



NOTICE

ANNUAL GENERAL MEETING

and

EXPLANATORY MEMORANDUM

and

PROXY FORM

Date of Meeting: Friday 25th November 2005

Time of Meeting: 10.00 am (Brisbane Time)

Place of Meeting: Jab Technologies Limited,
Level 6 Spherion Tower,
200 Creek Street, Brisbane
Qld 4000

Please Note:

This Notice of Annual General Meeting and Explanatory Memorandum should be read in their entirety.

If shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser before voting.

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders of Jab Technologies Limited ("the Company") will be held at Jab Technologies Limited, Level 6, Spherion House, 200 Creek Street, Brisbane on Friday 25th November 2005 at 10 am (Brisbane time).

ORDINARY BUSINESS

FINANCIAL REPORTS

To receive and consider the Company's Annual Report comprising the Directors' Report and Auditors' Report, Directors' Declaration, Statement of Financial Performance, Statement of Financial Position, Statement of Cashflows and notes to and forming part of the accounts for the Company and its controlled entities for the financial year ended 30 June 2005.

RESOLUTION 1 - ELECTION OF DIRECTOR - MR. ROBERT BOUTFLOWER MURDOCH

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

"That Mr Robert Boutflower Murdoch, a Director who retires in accordance with the Company's Constitution and being eligible offers himself for re-election, be re-elected as a Director of the Company".

RESOLUTION 2 - ELECTION OF DIRECTOR - MR STEPHEN IOANNIDES

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

"That Mr. Stephen Ioannides, who was elected as a Director in accordance with Article 37.1 of the Company's Constitution which allows the Board to appoint a Director to fill a casual vacancy, retires in accordance with the Company's Constitution and being eligible offers himself for re-election, be re-elected as a Director of the Company".

RESOLUTION 3 - ELECTION OF DIRECTOR - MR SEAN STARK

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

"That Mr. Sean Stark, who was elected as a Director in accordance with Article 37.1 of the Company's Constitution which allows the Board to appoint a Director to fill a casual vacancy, retires in accordance with the Company's Constitution and being eligible offers himself for re-election, be re-elected as a Director of the Company".

RESOLUTION 4 - REMUNERATION REPORT

To consider and, if thought fit, pass without modification the following advisory resolution:

"That the Remuneration Report of the Company for the year ended 30 June 2005 be adopted."

The vote on this resolution 4 is advisory only and does not bind the Directors of the Company.
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RESOLUTION 5 - APPOINTMENT OF AUDITOR

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

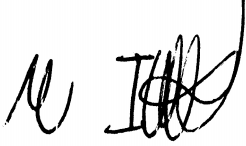
"That in accordance with Section 327B of the Corporations Act, Pitcher Partners Chartered Accountants be appointed as the auditor of the Company."

GENERAL BUSINESS

To consider any other business as may be lawfully put forward in accordance with the Constitution of the Company.

BY ORDER OF THE BOARD

JAB TECHNOLOGIES LIMITED

A handwritten signature in black ink, appearing to read 'M J Ilett', written over a light blue horizontal line.

Mr. Michael J. Ilett
Company Secretary

24th October 2005

EXPLANATORY MEMORANDUM

INTRODUCTION

This Explanatory Memorandum forms part of a Notice convening the Annual General Meeting of Shareholders of the Company to be held on Friday 25th November 2005. This Memorandum is to assist Shareholders in understanding the background to and the legal and other implications of the Notice and the reasons for the resolutions proposed. The Directors recommend Shareholders read the accompanying Notice of Meeting and this Explanatory Memorandum in full before making any decision in relation to the resolutions.

Terms used in this Explanatory Memorandum are defined in the interpretation section.

FINANCIAL REPORTS

The Company's Annual Report comprising the Directors' Report and Auditors' Report, Directors' Declaration, Statement of Financial Performance, Statement of Financial Position, Statement of Cashflows and notes to and forming part of the accounts of the Company and its controlled entities for the year ended 30th June 2005 were released to the Newcastle Stock Exchange Limited on 30th September 2005, and are included in the Company's Annual Report. These are placed before the shareholders for any discussion. No voting is required for this item. The Concise Financial Report is enclosed with this Notice.

