

Dear Shareholder

ANNUAL GENERAL MEETING – 8 NOVEMBER 2005

Enclosed is the Notice for our 2005 Annual General Meeting.

If you will be attending the meeting *please bring this letter with you*. The coding at the top will enable us to complete your registration as quickly as possible.

For your convenience there is free parking near the Burswood Dome as shown on the map on the reverse of this letter. Undercover parking (\$10.00 per day) or monitored parking (\$5.00 per day) are also available at the venue.

The Grand Ballroom, the venue for the meeting, is located within the Convention Centre area marked "X" on the map.

If you are unable to attend the Annual General Meeting but wish to vote on the resolutions to be considered at the meeting, you are encouraged to complete and return the enclosed proxy form in accordance with the instructions on the back of the form. Alternatively, you can submit your proxy instructions online by going to our share registry's internet site at www.computershare.com/au/proxy/wes.

We look forward to seeing you at the meeting.

Yours sincerely



LINDA KENYON
COMPANY SECRETARY
7 October 2005

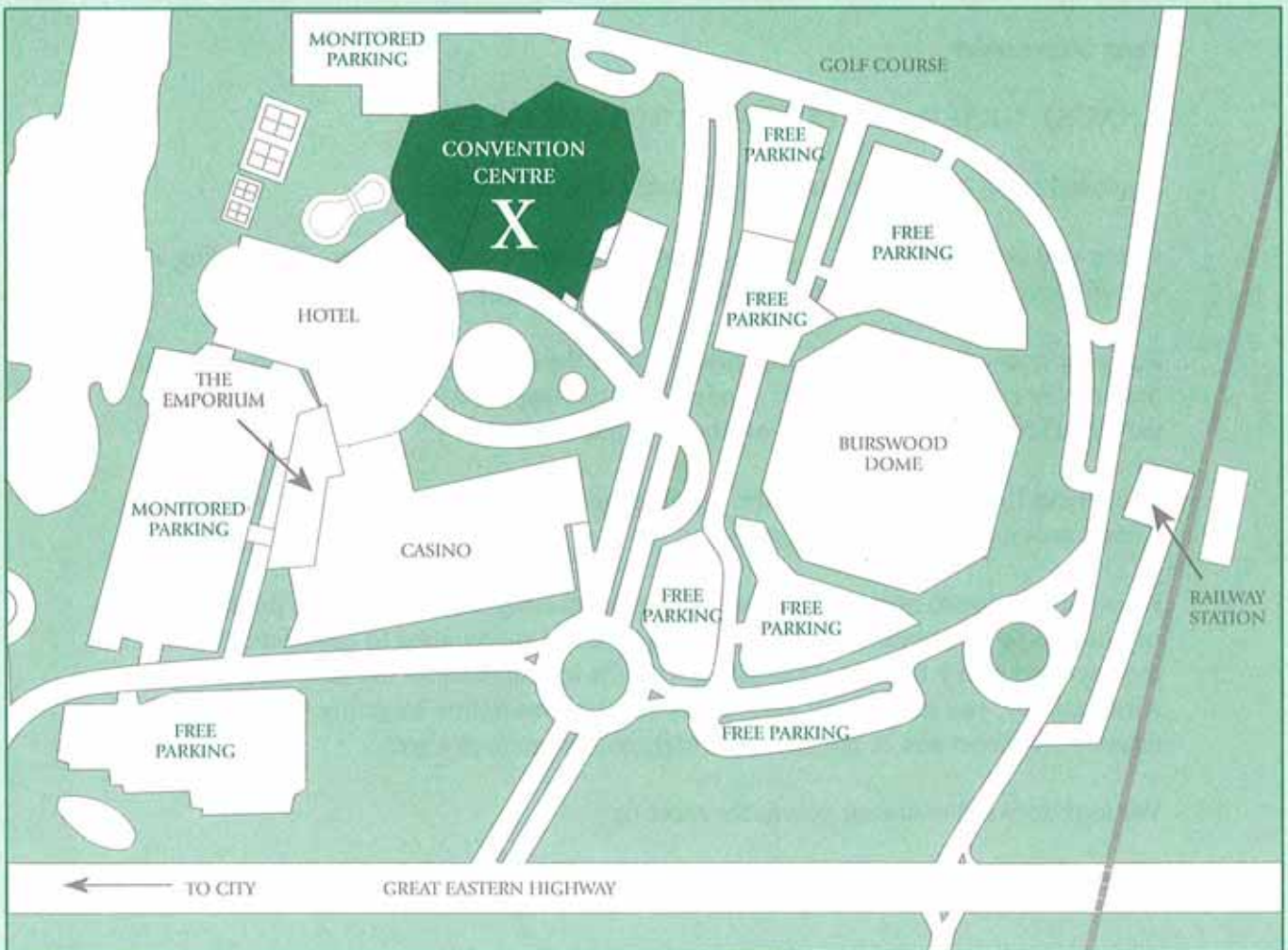


Westerns Limited
ESTABLISHED 1911



www.westerns.co.nz

MAP OF BURSOOD



LEADY KEVIN
GENERAL MANAGER
7 Days 24/7

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NOTICE OF MEETING

TIME: 2.00 pm

DATE: Tuesday 8 November 2005

PLACE: Grand Ballroom, Burswood Convention Centre, Great Eastern Highway, Burswood, Western Australia

