



NOTICE OF ANNUAL GENERAL MEETING 2003

Notice is hereby given
that the eleventh Annual
General Meeting of GWA
International Limited will be
held in The Grand Ballroom,
Stamford Plaza Brisbane,
Cnr Edward and Margaret
Streets Brisbane on
Thursday 30 October 2003
commencing at 10:30 am.

NOTICE OF ANNUAL GENERAL MEETING 2003

The business to be considered by the meeting is set out below.

ORDINARY BUSINESS

Reports

1. To receive and consider the statement of financial performance, statement of financial position and statement of cash flows of the Company for the year ended 30 June 2003, together with the reports of the directors and auditors thereon.

Election of Directors

2. Mr J J Kennedy retires in accordance with the Constitution and, being eligible, offers himself for re-election.
3. Mr D R Barry retires in accordance with the Constitution and, being eligible, offers himself for re-election.

The Board supports Mr Kennedy's and Mr Barry's re-election.

Issue of Shares to Mr Peter Crowley pursuant to Employee Share Plan

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

That for the purpose of ASX Listing Rule 10.14, approval be and is hereby given for the issue at market price under the terms and conditions of the GWA International Limited Employee Share Plan, of 500,000 fully paid ordinary shares to Mr Peter Crowley, Managing Director, the main terms of which are set out in the explanatory memorandum.

Note: The Company will disregard any votes cast on this resolution by Mr Crowley or any of his associates. 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.

Termination of Directors' Retirement Scheme for Non-Executive Directors

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

That approval be and is hereby given for the termination of the Directors' Retirement Scheme for non-executive directors, with the allowance currently accrued to each director to continue to be held on behalf of that director.

The main terms of the Directors' Retirement Scheme are set out in the explanatory memorandum.

Note: The Company will disregard any votes cast on this resolution by all non-executive directors and any of their associates. 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.

OTHER BUSINESS

6. To transact any other business which may be brought forward in conformity with the Company's Constitution.

Proxies

A member entitled to attend and vote at the Annual General Meeting may appoint a proxy and, if entitled to cast two or more votes, is entitled to appoint two proxies. Where two proxies are appointed, each proxy may be appointed to represent a specified proportion of your voting rights. In the absence of any apportionment of voting rights, each proxy shall be taken to be able to exercise 50% of your voting rights. A proxy need not be a member of the Company. Unless instructed to the contrary, proxies in favour of the Chairman will be used in support of the items of business set out in this Notice of Meeting.

For an appointment of a proxy to be effective, proxy forms and, if applicable, the powers of attorney (or certified copies of the power of attorney) under which they are signed must be lodged at GWA International Limited Share Registry, Computershare Investor Services Pty Limited

Postal Address
GPO Box 523
BRISBANE QLD 4001

or Street Address
Level 27, Central Plaza One
345 Queen Street
BRISBANE QLD 4000

no later than 48 hours before the meeting. A proxy form is provided with this notice.

Corporate Representatives

A company shareholder may by resolution of its directors authorise a person to act as its representative to vote at the Annual General Meeting. A certificate of appointment of a corporate representative must be executed in accordance with the relevant company's constitution and must be available for inspection at the Annual General Meeting. Where the certificate of appointment is signed on behalf of the company by only one signatory and that signatory is not the sole director and sole company secretary, a certified copy of the company's constitution must also be available at the meeting.

Determination of Entitlement to Attend and Vote

The Board has determined that all quoted securities of the Company shall, for the purposes of the Annual General Meeting, be taken to be held by those persons who hold them as at close of business on 28 October 2003.

By Order of the Board


R J Thornton
Secretary

Brisbane, 2 September 2003



EXPLANATORY MEMORANDUM

The purpose of this Explanatory Memorandum is to explain to members the reasons for proposing each of the resolutions to be considered by the Annual General Meeting.

Voting

Resolutions 1 to 5 (inclusive) are all ordinary resolutions and will require the support of at least 50% of the votes cast at the meeting in order that they be passed.

Resolution 1 - Reports

This resolution deals with the consideration of the Company's statement of financial performance, statement of financial position and statement of cash flows for the year ended 30 June 2003 and the directors' and auditor's report. This is in the usual course of business for an annual general meeting.

Resolutions 2 and 3 - Election of Directors

The Company's Constitution provides for the retirement of one-third of the directors from office at each annual general meeting. The directors who are to retire are determined according to the length of time each director has spent in office since their last re-election, with the director having spent the longest time in office retiring. By virtue of the Company's Constitution, Mr J J Kennedy and Mr D R Barry are retiring. Mr Kennedy and Mr Barry offer themselves for re-election.

