Q Ltd

ACN 083 160 909

Notice of Annual General Meeting

NOTICE OF ANNUAL GENERAL MEETING

The Annual General Meeting of Q Ltd (**Q Ltd** or **Company**) will be held at Level 5, Bank House, 11 Bank Place, Melbourne at 1.30pm on Thursday 30 October 2008.

Agenda

Ordinary Business

1. To receive and consider the financial report and the reports of the Directors and of the auditor for the financial year ended 30 June 2008.

2. To adopt for the purposes of section 250R(2) of the Corporations Act, the remuneration report of the Company for the financial year ended 30 June 2008.

Note that the vote on this item is advisory only and does not bind the Directors or the Company.

3. To re-elect Directors

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

(a) That Kevin Victor Campbell, who will retire by rotation at the close of the meeting in accordance with clause 12.2 of the Company's Constitution, be re-elected as a director of the Company.

(b) That Paul Gerard Choiselat, who will retire by rotation for the first time at the close of the meeting in accordance with clause 12.2 of the Company's Constitution, be re-elected as a director of the Company.

Separate resolutions will be considered in respect of each of the above Directors.

Special Business

4. To ratify a previous issue of Shares on 5 March 2008

To consider, and if thought fit, pass, with or without amendment, the following resolution as an ordinary resolution:

That for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the allotment and issue of a total of 2,910,518 fully paid ordinary Shares in the capital of the Company at an issue price of 2.3 cents per share to Mark Halstead as vendor of 3 Dimension Interactive Pty Ltd, for the purposes and on the terms summarised in the Explanatory Memorandum accompanying and forming part of this Notice of Meeting.

Voting exclusion

The Company will, in accordance with Listing Rule 7.5.6, disregard any votes cast on this resolution by any person who participated in the issue and any associates of those persons.

5. To ratify a previous issue of Shares on 3 June 2008

To consider, and if thought fit, pass, with or without amendment, the following resolution as an ordinary resolution:

That for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the allotment and issue of a total of 752,708 fully paid ordinary Shares in the capital of the Company at an issue price of 5.84 cents per share to Ian Wolters and Janine Cleaves as vendors of List Marketing Australasia Pty Ltd, for the purposes and on the terms summarised in the Explanatory Memorandum accompanying and forming part of this Notice of Meeting.

Voting exclusion

The Company will, in accordance with Listing Rule 7.5.6, disregard any votes cast on this resolution by any person who participated in the issue and any associates of those persons.

6. To ratify a previous issue of Shares on 30 June 2008

To consider, and if thought fit, pass, with or without amendment, the following resolution as an ordinary resolution:

That for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the allotment and issue of a total of 4,571,788 fully paid ordinary Shares in the capital of the Company at an issue price of 6.44 cents per share to Mark Halstead as vendor of 3Dimention Interactive Pty Ltd, for the purposes and on the terms summarised in the Explanatory Memorandum accompanying and forming part of this Notice of Meeting.

Voting exclusion

The Company will, in accordance with Listing Rule 7.5.6, disregard any votes cast on this resolution by any person who participated in the issue and any associates of those persons.

7. To ratify a previous issue of Shares on 23 July 2008

To consider, and if thought fit, pass, with or without amendment, the following resolution as an ordinary resolution:

> That for the purposes of ASX Listing Rule 7.4 and for all other purposes, Shareholders ratify the allotment and issue of a total of 725,808 fully paid ordinary Shares in the capital of the Company at an issue price of 5.58 cents per share to Frederick Schebesta and Frank Restuccia as vendors of Freestyle Media Group Pty Ltd, for the purposes and on the terms summarised in the Explanatory Memorandum accompanying and forming part of this Notice of Meeting.

Voting exclusion

The Company will, in accordance with Listing Rule 7.5.6, disregard any votes cast on this resolution by any person who participated in the issue and any associates of those persons.

