

METHANEX CORP
Form 6-K
March 31, 2008

IMPORTANT INFORMATION FOR SHAREHOLDERS

Notice of the Annual General Meeting of Shareholders

and

Information Circular

February 29, 2008

www.methanex.com

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Vancouver, British
Columbia
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February 29, 2008

Invitation to Shareholders

On behalf of the entire Board of Directors of Methanex Corporation, I would like to invite you to join us at our Annual General Meeting of shareholders. The meeting will be held at the Vancouver Convention & Exhibition Centre in Vancouver, British Columbia on Tuesday, May 6, 2008 at 10:30 a.m.

At the meeting, we will be voting on a number of important matters. We hope you will take the time to consider the information describing these matters in the accompanying Information Circular. We encourage you to exercise your vote, either at the meeting or by completing and sending in your proxy. Use of the proxy form is explained in the Information Circular. If you are a non-registered shareholder, you should follow the instructions that you should receive from or on behalf of your intermediary to ensure that your shares get voted at the meeting in accordance with your wishes.

The meeting will provide you with a forum to learn more about our 2007 performance and hear first-hand our strategy for the future. It will also provide you with an excellent opportunity to meet the Company's directors and senior management and ask them your questions.

We hope that you will attend the Annual General Meeting and we look forward to seeing you there. If you are unable to attend, the meeting will also be webcast live through our website: www.methanex.com.

Sincerely,

Bruce Aitken
President and Chief Executive Officer

METHANEX CORPORATION

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

The Annual General Meeting (the Meeting) of the shareholders of Methanex Corporation (the Company) will be held at the following time and place:

DATE: Tuesday, May 6, 2008

TIME: 10:30 a.m. (Vancouver time)

PLACE: Meeting Rooms 1, 2 & 3
Vancouver Convention & Exhibition Centre
999 Canada Place
Vancouver, British Columbia

The Meeting is being held for the following purposes:

1. to receive the Consolidated Financial Statements for the financial year ended December 31, 2007 and the Auditors Report on such statements;
2. to elect directors;
3. to reappoint auditors;
4. to authorize the Board of Directors to fix the remuneration of the auditors; and
5. to transact such other business as may properly come before the Meeting.

If you are a holder of Common Shares of the Company and do not expect to attend the Meeting in person, please complete the enclosed proxy form and either fax it to (416) 368 2502 or toll free in North America 1 866 781 3111 or forward it to CIBC Mellon Trust Company using the envelope provided with these materials. Proxies must be received no later than 24 hours (excluding Saturdays, Sundays and holidays) before the time fixed for commencement of the Meeting or any adjournment thereof.

DATED at the City of Vancouver, in the Province of British Columbia, this 29th day of February, 2008.

BY ORDER OF THE BOARD OF DIRECTORS

RANDY MILNER
Senior Vice President, General Counsel and
Corporate Secretary

METHANEX CORPORATION

INFORMATION CIRCULAR

Information contained in this Information Circular is given as at February 29, 2008 unless otherwise stated. Except where otherwise noted, all dollar amounts are stated in Canadian dollars.

PART I VOTING

Solicitation of Proxies

This Information Circular is provided in connection with the solicitation of proxies by or on behalf of the management and Board of Directors (the Board) of Methanex Corporation (the Company) for use at the Annual General Meeting (the Meeting) of the shareholders of the Company to be held at the time and place (including any adjournment thereof) and for the purposes set forth in the accompanying Notice of Annual General Meeting of Shareholders.

It is anticipated that this Information Circular and the accompanying proxy form will be mailed on or about March 28, 2008 to holders of common shares of the Company (Common Shares).

What will be voted on at the Meeting?

Shareholders will be voting on those matters that are described in the accompanying Notice of Annual General Meeting of Shareholders. **The Notice includes all the matters to be presented at the Meeting that are presently known to management.** A simple majority (that is, greater than 50%) of the votes cast, in person or by proxy, will constitute approval of these matters, other than the election of directors and the appointment of auditors.