Resolution 4 – Issue of Shares to Mr Peter Crowley pursuant to Employee Share Plan

Mr Peter Crowley was appointed Managing Director of the Company on 6 May 2003, on the retirement of Mr Geoff McGrath.

Pursuant to ASX Listing Rule 10.14, the Company may not permit a director to acquire securities under an employee incentive scheme without shareholder approval.

At the Annual General Meeting of the Company on 30 October 2002, the Chairman, Mr Barry Thornton, advised the meeting that shareholder approval would be sought at the next Annual General Meeting of the Company for the issue, at market price, of 500,000 fully paid ordinary shares to Mr Crowley under the terms and conditions of the GWA International Limited Employee Share Plan ("Share Plan").

The main terms of the share issue are:

1. The price of the shares offered to Mr Crowley under the Share Plan is the market price for GWA International Limited shares as reasonably attainable on the Australian Stock Exchange as at the date of issue of the shares.
2. The Company will make a loan to Mr Crowley for the shares purchased and subscribed for under the Share Plan. The loan will be interest free and the Company will not require Mr Crowley to give security in respect of the repayment of the loan. The loan is repayable by Mr Crowley in accordance with its terms, although it must be repaid earlier in certain circumstances (for instance, where the shares purchased or subscribed for are sold or where the employee ceases to be an eligible employee).
3. The shares will rank pari passu in the capital of the Company.

The issue of the shares will occur no later than 12 months after this Annual General Meeting and will form part of Mr Crowley's remuneration package, the details of which were advised to the Australian Stock Exchange on 6 May 2003.

None of the other directors or their associates are entitled to participate in the Employee Share Plan.

Resolution 5 – Termination of Directors' Retirement Scheme for Non-Executive Directors

The Directors' Retirement Scheme for non-executive directors was approved by shareholders at the Annual General Meeting on 23 October 1998. The main terms of the Directors' Retirement Scheme are as follows:

1. Directors shall be paid a retirement allowance.
2. A Director shall serve three years before any entitlement to any retirement allowance accrues.
3. The retirement allowance coefficient shall accrue at the rate of one-sixth per year of service from first appointment as director. The maximum coefficient shall be 1.
4. The maximum amount of the retirement allowance shall be the emoluments of the director during any consecutive three year period (whichever is the higher). "Emoluments" include allowances for committee work and special allowances for director's work, but does not include reimbursed expenses nor any payment by way of fee for professional services.
5. The retirement allowance shall be in addition to any amount accruing to the director under the Superannuation Guarantee system.
6. The amount of the directors' retirement allowance shall be the product of the coefficient (see paragraph (3) above) and the maximum amount.
7. In the normal course, broadly speaking, the result shall be that a director will receive between 1½ and 3 times annual emoluments with a minimum service period of 3 years required. The emoluments are fixed at the highest three year period to avoid a run-off where work patterns alter.

Recommendation 9.3 of the ASX Corporate Governance Council's Principles of Good Corporate Governance and Best Practice Recommendations provides that companies must clearly distinguish between the structure of non-executive directors' remuneration from that of executives. The ASX Corporate Governance Council provides a number of guidelines for non-executive director remuneration. In particular, the guidelines provide that "non-executive directors should not be provided with retirement benefits other than statutory superannuation".

In order to comply with the Best Practice Guidelines of the ASX Corporate Governance Council, the Board resolved to terminate the Directors' Retirement Scheme for non-executive directors, subject to shareholder approval. The Board further resolved that the termination of the Directors' Retirement Scheme will be on the basis that the allowance currently accrued to each director will continue to be held on behalf of that director. At 30 June 2003, the total retirement allowance accrued to the non-executive directors of the company was \$1,214,700.