8. Consolidation of Capital

To consider, and if thought fit, pass, with or without amendment, the following resolution as an ordinary resolution:

> "That, pursuant to and in accordance with section 245H of the *Corporations Act 2001* (Cth) and the Company's Constitution and for all other purposes, with effect from the day after this resolution is passed:
>
> (a) the issued capital of the Company be consolidated on the basis that every one hundred (100) fully paid ordinary shares in the capital of the Company be consolidated into one (1) fully paid ordinary share;
>
> (b) where the number of shares held by a member of the Company as a result of the consolidation effected by paragraph (a) of this resolution includes any fraction of a share, that fraction be rounded up to the nearest whole number;
>
> (c) the issued options of the Company be consolidated on the basis that every one hundred (100) options of the Company be consolidated into one (1) option with the exercise price of each option being amended in inverse proportion to that ratio; and
>
> (d) where the number of options held by an option holder of the Company as a result of the consolidation effected by paragraph (c) of this resolution includes any fraction of an option, that fraction be rounded up to the nearest whole number."

9. To approve new issue of ordinary Shares

To consider, and if thought fit, pass, with or without amendment, the following resolution as an ordinary resolution:

> "That for the purposes of ASX Listing Rule 7.1 and for all other purposes, the Company and the Directors of the Company be authorised to undertake, the issue of up to a total of 200,000,000 (2,000,000 if Resolution 8 is passed*)* fully paid ordinary Shares in the capital of the Company at an issue price that is at least 80% of the average market price of the Shares over the last 5 days on which sales in the Shares are recorded before the day on which the Shares are issued, to vendors of any business or company acquired wholly or partly by the Company or to such persons as constitute a professional or sophisticated investor (as defined in the Corporations Act 2001) in accordance with the terms summarised in the Explanatory Memorandum accompanying and forming part of this Notice of Meeting."

Voting exclusion

The Company will, in accordance with Listing Rule 7.3.8, disregard any votes cast on this resolution by any person who may participate in the proposed issue and any person who may obtain a benefit, except a benefit solely in the capacity of a security holder, if this resolution is passed and any associates of those persons.

Voting Exclusion

Where a voting exclusion applies, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions on the Proxy Form or it 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.

Determination of Entitlement to Attend and Vote

For the purposes of the meeting, Shares will be taken to be held by the persons who are registered as Shareholders as at 5.00pm Melbourne time on Tuesday 28 October 2008.

Proxies

If you are a Shareholder entitled to attend and vote, you are entitled to appoint one or two proxies. Where two proxies are appointed, you may specify the number or proportion of votes that each may exercise, failing which each may exercise half of the votes. A proxy need not be a Shareholder of the Company.

If you want to appoint one proxy, you can use the Form provided. If you want to appoint two proxies, please follow the instructions on the Proxy Form.

The Company's Constitution provides that, on a show of hands, every person present and qualified to vote shall have one vote. If you appoint one proxy, that proxy may vote on a show of hands, but if you appoint two proxies, neither proxy may vote on a show of hands.

If you appoint a proxy who is also a Shareholder or is also a proxy for another Shareholder, your directions may not be effective on a show of hands. Your directions will be effective if a poll is required and your proxy votes.

To be effective, the Proxy Form must be received by Computershare Investor Services Pty Limited at the address or facsimile number below, or by Q Ltd at its registered office, Level 5, 11 Bank Place, Melbourne, Victoria, 3000, Australia, not later than 1.30pm Melbourne time on Tuesday 28 October 2008.

Where to Lodge a Proxy

Documents may be lodged using the envelope provided or:

IN PERSON	Registered Office -	Level 5, Bank House, 11 Bank Place, Melbourne, VIC, 3000, Australia
	Share Registry -	Computershare Investor Services Pty Limited, Yarra Falls, 452 Johnston Street, Abbotsford, VIC, 3067, Australia
BY MAIL	Share Registry -	Computershare Investor Services Pty Limited, GPO Box 242, Melbourne, VIC, 3001, Australia
BY FAX	+61 3 9473 2555	

You can arrange to receive Shareholder information electronically, or obtain a replacement or second Proxy Form, by contacting Computershare on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia) or go to www.computershare.com.au (Investor Centre).

Admission to Meeting

Shareholders who will be attending the Q Ltd Annual General Meeting and who will not be appointing a proxy, are asked to bring the Proxy Form (if they have one) to the meeting to help speed admission. Shareholders who do not plan to attend the meeting are encouraged to complete and return a Proxy Form for each of their holdings of Q Ltd Shares.

Joint Holders

In the case of Shares held by joint holders, one of the joint holders may vote and if more than one joint holder is present and voting at the meeting, only the vote of the joint holder whose name appears first in the register will be counted.

Quorum

The Company's Constitution provides that two members present personally or by representative, attorney or proxy shall be a quorum for a general meeting.