Who is entitled to vote?

Only registered holders of Common Shares (Registered Shareholders) on March 14, 2008 (the Record Date) are entitled to vote at the Meeting or at any adjournment thereof. Each Registered Shareholder has one vote for each Common Share held at the close of business on March 14, 2008. As of February 29, 2008, there were 96,638,054 Common Shares outstanding. As of that date, to the knowledge of the directors and senior officers of the Company, the only person who beneficially owned, directly or indirectly, or exercised control or direction over Common Shares carrying more than 10% of the voting rights of the Company was AllianceBernstein L.P. Based on information filed by them, AllianceBernstein L.P. beneficially owned and exercised control or direction over 15,222,082 Common Shares, representing approximately 15.75% of the voting rights attached to the Company's voting securities.

Can I vote Common Shares that I acquired after March 14, 2008?

No. The *Canada Business Corporations Act* (CBCA) states that only a shareholder whose name is on the list of shareholders as at the Record Date is entitled to vote at the Meeting.

How do I vote?

If you are a Registered Shareholder, there are two ways in which you can vote your shares. You can either vote by proxy or vote in person at the Meeting.

Voting by Proxy

If you do not plan to come to the Meeting, you can have your vote counted by appointing someone who will attend the Meeting as your proxyholder. In the proxy, you can either direct your proxyholder how you want your shares to be voted or let your proxyholder choose for you. You can always revoke your proxy if you decide to attend the Meeting and wish to vote your shares in person (see *How do I revoke a Proxy* on page 3).

Voting in Person

Registered Shareholders who will attend the Meeting and wish to vote their shares in person should not complete a proxy form. Your vote will be taken and counted at the Meeting. Please register with the transfer agent, CIBC Mellon Trust Company, upon your arrival at the Meeting.

What if I am not a Registered Shareholder?

Many shareholders are in fact non-registered shareholders. Non-registered shareholders are those whose shares are registered in the name of an intermediary (such as a bank, trust company, securities broker, trustee or custodian). Unless you have previously informed your intermediary that you do not wish to receive material relating to the Meeting, you should receive or have already received from your intermediary either a request for voting instructions or a proxy form.

Intermediaries have their own mailing procedures and provide their own instructions. These procedures may allow you to provide your voting instructions by telephone, on the Internet, by mail or by fax. You should follow the directions and instructions received from your intermediary carefully to ensure that your Common Shares are voted at the Meeting.

If you wish to vote in person at the Meeting you should follow the procedure in the directions and instructions provided by or on behalf of your intermediary. Do not otherwise complete any voting or proxy form you may receive directing how you want your shares voted as your vote will be taken at the Meeting. Please register with the transfer agent, CIBC Mellon Trust Company, when you arrive at the Meeting.

What is a Proxy?

A proxy is a document that authorizes someone else to attend the Meeting and cast your votes for you. Registered Shareholders are being sent a form of proxy for the Meeting permitting them to appoint a person to attend and act as proxyholder at the Meeting. Registered Shareholders may use such form, or any other valid proxy form, to appoint a proxyholder. The enclosed form of proxy authorizes the proxyholder to vote and otherwise act for you at the Meeting, including any continuation after adjournment of the Meeting.

If you are a Registered Shareholder and you complete the enclosed form of proxy by marking the appropriate boxes on the proxy form, your shares will be voted as instructed. If you do not mark any boxes your proxyholder can vote your shares at their discretion.

How do I appoint a Proxyholder?

Your proxyholder is the person you appoint and name on the proxy form to cast your votes for you. **You can choose anyone you want to be your proxyholder. It does not have to be another shareholder. Just fill in the person's name in the blank space provided on the enclosed proxy form or complete any other valid proxy form and deliver it to CIBC Mellon Trust Company within the time specified below for receipt of proxies.**

If you leave the space on the proxy form blank, either Pierre Choquette or Bruce Aitken, both of whom are named in the form, are appointed to act as your proxyholder. Mr. Choquette is the Chairman of the Board and Mr. Aitken is President and Chief Executive Officer of the Company.