RESOLUTION 1 - ELECTION OF MR. ROBERT BOUTFLOWER MURDOCH AS A DIRECTOR

Mr. Robert Boutflower Murdoch retires in accordance with Article 39.1 of the Company's Constitution and, being eligible, offers himself for re-election. Details of Mr. Murdoch's experience are stated in the Concise Financial Report enclosed with this notice.

The Directors (with Mr Murdoch abstaining) recommend that you vote in favour of this Ordinary Resolution.

RESOLUTION 2 - ELECTION OF MR STEPHEN IOANNIDES AS A DIRECTOR

Mr. Stephen Ioannides who was appointed as a Director on 12 July 2004 in accordance with Article 37.1 of the Company's Constitution which allows the Board to appoint a Director to fill a casual vacancy, retires in accordance with Article 37.2 of the Company's Constitution and, being eligible, offers himself for re-election.

Mr Ioannides has over 20 years technology related sales and business development, consulting, product and software project management experience in Australia and overseas including Trysoft Corporation, Co-Cam Australia, Dialog Information Technology, ANZ Banking Group, NCR and Honeywell. Has successfully grown a number of IT related businesses, and has a successful track record providing project based services to companies such as Westpac, Optus, Queensland Rail, Energex, Suncorp-Metway and Brisbane City Council.

The Directors (with Mr Stephen Ioannides abstaining) recommend that you vote in favour of this Ordinary Resolution.

RESOLUTION 3 - ELECTION OF MR SEAN STARK AS A DIRECTOR

Mr. Sean Stark who was appointed as a Director on 17 November 2004 in accordance with Article 37.1 of the Company's Constitution which allows the Board to appoint a Director to fill a casual vacancy, retires in accordance with Article 37.2 of the Company's Constitution and, being eligible, offers himself for re-election.

Mr. Stark has more than 20 years IT industry experience that includes the management of complex I.T. projects within Australia, Europe and across several Asian countries. His extensive career with IBM encompassed a diverse mix of consulting and senior management roles including Research and Development and International Technical Support positions.

Until recently he was the executive responsible for managing IBM's eSites business across the Asia Pacific region, and prior to that, the Queensland manager of IBM Global Services eBusiness consulting practice. He holds a Bachelor of Science in Computer Science and Mathematics, and an MBA from the University of Queensland and is a member of the Australian Institute of Company Directors

The Directors (with Mr Sean Stark abstaining) recommend that you vote in favour of this Ordinary Resolution

RESOLUTION 4 - REMUNERATION REPORT

The Company is required to submit the Remuneration Report for consideration and adoption by way of a non-binding advisory resolution. The Remuneration Report can be found on page 8 in the Directors Report in the Concise Financial Report sent to Shareholders which accompanies the Notice.

The Remuneration Report:

- (a) explains the Board's policy for determining the nature and amount of remuneration of executive Directors and senior executives of the Company;
- (b) explains the relationship between the Board's remuneration policy and the Company's performance;
- (c) sets out remuneration details for each Director and the most highly remunerated senior executive of the Company; and
- (d) details and explains any performance conditions applicable to the remuneration of executive Directors and senior executives of the Company.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Meeting. The Board unanimously recommends that Shareholders vote in favour of adopting the Remuneration Report. A vote on this resolution is advisory only and does not bind the Directors of the Company.

RESOLUTION 5 - APPOINTMENT OF AUDITOR

Pitcher Partners Chartered Accountants were appointed as the auditor of the Company on 6th November 2005 pursuant to Section 327C of the Corporations Act. Accordingly, their initial appointment as auditor of the Company was to fill a casual vacancy and therefore ends at the end of the Meeting. Pursuant to Section 327B of the Corporations Act, the approval of Shareholders is sought to the re-appointment of Pitcher Partners Chartered Accountants as auditor of the Company.

