

# **Notice of Annual General Meeting and explanatory notes**

**DWS Advanced Business Solutions Ltd**

**ACN 085 656 088**

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**Date:** 24<sup>th</sup> October 2006

**Time:** 10.00am

**Place:** Garden Room,  
Crown Towers  
8 Whiteman Street  
SOUTHBANK VIC 3006

## Notice of Annual General Meeting

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Notice is given that the 2006 Annual General Meeting of the Shareholders of DWS Advanced Business Solutions Ltd (**Company**) will be held at the Garden Room, Crown Towers, 8 Whiteman Street, Southbank, Victoria at 10.00am on Tuesday 24<sup>th</sup> October 2006.

### Ordinary Business

#### Item 1: Financial Statements and Reports

To receive and consider the Financial Statements the Directors' Report and the Auditors Report for the year ended 30 June 2006.

#### Item 2: Remuneration Report

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

***That the Remuneration Report forming part of the Directors Report for the year ended 30 June 2006 be adopted.***

Note the vote on this resolution does not bind the company or its Directors.

#### Item 3: Re-election of Mr Danny Wallis

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

***That Mr Danny Wallis, who retires by rotation as a Director pursuant to the company's Constitution, be re-elected as a Director of the Company.***

DATED: 22 September 2006

BY ORDER OF THE BOARD



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Vivian Clark  
Company Secretary

## **Voting, proxies and company representatives**

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### **1. How to vote and voting entitlements**

You may vote by attending the meeting in person, by proxy or authorised representative.

The Directors have determined that, in accordance with regulation 7.11.37 of the Corporations Regulations 2001 (Cth), the holders of the Company's shares for the purposes of the meeting, will be those registered holders of shares at 7.00pm Australian Eastern Standard Time on 22 October 2006.

### **2. Voting in person or by Corporate Representative**

If a corporate Shareholder wishes to appoint a person to act as its representative at the meeting that person should complete a "Certificate of Appointment of Representative" available from Computershare Investor Services Pty Ltd at Yarra Falls, 452 Johnston Street, Abbotsford, Victoria, 3067 (telephone 03 9415 5000) and present that certificate at the Annual General Meeting, as well as any authority under which the certificate is signed.

### **3. Voting by Proxy**

A Shareholder entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy. The Proxy need not be a Shareholder of the Company. A Shareholder who is entitled to cast two or more votes may appoint not more than two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the Shareholder appoints two proxies and the appointment does not specify the proportion or number of the Shareholder's votes that each proxy may exercise, each proxy may exercise one half of the Shareholder's votes.

A Shareholder may direct their proxy how to vote by placing a mark in one of the boxes opposite each item of business on the proxy form. All the Shareholder's shares will be voted in accordance with that direction. If a Shareholder marks more than one box on an item, their vote on that item will be invalid.

To vote by proxy, please complete and sign the Proxy Form attached to this Notice of Annual General Meeting in accordance with the instructions set out in the Proxy Form so that it is lodged:

- (a) with Computershare Investor Services Pty Limited, Yarra Falls, 452 Johnston Street, Abbotsford, Victoria, 3067 or the registered company office, Level 22, 15 Collins Street, Melbourne, Victoria, 3000;
- (b) by successfully transmitting it by facsimile to Computershare Investor Services Pty Ltd on fax number +61 (03) 9473 2555 or to the registered office of the Company on +61 (03) 96509444,

at least 48 hours before the holding of the Annual General Meeting. Any revocations of proxies must be received prior to the commencement of the meeting.

The Company's Chairman will be chairing the meeting and intends to vote all undirected proxies in favour of all items of business. If you wish to appoint the Chairman or another director as your proxy and you do not wish to direct them how to vote, please tick the appropriate box on the form.

## **Explanatory notes**

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### **Item 1: Financial Statements and Reports**

Section 317 of the *Corporations Act 2001* (Cth) (**Corporations Act**) requires the last year's Financial Report, the Directors' Report and Auditors Report to be laid before the Company's Annual General Meeting. There is no requirement either in the Corporations Act or the Company's Constitution for the Shareholders to approve the Financial Report, the Directors' Report or the Auditors Report. Shareholders will be given a reasonable opportunity at the meeting to ask questions and make comments on these reports and on the Company's business operations.

### **Item 2: Remuneration Report (Non-binding Resolution)**

Under Section 250R of the Corporations Act, Shareholders have the opportunity to pass a non-binding resolution on the Remuneration Report at the Company's Annual General Meeting and, under section 250SA of the Corporations Act, the Chairman must allow the Shareholders a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report.

The Remuneration Report, which explains the Board's policies in relation to the nature and level of remuneration paid to Directors and Specified Executives of the Company and which sets out remuneration details for each Director and Specified Executive, forms part of the Directors' Report included in the Annual Report for the financial year ended 30 June 2006 which has been sent to Shareholders with this Notice and Explanatory Notes

Shareholders should note that, as specified by section 250R of the Corporations Act, the vote on Item 2 is advisory only and is not binding on the Board or the Company. Shareholders will be given the opportunity to ask questions about or make comments on the Remuneration Report.

### **Item 3: Re-election of Mr Danny Wallis**

Clause 15.3 of the Company's Constitution requires that at each Annual General Meeting of the Company one third of the Directors (or if their number is not a multiple of three, then the number nearest to but not exceeding one-third) must retire from office. As the Managing Director is not subject to re-election under the Constitution, the number of directors that must retire from office at the 2006 Annual General Meeting is one.

Mr Danny Wallis, being the Director who has longest been in office, therefore retires by rotation and is eligible for re-election.