For the proxy to be valid, it must be completed, dated and signed by the holder of Common Shares (or the holder's attorney as authorized in writing) and then delivered to the Company's transfer agent, CIBC Mellon Trust Company, in the envelope provided or by fax to (416) 368 2502 or toll free in North America 1 866 781 3111 and received no later than 24 hours (excluding Saturdays, Sundays and holidays) prior to the Meeting or any adjournment thereof.

How will my shares be voted if I give my Proxy?

If you have properly filled out, signed and delivered your proxy, then your proxyholder can vote your shares for you at the Meeting. If you have specified on the proxy form how you want to vote on a particular issue (by marking FOR, AGAINST or WITHHOLD), then your proxyholder must vote your shares accordingly.

If you have not specified how to vote on a particular issue, then your proxyholder can vote your shares as they see fit. However, if you have not specified how to vote on a particular issue and Mr. Choquette or Mr. Aitken have been appointed as proxyholder, your shares will be voted in favour of the particular issue. For more information on these issues, see Part II BUSINESS OF THE MEETING. The enclosed form of proxy confers discretionary authority upon the proxyholder you name with respect to amendments or variations to the matters identified in the accompanying Notice of Annual General Meeting of Shareholders and other matters that may properly come before the Meeting. If any such amendments or variations are proposed to the matters described in the Notice, or if any other matters properly come before the Meeting, your proxyholder may vote your shares as they consider best.

How do I revoke a Proxy?

Only Registered Shareholders have the right to revoke a proxy. Non-registered shareholders who wish to change their voting instructions must, in sufficient time in advance of the Meeting, arrange for their intermediaries to change their vote and if necessary revoke their proxy.

If you are a Registered Shareholder and you wish to revoke your proxy after you have delivered it, you can do so at any time before it is used. You or your authorized attorney may revoke a proxy by (i) clearly stating in writing that you want to revoke your proxy and delivering this revocation by mail to Proxy Department, CIBC Mellon Trust Company, P.O. Box 721, Agincourt, ON M1S 0A1, Canada or by fax to (416) 368 2502 or toll free in North America 1 866 781 3111, or by mail to the registered office of the Company, Suite 1800, 200 Burrard Street, Vancouver, BC V6C 3M1, Canada, Attention: Corporate Secretary, or by fax to the Company to (604) 661 2602, at any time up to and including the last business day preceding the day of the Meeting or any adjournment thereof or (ii) in any other manner permitted by law. Revocations may also be hand-delivered to the Chairman of the Meeting on the day of the Meeting or any adjournment thereof. Such revocation will have effect only in respect of those matters upon which a vote has not already been cast pursuant to the authority confirmed by the proxy. If you revoke your proxy and do not replace it with another in the manner described in *How do I appoint a Proxyholder* above, you will be able to vote your shares in person at the Meeting.

Who pays for this solicitation of Proxies?

The cost of this solicitation of proxies is borne by the Company. It is expected that the solicitation will be primarily by mail, but proxies may also be solicited personally or by telephone or other means of communication by directors and regular employees of the Company without special compensation. In addition, the Company may retain the services of agents to solicit proxies on behalf of management of the Company. In that event, the Company will compensate any such agents for such services, including reimbursement for reasonable out-of-pocket expenses, and will indemnify them in respect of certain liabilities which may be incurred by them in performing their services. The Company may also reimburse brokers or other persons holding Common Shares in their names, or in the names of nominees, for their reasonable expenses in sending proxies and proxy material to beneficial owners and obtaining their proxies.

Who counts the votes?

The Company's transfer agent, CIBC Mellon Trust Company, counts and tabulates the proxies. This is done independently of the Company to preserve confidentiality in the voting process. Proxies are referred to the Company only in cases where a shareholder clearly intends to communicate with management or when it is necessary to do so to meet the requirements of applicable law.