Notice is hereby given that the 24th annual general meeting of Wesfarmers Limited will be held in the Grand Ballroom, Burswood Convention Centre, Great Eastern Highway, Burswood, Western Australia on Tuesday 8 November 2005 at 2.00 pm.

BUSINESS OF THE MEETING

1. Financial statements and reports

To receive and consider the financial statements and the reports of the directors and of the auditors for the year ended 30 June 2005.

2. Ordinary business

(a) To elect three directors, each of Messrs:

- (i) T R Eastwood,
- (ii) R D Lester and
- (iii) G T Tilbrook,

retires by rotation in accordance with the company's constitution and, being eligible, offers himself for re-election.

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

"That the Remuneration Report for the year ended 30 June 2005 be adopted."

Note – the vote on this resolution is advisory only and does not bind the directors or the company.

By order of the Board



L J Kenyon

Company Secretary

7 October 2005

MEMBERS ENTITLED TO ATTEND AND VOTE AT THE MEETING

In accordance with the company's constitution and the Corporations Regulations 2001 the Board has determined that the members entitled to attend and vote at the meeting shall be those persons who are recorded in the register of members at 5.00 am on Monday 7 November 2005.

PROXIES

Where a member is unable to attend the meeting, we encourage that member to complete and return the enclosed proxy form. Each member is entitled to appoint a proxy. A member who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes that each proxy is appointed to exercise. If the appointment does not specify the proportion or number of the member's voting rights, each proxy may exercise half the votes. A proxy need not be a member. To be effective, duly completed proxy forms, together with any relevant power of attorney, must be received not less than 48 hours before the time for holding the meeting. Please direct proxy forms and any relevant power of attorney to the company's share registry, Computershare Investor Services Pty Limited, Level 2, 45 St George's Terrace, Perth (facsimile: within Australia (08) 9323 2033 outside Australia (+61 8) 9323 2033). Members can also submit their proxy voting instructions online by going to the company's share registry's internet site, www.computershare.com/au/proxy/wes.

A body corporate member may elect to appoint a representative, rather than appoint a proxy, in accordance with section 250D of the Corporations Act 2001 (Cth). Where a body corporate appoints a representative the company requires written proof of the representative's appointment to be lodged with or presented to the company before the meeting.

EXPLANATORY NOTES

Item 1 – Financial statements and reports

The Corporations Act 2001 (Cth) requires the company's financial statements and reports for the last financial year to be laid before the annual general meeting. The financial statements and reports are contained in the company's 2005 Annual Report a copy of which accompanies this notice (unless you have elected not to receive a copy of the report).

While no resolution is required in relation to this item, shareholders will be given the opportunity to ask questions and make comments on the financial statements and reports.

The company's auditor will also be present at the meeting and shareholders will have an opportunity to ask the auditor questions in relation to the conduct of the audit, the auditor's report, the company's accounting policies and the independence of the auditor.

Item 2(a) – Election of directors

Messrs T R Eastwood, R D Lester and G T Tilbrook retire by rotation and offer themselves for re-election.

The experience, qualifications and other information about the candidates appear below:

Profiles

Mr T R Eastwood AM, Non-executive Chairman; Chairman of the Nomination and Remuneration Committee; age 63

Joined the Board in 1994 and was appointed Chairman in December 2002. Trevor holds a Bachelor of Engineering degree from the University of Western Australia and completed the Advanced Management Program at the Harvard Business School in 1982. He commenced his career with the group as an employee of Westralian Farmers Co-operative Limited in 1963 and held a number of management positions in the group up to his retirement in 1992, including his final eight years as Managing Director of Wesfarmers Limited. Trevor is also a director of Perron Group Limited, Prestige Motors Pty Ltd, PG Holdings Limited and WCM Group Pty Ltd. He was formerly the Chairman of West Australian Newspapers Holdings Ltd and he was a director of Qantas Airways Limited during the period from October 1995 to March 2005.

