



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

**DWS Advanced Business Solutions Ltd**

**ACN 085 656 088**

---

**Date: 29<sup>th</sup> October 2007**

**Time: 11.00am**

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



## Notice of Annual General Meeting

---

Notice is given that the 2007 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 11.00am on Monday 29<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 2007.

#### 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 2007 be adopted.***

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

#### Item 3: Re-election of Mr Harvey Parker

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

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

### Special Business

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

#### Item 4: Shares to be granted under Executive Long term Incentive Plan

***That approval for the purposes of Listing Rule 10.14 be given for the offer by the Company of Shares to Mr Glenn Fielding, a Director of the Company, under the DWS Executive Long term Incentive plan under terms as set out in the Explanatory Notes attached to this Notice of Annual General Meeting.***



## Voting Exclusion Statement on Resolutions

### Resolution 4

The Company will disregard any votes cast in respect of Resolution 4 by Mr Fielding and any associates of Mr Fielding.

However,

The Company need not disregard a vote if:

- The vote 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
- The vote 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.

DATED: 25 September 2007

BY ORDER OF THE BOARD

A handwritten signature in black ink, appearing to read "Vivian Clark".

Vivian Clark  
Company Secretary



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

### **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 11.00am Australian Eastern Standard Time on 27 October 2007.

### **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 Ltd, 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

---

### 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 2007 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 Harvey Parker

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 2007 Annual General Meeting is one.

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



## **Item 4: Issue of Shares to Managing Director Mr Glenn Fielding under the Company Long Term Incentive Plan.**

The Remuneration and Nomination Committee (the Committee) is a committee of the Company's Board of Directors (the Board) whose charter is to review the performance and remuneration of executive management, including Directors.

The Committee met during the financial year and recommended to the Board that it offer 210,000 shares (increasing to 420,000 shares in the event the Company achieves 70% growth over last year) under the Executive Long Term Incentive Plan (ELTI) to the Executive Managing Director, Mr Fielding, for no consideration and subject to performance and retention hurdles, subject to approval by shareholders of the Company by way of an ordinary resolution.

This recommendation was considered by the Board (with Mr Fielding being excluded from discussions on the resolution), and a resolution in accordance with the recommendation of the Committee was passed.

The entitlement of Mr Fielding to have the shares issued to him under the ELTI will be subject to the Company meeting certain performance hurdles and Mr Fielding meeting retention criteria.

The performance hurdle is an internal Company performance hurdle and is set to the Company obtaining the following financial results for the 2008 financial year. The quantum of shares that will ultimately be issued is dependent on the Company achieving the following performance for the 2008 financial year.

Revenue	\$90M	\$95M	\$100M	\$110M
EBITDA	\$30M	\$31.66M	\$33.3M	\$36M
Growth over Previous Period	30%	35%	45%	70%
Grant	1/3	1/3	1/3	2X

If the Company only achieves \$90m in revenue, then only 1/3 of the 210,000 shares will vest. The vesting period will be over three years. Therefore 70,000 shares will vest over the three years with 23,333 vesting each year. Conversely if the Company achieves 70% growth over the 2007 financial year then the 420,000 shares will vest over the three years with 140,000 vesting each year. Should Mr Fielding leave the employment of the Company before the end of the three year period, then his entitlement to those shares not vested will be forfeited.

Where Mr Fielding becomes entitled to shares under the ELTI, the Company will issue the shares out of unissued capital.

The shares will be issued no later than 3 years after the date of the meeting.

Details of any shares issued under the ELTI will be published in each annual report of the Company relating to a period in which the shares have been issued, together with a statement that approval for the issue of the shares was obtained under listing rule 10.14.

Any additional persons who become entitled to participate in the ELTI after the resolution was approved and who were not named in the Notice of Meeting will not participate until approval is obtained under listing rule 10.14.

The Board supports this resolution in recognition of the need to provide an appropriate remuneration package to Mr Fielding, commensurate with the risks and responsibilities associated with the development of the Company and prosperity of its shareholders.