How do I contact the transfer agent?

If you have any inquiries, the Company's principal registrar and transfer agent is CIBC Mellon Trust Company, and can be contacted as follows:

Email: inquiries@cibcmellon.com
Toll-free: 1 800 387 0825
Telephone: (416) 643 5500
Fax: (416) 643 5501
Mail:

CIBC Mellon Trust Company
PO Box 7010
Adelaide Street Postal Station
Toronto, Ontario
M5C 2W9

The Company's co-registrar and co-transfer agent in the United States is Registrar and Transfer Company, however all shareholder inquiries should be directed to CIBC Mellon Trust Company.

PART II BUSINESS OF THE MEETING

RECEIVE THE FINANCIAL STATEMENTS

The consolidated financial statements for the year ended December 31, 2007 will be received by shareholders of the Company at the Annual General Meeting of the Company and are included in the Annual Report, which has been mailed to Registered Shareholders as required under the CBCA and to non-registered shareholders that have requested such financial statements with the Notice of the Annual General Meeting of Shareholders and this Information Circular.

ELECTION OF DIRECTORS

The directors of the Company are elected each year at the Annual General Meeting of the Company and hold office until the close of the next Annual General Meeting or until their successors are elected or appointed. The articles of the Company provide that the Company have a minimum of 3 and a maximum of 15 directors. The bylaws of the Company state that when the articles of the Company provide for a minimum and maximum number of directors, the number of directors within the range may be determined from time to time by resolution of the Board of Directors. The Board of Directors, on an annual basis, considers the size of the Board and on February 29, 2008, the directors determined that the Board of Directors shall consist of 11 directors, such size being consistent with effective decision-making.

The Corporate Governance Committee recommends to the Board nominees for election as directors. The process by which the Committee identifies new candidates for nomination to the Board of Directors is described on page 18, under the heading "Nomination of Directors". The persons listed below are being proposed for nomination for election at the Meeting. The persons named in the accompanying proxy, if not expressly directed otherwise in such proxy, will vote the Common Shares in respect of which they have been appointed proxyholder in favour of the election of those persons listed below as nominees for directors.

The following table sets out the names, ages and places of residence of all the persons to be nominated for election as directors and other relevant information, including the number of Common Shares⁽¹⁾, Deferred Share Units⁽²⁾ and Restricted Share Units⁽³⁾ held by each of them as at the date of this Information Circular and their market value. In the case of Mr. Aitken, the Company's President and Chief Executive Officer, the table also sets out the number of Performance Share Units⁽⁴⁾ and Stock Options⁽⁵⁾ he holds. The table also sets out whether a nominee is independent or not independent. See page 15 for information on how director independence is determined.

BRUCE AITKEN

Age: 53

Vancouver, BC, Canada

Director since: July 2004

Not Independent

Mr. Bruce Aitken is currently President and Chief Executive Officer of the Company. Prior to his appointment in May 2004, Mr. Aitken was President and Chief Operating Officer of the Company from September 2003 and prior to that he was Senior Vice President, Asia Pacific (based in New Zealand). He has also held the position of Vice President, Corporate Development (based in Vancouver). He has been an employee of the Company and its predecessor methanol companies for 17 years.

Prior to joining the Company, Mr. Aitken was Executive Director of Cape Horn Methanol (now Methanex Chile) in Santiago. He also held a number of managerial positions with Fletcher Challenge Limited in New Zealand.

Mr. Aitken has a Bachelor of Commerce from Auckland University and is a member of the New Zealand Institute of Chartered Accountants, ACA (Associate Chartered Accountant).