Questions and Comments by Shareholders at the Meeting

In accordance with the Corporations Act, a reasonable opportunity will be given to Shareholders at the meeting - as a whole - to ask questions about, or make comments on, the management of the Company. Similarly, a reasonable opportunity will also be given to Shareholders at the meeting to ask Deloitte Touche Tohmatsu, Q Ltd's auditor, or their representative, questions relevant to the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted by the Company in relation to the preparation of the financial statements, and the independence of the auditor in relation to the conduct of the audit.

Written questions for Deloitte Touche Tohmatsu relevant to the conduct of the audit and the preparation and content of the auditor's report must be received no later than 5.00pm (Melbourne time) on Tuesday 28 October 2008 at Q Ltd:

IN PERSON	Level 5, Bank House, 11 Bank Place, Melbourne, Victoria, 3000, Australia
BY MAIL	GPO Box 2113, Melbourne, VIC, 3001, Australia
BY FAX	+61 3 9600 1500
BY EMAIL	To the Company Secretary at mchuah@beconwood.com.au

A list of written questions to the auditor will be available at the meeting.

Q Ltd

ACN 083 160 909

Notice of Annual General Meeting

EXPLANATORY NOTES

1. RECEIVE AND CONSIDER THE REPORTS FOR THE YEAR ENDED 30 JUNE 2008

This item is intended to provide an opportunity for Shareholders to raise questions on the reports themselves and on the performance of the Company generally.

The Q Ltd Annual Report 2008 has been made available to Shareholders. There will be an opportunity for Shareholders at the meeting to comment on and ask questions about Q Ltd's management, operations, financial position, business strategies and prospects.

2. ADOPT THE REMUNERATION REPORT FOR THE YEAR ENDED 30 JUNE 2008

There will be an opportunity for Shareholders at the meeting to comment on and ask questions about the Remuneration Report which is contained in the Q Ltd Annual Report 2008.

The vote on the proposed resolution in agenda Item 2 is advisory only and will not bind the Directors or the Company, however, the Board will take the outcome of the vote into consideration when reviewing remuneration practices and policies.

The Remuneration Report is set out on pages 25-31 of the Q Ltd Annual Report 2008. The Report:

- explains the Board's policies in relation to the nature and level of remuneration paid to Directors and key management personnel within Q Ltd;
- discusses the link between the Board's policies and Q Ltd's performance;
- sets out remuneration details for each Director and for each member of Q Ltd's senior executive management team.

3. RE-ELECT DIRECTORS

(a) That Kevin Victor Campbell, who will retire by rotation at the close of the meeting in accordance with clause 12.2 of the Company's Constitution, be re-elected as a director of the Company.

(b) That Paul Gerard Choiselat, who will retire by rotation at the close of the meeting in accordance with clause 12.2 of the Company's Constitution, be re-elected as a director of the Company.

Information about the two Directors standing for re-election is outlined below:

Kevin Victor Campbell AM, Age: 64

Board member and Chairman since January 2000, Mr Campbell has had an extensive and diverse career in the broadcasting industry in Australia for over thirty-seven years and has experience in media technology. He is a former chief executive officer of TVW Enterprises Ltd, Perth and a former chairman of the Lotteries Commission of Western Australia. He is chairman of Jumbuck Entertainment Ltd, Chairman of Quickflix Ltd and immediate past Chairman of the Telethon Institute for Child Health Research. Mr Campbell is also a member of the General Division of the Order of Australia. Mr Campbell is also Chairman of the Remuneration Committee, Corporate Governance Committee, and of the Acquisition and Finance Committee and a member of the Audit and Finance Committee.
Mr Campbell holds an interest in 6,564,572 shares and options to acquire a further 1,500,000 shares in Q Ltd as at the date of this notice.