The Company has received from a Shareholder a written nomination for the appointment of Pitcher Partners Chartered Accountants as auditor of the Company, which is enclosed with this Notice.

Pitcher Partners Chartered Accountants have provided its consent to act as auditor of the Company and as at the date of this Explanatory Memorandum have not withdrawn their consent.

The Directors recommend that you vote in favour of this Ordinary Resolution.

SHAREHOLDER VOTING

The Board has made a determination that all the Shares of the Company will be taken, for the purposes of determining the right of Shareholders to attend and vote at the Meeting, to be held by the persons who are registered as holding the Shares at 7pm on 23rd November 2005 (being a time that is not more than 48 hours before the Meeting). Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

OTHER INFORMATION

There is no other information known to the Company that is material to a Shareholder's decision on how to vote on the resolutions set out in the Notice of Meeting. However, should any Shareholder be in doubt as to how he/she should vote on the resolutions and/or as to how it may affect him/her, he/she should seek advice from his/her accountant, solicitor or other professional advisor as soon as possible. Queries as to the lodgement of proxies and other formalities in relation to the Meeting to be held on 25th November 2005 should be directed to the Company Secretary (Telephone 07 3367 8900).

ACTION TO BE TAKEN BY SHAREHOLDERS

Attached to the Notice of Meeting accompanying this Explanatory Memorandum is a proxy form for use by Shareholders. All Shareholders are invited and encouraged to attend the Meeting or, if they are unable to attend in person and are eligible to vote, to complete, sign and return the proxy form and the Notice of Meeting. Lodgement of a proxy form will not preclude a Shareholder from attending and voting at the meeting in person.

PROXY, REPRESENTATIVE AND VOTING ENTITLEMENT INSTRUCTIONS

Shareholders are entitled to appoint up to two individuals to act as proxies to attend and vote on their behalf. Where more than one proxy is appointed each proxy may be appointed to represent a specific proportion of the Shareholder's voting rights. If the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes.

Shareholders who are a body corporate are able to appoint representatives to attend and vote at the Meeting under Section 250D of the Corporations Act 2001 (Cwlth).

The proxy form (and the power of attorney or other authority, if any, under which the proxy form is signed) and certificates appointing body corporate representatives or a copy or facsimile which appears on its face to be an authentic copy of the proxy form (and the power of attorney or other authority) or certificate

appointing a body corporate representative must be deposited at, posted to, or sent by facsimile transmission to the Company's Registered Office, not less than 48 hours before the time for holding the Meeting, or adjourned meeting as the case may be, at which the individual named in the proxy form proposes to vote.

The proxy form must be signed by the Shareholder or his/her attorney duly authorised in writing or, if the Shareholder is a corporation, in a manner permitted by the Corporations Act.

The proxy may, but need not, be a Shareholder of the Company.

In the case of Shares jointly held by two or more persons, all joint holders must sign the proxy form.

A proxy form is attached to this Notice.

INTERPRETATION

"Board" means the Directors of the Company from time to time.

"Business Day" has the meaning ascribed to it by the Listing Rules.

"Company" means Jab Technologies Limited ACN 087 426 953.

"Concise Financial Report" means the concise financial report of the Company enclosed with this Notice, prepared in accordance with the Corporations Act.

"Constitution" means the constitution of the Company.

"Directors" means the Directors of the Company.

"Meeting" means the meeting of shareholders convened by the Notice for 25th November 2005 and any adjournment thereof.

"Non-Executive Directors" means the Non-Executive Directors of the Company.

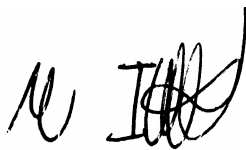
"Notice" or "Notice of Meeting" means the notice in respect of the Meeting.

"Remuneration Report" means the remuneration report contained at page 8 in the Directors Report in the Concise Financial Report.

"Shares" means ordinary fully paid shares in the capital of the Company.