Mr R D Lester, Non-executive director; member of the Audit Committee; age 66

Joined the Board in 1995. Dick is a graduate with Honours from Dookie Agricultural College, Victoria and is a licensed property valuer. He was Principal and Chief Executive Officer of Growth Equities Mutual Limited until he sold his interest in that organisation in 1994. He was an inaugural member of the Companies and Securities Advisory Committee established by the Federal Attorney General to advise the Australian Government on securities industries laws. Dick is actively involved in real estate investment and development in the Perth metropolitan area and regional Western Australia. He is a director of a number of unlisted companies and is Chairman of the Western Australian Institute for Medical Research Inc.

Mr G T Tilbrook, Finance Director; age 54

Joined the Board in 2002. Gene holds Bachelor of Science and Master of Business Administration degrees and a Diploma in Computing Science from the University of Western Australia. He completed the Advanced Management Program at the Harvard Business School in 1998. Gene joined Wesfarmers in 1985 and has held a number of commercial positions in its Business Development Department and at Wesfarmers Energy. He previously worked in corporate finance and in systems engineering. He is a director of a number of Wesfarmers group subsidiaries and was Executive Director, Business Development before being appointed Finance Director on 13 July 2005. He is also a director of Gresham Partners Holdings Ltd and Australian Railroad Group Pty Ltd.

Item 2(b) – Adoption of Remuneration Report

The Remuneration Report is required to be considered for adoption in accordance with section 250R of the Corporations Act 2001 (Cth).

The Remuneration Report which details the company's policy on the remuneration of non-executive directors, executive directors and senior executives is set out on pages 101 to 111 of the company's 2005 Annual Report. It is also available on the Wesfarmers internet site www.wesfarmers.com.au.

The vote on the resolution is advisory only and does not bind the directors or the company.

Mark this box with an 'X' if you have made any changes to your address details (see reverse)



Holder Identification Number (HIN)



Appointment of Proxy

I/We being a member/s of Wesfarmers Limited and entitled to attend and vote hereby appoint




the Chairman
of the Meeting
(mark with an 'X')

OR

If you are not appointing the Chairman of the Meeting as your proxy please write here the full name of the individual or body corporate (excluding the registered Securityholder) you are appointing as your proxy.

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of Wesfarmers Limited to be held at the Burswood Convention Centre on 8 November 2005 at 2.00 pm and at any adjournment of that meeting.

Voting directions to your proxy - please mark  to indicate your directions

- Item**
- 2(a) (i) To re-elect Mr T R Eastwood as a director
- (ii) To re-elect Mr R D Lester as a director
- (iii) To re-elect Mr G T Tilbrook as a director
- 2(b) To adopt the remuneration report

For	Against	Abstain*
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

PLEASE SIGN HERE This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and
Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

In addition to signing the Proxy form in the above box(es) please provide the information below in case we need to contact you.

Contact Name

Contact Daytime Telephone

Date

/ /

How to complete this Proxy Form

1 Your Address

This is your address as it appears on the company's share register. If this information is incorrect, please mark the box and make the correction on the form. Securityholders sponsored by a broker (in which case your reference number overleaf will commence with an 'x') should advise your broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

2 Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the individual or body corporate you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the full name of that individual or body corporate in the space provided. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

3 Votes on Items of Business

You may direct your proxy how to vote by placing a mark in one of the three boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

4 Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the company's share registry or you may copy this form.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope.

5 Signing Instructions

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: to sign under Power of Attorney, you must have already lodged this document with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

If a representative of a corporate securityholder or proxy is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the company's share registry or at www.computershare.com.au.

Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below not later than 48 hours before the commencement of the meeting ie by 2.00 pm (Perth time) on Sunday 6 November 2005. Any Proxy Form received after that time will not be valid for the scheduled meeting. **Documents may be lodged using the reply paid envelope or:**

IN PERSON Registered Office - 11th Floor, Wesfarmers House, 40 The Esplanade, Perth WA 6000, Australia
Share Registry - Computershare Investor Services Pty Limited, Level 2, 45 St George's Terrace, Perth WA 6000, Australia
BY MAIL Registered Office - GPO Box M978, Perth WA 6843, Australia
Share Registry - Computershare Investor Services Pty Limited, GPO Box D182, Perth WA 6840, Australia
BY FAX 61 8 9323 2033

Proxies can also be lodged online by going to the internet site, www.computershare.com/au/proxy/wes. To use this online facility you will need your Shareholder Reference Number (SRN) or Holder Identification Number (HIN) and postcode. You will be taken to have signed or authenticated your proxy form if it is submitted in accordance with the instructions on the internet site. Proxies lodged through the online facility must be received by 2.00 pm (Perth time) on Sunday 6 November 2005.