Paul Gerard Choiselat, Age: 53

Board member since June 2001, Mr Choiselat was appointed Managing Director in October 2002 and became full time CEO in June 2008. He has significant experience, primarily in investment, finance, manufacture, healthcare, retail sectors, media and technology. Mr Choiselat currently heads up Beconwood Securities Pty Ltd, his privately owned investment banking business, which has an arrangement to supply certain facilities and services to Q Ltd. He has had extensive experience in funds management, underwriting and in venture capital. He is also Managing Director of the New Zealand listed TRS Investments Ltd and a Non-Executive Director of IPGA Ltd. He was previously a Non-Executive Director of Healthscope Ltd (Jan 2000 to Jan 2006), Destra Corporation Ltd (March 2006 to April 2008), Quickflix Ltd (Dec 2006 to Nov 2007) and the Managing Director of Jumbuck Entertainment Ltd (Oct 2002 to June 2008). Mr Choiselat is responsible for the general management of Q Ltd. He is a member of the following committees: the Audit and Finance, Corporate Governance, Remuneration and Acquisition and Finance.
Mr Choiselat holds an interest in 54,054,127 shares (115,580,006 shares lodged with Opes Prime as collateral under margin lending facility are currently under dispute) and options to acquire a further 1,500,000 shares in Q Ltd as at the date of this report.

The Directors (in each case excluding the relevant Director) recommend that Shareholders vote in favour of Items 3(a) and 3(b).

4. RATIFICATION OF PREVIOUS ISSUE OF SHARES ON 5 MARCH 2008

On 5 March 2008, the Company issued a total of 2,910,518 fully paid ordinary Shares to Mark Halstead as vendor of 3 Dimension Interactive Pty Ltd ("3Di") in partial satisfaction of the purchase price for the acquisition of 3Di at a price of 2.3 cents per share. The Shares were issued pursuant to the Share Sale Agreement entered into between Mr Halstead, the Company and 3Di. The Shares issued to Mr Halstead will be held in escrow for a period of 12 months.

Item 4 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the share placement to Mr Halstead so that the issue of the 2,910,518 Shares is not included in the Company's 15% capacity.

Information in accordance with the provisions of ASX Listing Rule 7.5 is outlined below:

(a) the number of securities issued was 2,910,518 Shares;

(b) the Shares were issued at 2.3 cents per share;

(c) the Shares rank equally with the Company's other issued fully paid Shares;

(d) the allottee of the Shares was Mark Halstead;

(e) the Shares were issued in partial satisfaction of the purchase price for the acquisition of 3Di.

The share issue to be ratified pursuant to this resolution represents 0.34% of the total issued capital in the Company (based on the 854,496,139 Shares currently on issue).

The Board unanimously recommends that Shareholders vote in favour of Item 4.

5. RATIFICATION OF PREVIOUS ISSUE OF SHARES ON 3 JUNE 2008

On 3 June 2008, the Company issued a total of 752,708 fully paid ordinary Shares to Ian Wolters and Janine Cleaves ("LMA Vendors") as vendors of List Marketing Australasia Pty Ltd ("LMA") in partial satisfaction of the purchase price for the acquisition of LMA at a price of 5.84 cents per share. The Shares were issued pursuant to the Share Sale Agreement entered into between the LMA Vendors, the Company and LMA. The Shares issued to the LMA Vendors will be held in escrow for a period of 12 months.

Item 5 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the share placement to the LMA Vendors so that the issue of the 752,708 Shares is not included in the Company's 15% capacity.

Information in accordance with the provisions of ASX Listing Rule 7.5 is outlined below:

(a) the number of securities issued was 752,708 Shares;

(b) the Shares were issued at 5.84 cents per share;

(c) the Shares rank equally with the Company's other issued fully paid Shares;

(d) the allottees of the Shares were:

- Ian Wolters 376,354 Shares;
- Janine Cleaves 376,354 Shares;

(e) the Shares were issued in partial satisfaction of the purchase price for the acquisition of LMA.

The share issue to be ratified pursuant to this resolution represents 0.09% of the total issued capital in the Company (based on the 854,496,139 Shares currently on issue).

The Board unanimously recommends that Shareholders vote in favour of Item 5.

6. RATIFICATION OF PREVIOUS ISSUE OF SHARES ON 30 JUNE 2008

On 5 March 2008, the Company issued a total of 4,571,788 fully paid ordinary Shares to Mark Halstead as vendor of 3 Dimension Interactive Pty Ltd ("3Di") in partial satisfaction of the purchase price for the acquisition of 3Di at a price of 6.44 cents per share. The Shares were issued pursuant to the Share Sale Agreement entered into between Mr Halstead, the Company and 3Di. The Shares issued to Mr Halstead will be held in escrow for a period of 12 months.

Item 6 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the share placement to Mr Halstead so that the issue of the 4,571,788 Shares is not included in the Company's 15% capacity.