I/WE _____
 (Name(s) of Individual(s) or Corporate holder(s))

OF _____
 (Address of holder/s as shown on the register of members)

Securityholder Reference Number/Holder Identification Number

_____ A member of GWA International Limited, hereby appoint

_____ (Name of proxy in block letters)

_____ (Address of proxy)

INSTRUCTIONS TO COMPLETE THE PROXY FORM

1. Insert name and address of member, as it appears in the register of members.
2. Insert name and address of proxy. The proxy must be a natural person. The proxy need not be a member.
3. A member is entitled to appoint 1 or 2 proxies to attend and vote at the meeting. If you appoint another proxy, you must insert the proportion of your voting rights given to the proxy named in this form. If the proportion of voting rights given to each proxy is not specified, each proxy shall be taken to be able to exercise 50% of your voting rights.
4. If a member appoints a proxy to vote on their behalf at the Annual General Meeting and does not record written instruction on the proxy form to vote "For", "Against" or "Abstain", then the proxy holder may abstain or vote at his or her discretion. The Company will take the instructions from all proxy holders and record their vote as a valid and binding exercise of the shareholder's vote, even if no boxes are marked.
5. If you wish to appoint two proxies then please photocopy this form and use one form for each proxy. Indicate the percentage of voting rights each proxy represents. Alternatively, you can ring the Company's Registrar on Tel: (07) 3237 2100 and ask for a second proxy form to be mailed to you.
6. If a joint holder, either shareholder may sign this form. A company may sign by its attorney or in accordance with the Corporations Act. Proxy forms and, if applicable, the powers of attorney (or certified copies of the power of attorney) under which they are signed, must be deposited at the GWA International Limited Share Registry, Computershare Investor Services Pty Limited:
 Postal Address
 GPO Box 523
 BRISBANE QLD 4001
 or Street Address
 Level 27, Central Plaza One
 345 Queen Street
 BRISBANE QLD 4000
 not less than 48 hours before the appointed time for holding the meeting.

or failing that person, or if no person is named, the chairman of the meeting, as my/our proxy to vote on my/our behalf at the Annual General Meeting of the Company to be held at 10:30am on Thursday 30 October 2003 and at any adjournment thereof.

If the chairman of the meeting is your nominated proxy or may be appointed by default, and you have not directed your proxy how to vote on items 4 and 5 below, please place a mark in this box. By marking this box you acknowledge that the chairman of the meeting may exercise your proxy even if he has an interest in the outcome of these items and that votes cast by him, other than as proxy holder, would be disregarded because of that interest. If you do not mark this box and you have not directed your proxy how to vote, the chairman of the meeting will not cast your votes on items 4 and 5 and your votes will not be counted in computing the required majority if a poll is called on any of these items. The chairman of the meeting intends to vote undirected proxies in favour of all items of business set out in the Notice of Meeting including items 4 and 5.

The proxy is appointed to exercise _____ % of my/our voting rights. *(To be completed only if two proxies are being appointed).*

The proxy is directed to vote in the following manner:

ORDINARY BUSINESS

	For	Against	Abstain
Resolution 1 - To receive statements of financial performance, financial position and cash flows with reports thereon			
Resolution 2 - Re-elect J J Kennedy as a director			
Resolution 3 - Re-elect D R Barry as a director			
Resolution 4 - Issue of Shares to Mr Peter Crowley pursuant to Employee Share Plan			
Resolution 5 - Termination of Directors' Retirement Scheme for Non-Executive Directors			

(A tick or a cross should be placed in the appropriate box if the Member wishes to direct the proxy how to vote on each resolution. If the Member wishes to apportion their votes, a specified number of shares should be written in the appropriate boxes - e.g 1,000 "For" and 500 "Against")

I/we understand that if I/we have not directed my/our proxy how to vote, my/our proxy may vote or abstain from voting as they think fit.

INDIVIDUALS TO SIGN

DATED / / 2003

Note: If a joint holding, either shareholder may sign. If this form is being signed by a person who is not the registered holder, then the relevant authority (e.g. power of attorney) or a certified copy of the relevant authority must either have previously been exhibited to the Company or its Registrar or be attached to this form.

COMPANIES TO SIGN

Executed in accordance with the Company's Constitution

Director _____

Director/Secretary _____

(Delete the title that is not applicable)

OR

Sole Director and Sole Company Secretary _____

Important Note: If only one signatory needs to sign on behalf of a Company and that signatory is not the Sole Director and Sole Company Secretary then a certified copy of the Company's Constitution must be attached to this form.



R.J. Thornton
R J Thornton
 Secretary
 Brisbane,
 2 September 2003

Proxies must be received by our share registrar, Computershare Investor Services Pty Limited, at least 48 hours before the time of holding the meeting. Proxies can be delivered to Level 27, Central Plaza One, 345 Queen Street, Brisbane Qld 4000, mailed to GPO Box 523, Brisbane Qld 4001 or faxed to (07) 3229 9860.