Board / Committee Membership⁽⁶⁾

Member of the Board

Shares and Share Equivalents Held⁽⁷⁾:

	2007 Attendance	Total 2007 Attendance		
		at Board and Committee meetings		Other Current Board Memberships
Member of the Board	7 of 7	7 of 7	100%	None

Year	Common Shares	Total DSUs, RSUs and PSUs	Total of Common Shares, DSUs, RSUs and PSUs	Total Market Value of Common Shares, DSUs, RSUs and PSUs ⁽⁸⁾	Meets Stock Ownership Guidelines? ⁽⁹⁾
2008	102,964	325,047	428,011	\$11,124,006	Yes
2007	63,264	381,709	444,973	\$13,874,258	Yes

Stock Options Held:

Date Granted	Expiry Date	Number Granted	Exercise Price	Total Unexercised	Total Market Value of In-the-Money Unexercised Options ⁽¹⁰⁾
February 29, 2008	February 28, 2015	207,000	US \$28.43	207,000	

March 2, 2007	March 1, 2014	207,000	US \$24.96	207,000	\$825,930
March 3, 2006	March 2, 2013	342,000	US \$20.76	249,200	\$2,021,012
March 4, 2005	March 3, 2012	150,000	US \$17.85	50,000	\$548,000

HOWARD BALLOCH

Age: 56

Beijing, China

Director since: December 2004

Independent

Mr. Howard Balloch is currently President of The Balloch Group. Based in Beijing, The Balloch Group is a private investment advisory and merchant banking firm specializing in China and other Asian markets. Prior to this, from 1996 to 2001, Mr. Balloch was the Canadian Ambassador to the People's Republic of China.

Mr. Balloch holds a Bachelor of Arts (Honours) in Political Science and Economics and a Masters Degree in International Relations, both from McGill University, Montreal.

Board / Committee Membership

Member of the Board
 Corporate Governance Committee
 Human Resources Committee
 Public Policy Committee (Chair)

**2007
 Attendance**

6 of 7
 4 of 4
 4 of 4
 2 of 2

Total 2007 Attendance

**at Board and
 Committee meetings**

16 of 17 94%

**Other Current Board
 Memberships**

Ivanhoe Mines Ltd.
 Ivanhoe Energy Inc.
 Tiens Bio-Tec USA Ltd

Shares and Share Equivalents Held⁽⁷⁾:

Year	Common Shares	Total DSUs and RSUs	Total of Common Shares, DSUs and RSUs	Total Market Value of Common Shares, DSUs and RSUs⁽⁸⁾	Meets Stock Ownership Guidelines?⁽⁹⁾
2008	4,000	10,240	14,240	\$370,098	Yes
2007	4,000	11,269	15,269	\$476,087	Yes

PIERRE CHOQUETTE

Age: 65

Vancouver, BC, Canada

Director since: October
1994

Independent⁽¹¹⁾

Mr. Pierre Choquette is a corporate director and is currently Chairman of the Board of the Company. Mr. Choquette was Chairman of the Board and Chief Executive Officer of the Company from September 2003 to May 2004 and President and Chief Executive Officer of the Company from October 1994 to September 2003. He was a Company employee for nine years.

Mr. Choquette holds a Bachelor of Arts, Bachelor of Science and a Master of Science in Chemical Engineering from Laval University, Montreal. He is also a graduate of the Advanced Management Program at the Harvard Graduate School of Business Administration.

**Board / Committee
Membership**⁽¹²⁾

Member of the Board

**2007
Attendance**

7 of 7

**Total 2007 Attendance
at Board and
Committee meetings**

7 of 7 100%

**Other Current Board
Memberships**

Canada Pension Plan Investment
Board
(government agency)

Shares and Share Equivalents Held⁽⁷⁾:

Year	Common Shares	Total DSUs and RSUs	Total of Common Shares, DSUs and RSUs	Total Market Value of Common Shares, DSUs and RSUs ⁽⁸⁾	Meets Stock Ownership Guidelines? ⁽⁹⁾
2008	32,688	25,119	57,807	\$1,502,404	Yes
2007	32,000	14,836	46,836	\$1,460,346	Yes