Information in accordance with the provisions of ASX Listing Rule 7.5 is outlined below:

(f) the number of securities issued was 4,571,788 Shares;

(g) the Shares were issued at 6.44 cents per share;

(h) the Shares rank equally with the Company's other issued fully paid Shares;

(i) the allottee of the Shares was Mark Halstead;

(j) the Shares were issued in partial satisfaction of the purchase price for the acquisition of 3Di.

The share issue to be ratified pursuant to this resolution represents 0.54% of the total issued capital in the Company (based on the 854,496,139 Shares currently on issue).

The Board unanimously recommends that Shareholders vote in favour of Item 6.

7. RATIFICATION OF PREVIOUS ISSUE OF SHARES ON 23 JULY 2008

On 23 July 2008, the Company issued a total of 725,808 fully paid ordinary Shares to Frederick Schebesta and Frank Restuccia ("vendors") as vendors of Freestyle Media Group Pty Ltd ("Freestyle") in partial satisfaction of the purchase price for the acquisition of Freestyle at a price of 5.58 cents per share. The Shares were issued pursuant to the Share Purchase Agreement entered into between the vendors, the Company and Freestyle. The Shares issued to the vendors will be held in escrow for a period of 12 months.

Item 7 seeks Shareholder ratification pursuant to Listing Rule 7.4 for the share placement to the Vendors so that the issue of the 725,808 Shares is not included in the Company's 15% capacity.

Information in accordance with the provisions of ASX Listing Rule 7.5 is outlined below:

(a) the number of securities issued was 725,808 Shares;

(b) the Shares were issued at 5.84 cents per share;

(c) the Shares rank equally with the Company's other issued fully paid Shares;

(d) the allottees of the Shares were:

- Frederick Schebesta 645, 162 Shares;
- Frank Restuccia 80,646 Shares;

(e) the Shares were issued in partial satisfaction of the purchase price for the acquisition of Freestyle Media Group Pty Ltd.

The share issue to be ratified pursuant to this resolution represents 0.08% of the total issued capital in the Company (based on the 854,496,139 Shares currently on issue).

The Board unanimously recommends that Shareholders vote in favour of Item 7.

8. CONSOLIDATION OF CAPITAL

Resolution 8 seeks Shareholder approval to consolidate the Company's issued share capital by consolidating every 100 existing Shares into one new Share, thereby reducing the total number of Shares on issue. The Company currently has on issue 854,496,139 Shares on issue which will, upon the consolidation taking effect, consolidate in approximately 8,544,961 Shares (fractions rounded up).

The effect of the consolidation will be that each member's shareholding will be reduced to approximately one hundredth of its present level (fractions of a Share resulting from the consolidation being rounded up). Each member's proportionate interest in the Company's share capital will, however, remain unchanged as a result of the consolidation.

In addition, Resolution 8 seeks Shareholder approval to consolidate the Company's issued options by consolidating every 100 existing options into one new option, thereby reducing the total number of options on issue. The Company currently has 29,808,334 options on issue which will, upon the consolidation taking effect, consolidate into approximately 298,083 options (fractions rounded up). The resolution is proposed in order to give effect to ASX Listing Rule 7.22.1, which requires that options must be consolidated in the same ratio as the Company's ordinary Shares. Furthermore, the exercise price of each option must be amended in inverse proportion to that ratio, that is, the exercise price of each option will be multiplied by 100.

The effect of the consolidation will be that each option holder's holding will be reduced to approximately one hundredth of its present level (fractions of an option resulting from the consolidation being rounded up). Each option holder's proportionate interest in the Company's options will, however, remain unchanged as a result of the consolidation.

Implementation of consolidation

The consolidation will take effect on the second business day following the meeting ("Effective Date"). As from the day which is 4 business days after the Effective Date, the Company may not register transfers on a pre-consolidation basis.

The Company will send notices (security holding statements) to all Shareholders, not earlier than the fifth business day after the Effective Date and not later than the ninth business day after the Effective Date advising of the number of Shares held by each Shareholder before and after the consolidation.

Time table is as follows:

30 October 2008 - Meeting
3 November 2008 - deferred trading, Effective Date
10 November 2008 - Record Date
11 November 2008 - First sending of notice
17 November 2008 - Dispatch

Where a Shareholder has sold their Shares in the Company prior to the consolidation of Shares and the Company receives a valid transfer executed by the Shareholder for those Shares, the Company will send an uncertificated holding statement for the new Shares (in respect to the Shares) to the transferee named in the transfer.

