

Notice of Annual General Meeting and explanatory notes

DWS Advanced Business Solutions Ltd

ACN 085 656 088

Date:	4th November 2009
Time:	11.00am
Place:	Room: Promenade 3 Level 1 Crown Promenade 8 Whiteman Street Southbank, Vic, 3006

Notice of Annual General Meeting

Notice is given that the 2009 Annual General Meeting of the Shareholders of DWS Advanced Business Solutions Ltd (**Company**) will be held in Room 3, Level 1, Crown Promenade, 8 Whiteman Street, Southbank, Victoria, 3006, at 11.00am on Wednesday 4th November 2009.

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 2009.

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 2009 be adopted.

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

Item 3: Retirement of Mr Ken Barry

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

Item 4: Appointment of Mr Trevor O'Hoy

That Mr Trevor O'Hoy, who retires as a Director pursuant to the Company's Constitution, be elected as a Director of the Company.

Item 5: Appointment of Mr Martin Ralston

That Mr Martin Ralston, who retires as a Director pursuant to the Company's Constitution, be elected as a Director of the Company.

Item 6: Appointment of Auditor

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

That, subject to the Australian Securities and Investments Commission granting its consent to the resignation of the Company's current auditor, Grant Thornton Audit (Vic) Pty Ltd, for the purposes of section 327B of the Corporations Act and for all other purposes, Grant Thornton Audit Pty Ltd, having been nominated and having consented in writing to act as auditor of the Company, be appointed as auditor of the Company and the directors be authorised to set its remuneration.

The board recommends that shareholders vote in favour of this resolution.

DATED: 22 September 2009

BY ORDER OF THE BOARD


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Vivian Clark (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 7.00 pm Australian Eastern Daylight Time on 2 November 2009.

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,
- (c) relevant custodians may lodge their proxy forms online by visiting www.intermediaryonline.com

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 2008 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 Ken Barry

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 2009 Annual General Meeting is one.

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

Items 4 & 5: Appointments of Messrs Trevor O'Hoy and Martin Ralston

Clause 15.1 of the Company's Constitution provides that a Director appointed by the other Directors holds office until the end of the next following general meeting and is eligible for election at that meeting. Mr Trevor O'Hoy and Mr Martin Ralston were appointed to the Board by the other Directors on 5 November 2008, and in accordance with the Constitution seek election at this meeting

Mr Trevor O'Hoy

Mr O'Hoy graduated from Monash University with a Bachelor of Economics in 1976. He is also a graduate of the AASC Middle Management Program at Mount Eliza Business School, and the Harvard Advanced Management Program for international managers.

In 1976, Mr O'Hoy joined Carlton & United Beverages ((CUB), a division of the Fosters group) moving through several finance roles before being appointed General Manager Finance of the Company's southern region in 1985.

From 1997-2002, he served as Chief Financial Officer and Senior Vice-president of Business Services, responsible for the Group's global financial affairs, group treasury, group strategy, information technology and investor relations.

In 2002, Mr O'Hoy was appointed Managing Director of CUB and in 2004, he was appointed President and CEO of Foster's. He resigned from this position in June 2008. Mr O'Hoy currently chairs the Fundraising Committee of Monash University, is a Director of North Melbourne Football Club, RACV Ltd and Zuellig Equipment Distribution Incorporated.

Mr Martin Ralston

Mr Ralston holds a Bachelor of Economics from Monash University and has been involved in the information technology sector since 1970. Over the span of his career, Mr Ralston worked in various roles with BHP Billiton, Computer Accounting Services and Accenture (previously Andersen Consulting) with whom he became a Partner in 1985.

During his tenure with Accenture, Mr Ralston filled a number of senior management positions including Managing Partner – Technology Competence, Managing Partner – Government Services, and Managing Partner – Business Outsourcing. Mr Ralston retired from Accenture in August 2001.

Mr Ralston is currently the joint-vice Chairman of the Moonee Valley Racing Club, a Director of the Hawthorn Football Club and Non-Executive Chairman of Transol Corporation Limited, a technology developer and provider of computerised license testing systems.

Item 6: Appointment of Auditor

The Company's auditor, Grant Thornton Audit (Vic) Pty Ltd has acted as the company's auditor since 2006.

Grant Thornton has recently combined from a state based federation of firms into a single national firm. Accordingly, they are transferring all of their audit appointments into a new single national audit entity (Grant Thornton Audit Pty Ltd) to replace their various state based audit entities. For public companies the appointment of a new audit entity requires a resolution of shareholders at the Annual General Meeting.

The audit committee has considered and agreed to this change and the board has agreed to this resolution being presented to the shareholders of the company for formal vote. To give effect to the change the current Grant Thornton audit entity has requested Australian Securities & Investments Commission ("ASIC") consent to resign in favour of their new national Authorised Audit Company, Grant Thornton Audit Pty Ltd. The resolution is conditional upon ASIC's consent to the resignation of Grant Thornton Audit (Vic) Pty Ltd, and the Company anticipates that this consent will be forthcoming.

In accordance with section 328B of the Corporations Act, notice in writing nominating Grant Thornton Audit Pty Ltd has been given to the Company by a shareholder. A copy of this notice is included in this notice of meeting. The appointment of Grant Thornton Audit Pty Ltd will be by vote of shareholders as an ordinary resolution.

Subject to approval by shareholders, the appointment of Grant Thornton Audit Pty Ltd will be effective for the 2010 financial year. Grant Thornton Audit (Vic) Pty Ltd remained responsible for the audit for the 2009 financial year.

The directors recommend that the shareholders vote in favour of this resolution.