brant Fish

On 27 July 2006, Mr Fish 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, Mr Fish's holds office until the end of the AGM.

Mr Fish 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:

Brant Fish

Director (Non-executive)

*Bachelor of Science –
Mechanical Engineering
(University of Florida, USA)*

Mr Fish was appointed as a director with effect from 27 July 2006 and is a member of the Human Resources and Nomination Committee.

Mr Fish is the General Manager Joint Venture Refineries with Chevron Global Refining, based in Singapore. Prior to 1 August 2006, he was the General Manager of Supply Optimization – Asia Pacific for Chevron USA Inc, with accountability for overall refining and marketing earnings, commercial decision making and optimisation across the Asia Pacific fuel supply chain – from refinery crude supply to consumer or export sale.

Mr Fish was previously an alternate director for Peter Wissel and for the former directors, William Hauschildt and Mitchell Rubinstein.

Petroleum refining and marketing is a mature global business requiring specialist technical knowledge. The appointment of Chevron executives as directors allows Caltex Australia 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. The presence of Chevron executives on the Board of Caltex Australia Limited brings important knowledge and experience to bear on the Board's consideration of operational and business matters which is not available from directors without industry involvement and which is not generally available in Australia.

Mr Fish has participated in an education session organised by Caltex Australia Limited that outlined the duties of a director under Australian law, including the management of any conflicts that may arise from his being an executive of Chevron.

Board Recommendation

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

6.2 Re-election of John Thorn

In accordance with Caltex Australia Limited's Constitution, Mr Thorn, who was last elected to the Board on 27 April 2005, retires by rotation at the AGM.

Mr Thorn 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:

John Thorn

Director (Non-executive/Independent)

FCA

Mr Thorn was appointed as a director with effect from 2 June 2004 and is the Chairman of the Audit Committee.

Mr Thorn had 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 the National Managing Partner (from 2001 to 2003). After leaving professional practice, Mr Thorn has embarked on a career as a company director.

Mr Thorn brings expertise to the Board in the areas of audit and accounting practice and standards, business advisory services and risk management.

The Board has determined that Mr Thorn is an independent director in accordance with the Board's Charter of Director Independence, a copy of which is available on the Caltex Australia web site, www.caltex.com.au.

External Directorships of Listed Companies

- National Australia Bank Limited
- Salmat Limited
- Amcor Limited

Board Recommendation

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

7. Adoption of a new Constitution

The Board wishes to take this opportunity to update the Constitution of Caltex Australia Limited to reflect and take account of changes to corporate law and practice since its current Constitution was adopted in April 2000.

A copy of the existing Constitution marked-up to show the proposed changes is available on the Caltex Australia website at www.caltex.com.au. You can also obtain a copy by emailing the Caltex Secretariat at secretariat@caltex.com.au. A copy of the proposed Constitution will also be available at the Annual General Meeting.

The principal proposed amendments to the Constitution are summarised below. The current Constitution as amended is proposed as the new Constitution for Caltex Australia Limited.

Unmarketable Parcels of Shares

Provisions are proposed to be inserted as permitted by ASX Listing Rule 15.13 to allow Caltex Australia Limited at its discretion to sell members' small holdings of shares of less than a marketable parcel unless the member opts to retain the shares. Under this provision Caltex Australia Limited may inform a member who holds an unmarketable parcel that Caltex Australia Limited proposes to sell that parcel of shares in accordance with the sale process as set out in the clause and the Listing Rules unless the member notifies Caltex Australia Limited that the member wishes to keep the parcel.

The purpose of this provision is to enable Caltex Australia Limited to reduce costs associated with the management of the share register, printing and sending annual reports and dividend payments.

Retirement of Directors by Rotation

It is proposed to amend the provisions in relation to the retirement of directors to more closely conform to the ASX Listing Rules. The requirement that directors (other than the Managing Director) retire (subject to re-election) on serving three years or at the conclusion of the third AGM since last being elected is retained but the requirement that at each AGM one third of the number of directors (not counting the Managing Director or any director appointed since the previous AGM) must retire from office, even if they have not yet served three years, is omitted.

External Nominations for Director Elections

An amendment is proposed to provide that external nominations for election as a director be given to Caltex Australia Limited at least 45 business days (as compared with 35 business days at present) before the date of the meeting.

The purpose of this amendment is to give Caltex Australia Limited more time to process any external nominations. This amendment is permitted as a result of a recent amendment to ASX Listing Rules.

Directors' and Officers' Indemnity

The proposed amendments to clause 97 will limit the indemnities provided in the clause to persons who are or have been directors or secretaries of Caltex Australia Limited or who have been appointed as directors or secretaries of subsidiaries of Caltex Australia Limited at the request of the Board of Caltex Australia Limited. The current clause extends the indemnities to every officer (as defined in the Corporations Act) of Caltex Australia Limited or any subsidiary of Caltex Australia Limited.

The amendments will also provide that the indemnities given in the Constitution will not limit the ability of Caltex Australia Limited to grant indemnities to any director or secretary in terms different from those contained in the Constitution, subject to the restrictions imposed by law.

Direct Crediting of Dividends

Amendments are proposed to facilitate the payment of dividends by electronic transfer into a nominated account and to provide flexibility regarding the methods of payment of dividends and other amounts to shareholders.

Board Meetings

Amendments are proposed to facilitate the convening of directors' meetings and to provide that a temporary absence of a director through disconnection of technology or leaving the room shall be disregarded for the purposes of a quorum.

General Meetings

Directors will be permitted to change the venue of a general meeting. Directors will also be able to postpone or cancel any general meeting called by members with the consent of the members who called the meeting.

An amendment is also proposed to permit the Chairman to delegate to another person his power to refuse a person admission to a general meeting or to require a person to leave a general meeting.

Updating

Miscellaneous amendments are to be made to update statutory references and provisions relating to uncertificated shares.

Board Recommendation

The Board recommends that shareholders vote in favour of this resolution.

8. Forum for Shareholder Questions and Comments

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

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 2006);
- the preparation and content of its audit report;
- the accounting practices adopted by Caltex Australia Limited in relation to the preparation of the financial statements of Caltex Australia Limited; and
- the independence of KPMG in relation to the audit of the financial statements of Caltex Australia Limited.

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 2006 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 24, 2 Market Street,
Sydney NSW 2000, Australia

by facsimile to:

(03) 9473 2118 or (02) 9250 5018
(within Australia)

or

61 3 9473 2118 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, 17 April 2007**. 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.