Fractional Entitlements

The capital consolidation will result in any Shareholder whose existing holding is not a multiple of one hundred receiving a fraction of a Share. These fractional entitlements will be rounded up as part of the consolidation, so that the consolidated holding will be rounded up to the nearest whole number.

The Board unanimously recommends that Shareholders vote in favour of Resolution 8.

9. APPROVE NEW ISSUE OF ORDINARY SHARES

The Directors seek Shareholder approval to allow the issue of up to 200,000,000 Shares (2,000,000 Shares if Resolution 8 is passed) to professional and sophisticated investors or to vendors of any business or company acquired wholly or partly by the Company. The approval would allow the issue of Shares during the period up to 3 months after the approval (i.e. up to 30 January 2009).

ASX Listing Rule 7.1 provides a formula that limits the number of equity securities a company may issue within any 12 month period to 15% of the number of fully paid ordinary shares on issue at the start of the 12 month period (subject to certain adjustments) without shareholder approval. In order that the issue of ordinary shares does not fall within the Company's 15% capacity for the purposes of ASX Listing Rule 7.1, the issue must have been approved by shareholders at this meeting.

Item 9 seeks authorisation pursuant to ASX Listing Rule 7.1 for the Board to issue up to 200,000,000 fully paid ordinary Shares (2,000,000 if Resolution 8 is passed) in the capital of the Company at an issue price that is at least 80% of the average market price of the Shares over the last 5 days on which sales in the Shares are recorded before the day on which the Shares are issued.

Shares may be issued directly to vendors of any business or company acquired wholly or partly by the Company or issued to such persons as constitute a professional or sophisticated investor (as defined in the Corporations Act 2001) for cash if the Company is required to raise funds to meet a cash purchase price for an acquisition.

The effect of Item 9 will be to allow the Directors to issue the Shares during the period of 3 months after the AGM (or a longer period if allowed by ASX), without using the Company's annual 15% placement capacity.

The Company has a history of acquiring complementary businesses for consideration which includes issues of ordinary Shares in the Company to the vendors of the acquired business. Since June 2007 the Company has acquired:

Company	**Date**
Market United Pty Ltd	August 2007
Clear Blue Day Pty Ltd	August 2007
The Great Australian Survey Pty Ltd	October 2007

Shareholder approval is sought for the issue of up to 200,000,000 fully paid ordinary Shares (2,000,000 if Resolution 8 is passed) (approximately 24% of the issued ordinary Shares of the Company) to be used in consideration for complementary business acquisitions. The Directors anticipate that business acquisition opportunities may arise in the near future and that in such circumstances the issue of new Shares would be required. If Shareholder approval is provided at the AGM, the Directors will not need to incur the additional cost of seeking Shareholder approval for the issue of the Shares in consideration for an acquisition at a subsequent date.

ASX Listing Rule 7.3 requires that the information below be provided to Shareholders when seeking approval for the purposes of ASX Listing Rule 7.1:

(a) the maximum number of securities that will be issued is 200,000,000 Shares (2,000,000 if Resolution 8 is passed);

(b) the Shares will be issued at an issue price that is at least 80% of the average market price of the Shares over the last 5 days on which sales in the Shares are recorded before the day on which the Shares are issued;

(c) the Company proposes to issue the Shares to vendors of a business or company acquired wholly or partly or to professional and sophisticated investors (if the Company is required to raise funds to meet a cash purchase price for the acquisition) none of whom will be related parties of the Company;

(d) the Shares will be issued within 3 months of the AGM, or such later date as permitted by any ASX waiver or modification of the ASX Listing Rules and it is anticipated that the Shares will be allotted on one date;

(e) the Shares will rank equally with the Company's other issued fully paid Shares. The Company will apply to ASX for quotation of the Shares on ASX; and

(f) the funds raised by the issue of Shares will be applied to fund future acquisitions and to cover the costs of the issue.

The Board unanimously recommends that Shareholders vote in favour of Item 9.

Terminology

Terms which are defined in the Company's Constitution have the same meaning when used in this notice (including these notes) unless the context requires otherwise.

May Chuah, Company Secretary
26 September 2008