

LabTech Systems Ltd

ACN 107 670 673

REVISED NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

Notice is given that the Annual General Meeting of LabTech Systems Ltd will be held at 253 Sturt Street, Adelaide, on Wednesday, **16 November 2005** at 3.00pm.

Ordinary Business

1. Reports

To receive and consider the Financial Report and the Reports of the Directors and of the Auditor for the year ended 30 June 2005.

2. Directors' Remuneration Policy

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

"That the section of the report of the Directors dealing with the remuneration of the Company's Directors, Company Secretary and senior executives ('remuneration policy') be adopted"

3. Re-election of Director

To re-elect as a Director Mr Douglas P LeMessurier, who retires in accordance with the Company's Constitution, and being eligible, offers himself for re-election.

4. Appointment of Director

To appoint as a Director Ms Catherine M Costello.

5. Auditor

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

- a. "That the reappointment of HLB Mann Judd Stephens (S.A.) as auditor of the company be approved"
- b. "That the remuneration for audit services as determined by the auditor's schedule of fees be approved"

Section 1109N Determination

For the purposes of the Corporations Act, the Company has determined that all securities of the Company that are registered securities as at 5.00 pm (Adelaide Time) on Monday, 14 November 2005 will be taken, for the purposes of the Annual General Meeting, to be held by the persons who held them at that time.

Voting by Proxy

- A member who is entitled to attend and cast a vote at the general meeting may appoint a proxy.
- A proxy need not be a member
- The following addresses and facsimile number are specified for the purposes of receipt of proxy appointments:

Addresses:

by hand:

LabTech Systems Ltd
C/- MSI Tilley
253 Sturt Street
ADELAIDE SA 5000

by mail:

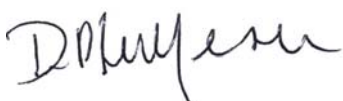
LabTech Systems Ltd
C/- MSI Tilley
GPO Box 1385
ADELAIDE SA 5001

Facsimile: (08) 8231 7381

To be effective, the instrument by which a proxy is appointed by a member and, if the instrument is signed by the member's attorney, the authority under which the instrument is signed or a certified copy of the authority must be received by the Company at least 48 hours before the meeting.

For more information concerning the appointment of proxies and the address to which proxy forms may be sent, please refer to the reverse side of the proxy form.

By Order of the Board



Douglas Peter LeMessurier
Chairman
Adelaide
13 October 2005

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EXPLANATORY NOTES

These notes explain the resolutions set out in the Notice of Meeting for the Company's 2005 AGM and should be read in conjunction with the Notice.

Ordinary Business

RESOLUTION 2

Directors' Remuneration Policy

The *Corporations Act 2001* requires that the section of the Directors' Report dealing with the remuneration of Directors, the Company Secretary and up to 5 senior executives ('remuneration policy') be put to the vote of shareholders for adoption by way of a non-binding resolution.

RESOLUTION 3

Re-Election of a Director – Mr Douglas P LeMessurier

The Constitution of the Company requires one third of the Directors (other than the Managing Director) to retire from office at each AGM. Mr Douglas P LeMessurier, being the longest serving director, retires from his position and in accordance with the Constitution offers himself for re-election.

Mr LeMessurier is a Sharebroker. Previously, he has held positions as State Manager of D&D Tolhurst Ltd – South Australia, a national share broking firm, and as Director of the South Australian Asset Management Corporation (Chair of Super Fund and a member of its Audit and Insurance Committee). Mr LeMessurier is a former board member of the Royal Adelaide Hospital Inc.

Mr LeMessurier is currently a Commissioner of the South Australian Lotteries Commission (Past Chair of the Audit Committee) and current Member of the Audit Committee. Mr LeMessurier is Chair of listed public company Vet Biotechnology Limited and unlisted public companies, SDP Technology Ltd, Apomab Ltd and GTL Energy Ltd.

Recommendation: The Directors recommend that you vote in favour of Mr LeMessurier's re-election

RESOLUTION 4

Election of a Director – Ms Catherine M Costello

Ms Costello offers herself for election as a director.

Ms Costello has a law degree from the University of Melbourne and was previously an academic at the University of South Australia. She was in management with a commercial law firm before establishing a management consultancy. Ms Costello has over 20 years experience in corporate governance and strategy through her consulting work with the boards of client organisations, her directorships and her involvement as a facilitator in the Company Directors' Course offered by the Australian Institute of Company Directors.

Ms Costello's board experience includes directorships in SATAB, ACCU, FCD Ltd and Chairmanship of Saab ITS and Bassett Consulting Engineers. She is currently a director of Integrated Research Ltd and Saab Systems and a member of the Independent Selection Committee, University of Adelaide and a steering committee member of the OECD's "Creating the Future" project.

Recommendation: The Directors recommend that you vote in favour of Ms Costello's election

RESOLUTION 5A AND 5B

Appointment of Auditor

In accordance with the Company's Constitution, the company's auditor is required to be appointed at each annual general meeting of shareholders. HLB Mann Judd Stephens have been auditor of the company since incorporation.

Recommendation: The Directors recommend that you vote in favour of re-appointing HLB Mann Judd Stephens (S.A.) as auditor and that the remuneration for audit services as determined by the auditor's schedule of fees be approved.