"Shareholders" means the holders of the Shares.

BY ORDER OF THE BOARD
JAB TECHNOLOGIES LIMITED



Mr. Michael J. Ilett
Company Secretary

24th October 2005

JAB TECHNOLOGIES LIMITED
ABN 75 067 519 779

Registered Office : Level 6 Spherion Tower
200 Creek Street
Brisbane Qld 4000
Postal Address: PO Box 728
Spring Hill, Queensland, 4004
Telephone: (07) 3367 8900
Fax: (07) 3367 8999

PROXY FORM

I/We

of

being a shareholder/(s) of Jab Technologies Limited ("**Company**") and entitled to

_____ shares in the Company hereby appoint _____

of _____

or failing him/her _____

of _____

or failing him/her the Chairman as my/our proxy to vote for me/us and on my/our behalf at the general meeting of the Company to be held at Level 6, 200 Creek Street, Brisbane, Queensland on Friday 25th November 2005 at 10.00am (Brisbane time) and at any adjournment

thereof in respect of _____ of my/our shares or, failing any number being specified, **ALL** of my/our shares in the Company.

If two proxies are appointed, the proportion of voting rights this proxy is authorised to exercise is []%.
(An additional proxy form will be supplied by the Company on request.)

If you wish to indicate how your proxy is to vote, please tick the appropriate places below.

If you do **not** wish to direct your proxy how to vote please place a mark in this box:

☐

By marking this box, you acknowledge that the Chairman may exercise your proxy even if he has an interest in the outcome of the resolution and votes cast by him other than as proxy holder will be disregarded because of that interest.

The Chairman advises that it is his intention to vote in favour of all resolutions in respect of any undirected proxies which may be granted in favour of the Chairman.

I/we direct my/our proxy to vote as indicated below:

RESOLUTION

FOR

AGAINST

ABSTAIN

1. Re-election of Mr. Robert Boufflower Murdoch as a Director
2. Re-election of Mr. Stephen Ioannides as a Director
3. Re-election of Mr. Sean Stark as a Director
4. Adoption of Remuneration Report (this is an advisory resolution only and does not bind the Directors of the Company)
5. Appointment of Auditor

As witness my/our hand/s this day of 2005

If a natural person:

SIGNED by _____)
 _____)

in the presence of:

Witness

Name (Printed)

If a company:

EXECUTED by _____)
 _____)
 in accordance with its)
 constitution _____)

Director

Director/Secretary

Name (Printed)

Name (Printed)

If by power of attorney:

SIGNED for and on behalf of _____)
by _____)
under a Power of Attorney)
dated _____ and who declares that he/she has)
not received any revocation of such Power of)
Attorney in the presence of : _____)

Signature of Attorney

Signature of Witness

Important Notice

EMAIL NOTIFICATION AND ACCESS SERVICE FOR NOTICES OF MEETINGS, ANNUAL REPORTS AND CONCISE FINANCIAL REPORTS

- The Company's Notices of Meetings, Annual Report and Concise Financial Report ("documents") are made available on our website under the domain name www.jabtechnologies.com.au
- As part of our aim to continually improve our shareholder services, we are pleased to announce that internet-capable shareholders can elect **not** to receive hard copies of these documents altogether. As a shareholder you can nominate to be notified **by email** as soon as these documents are available on-line and nominate to access these documents through the Company's website.
- The benefits to shareholders are in the potential cost savings and the faster delivery of information. The benefits for our environment are also substantial.
- If you wish to receive hard copies you do not need to do anything and you will continue to receive hard copies of the Concise Financial Report and Notice of Meetings.
- If you elect not to receive a hard copy of the documents, you reserve the right to receive the documents at any time free of charge.
- We will continue to provide internet-capable shareholders email notification of major public announcements lodged by the Company with the Australian Stock Exchange.
- Simply elect to receive notification of these announcements and you will be informed when Jab Technologies Limited makes public announcements.

PLEASE COMPLETE THE FORM BELOW IN BLACK INK USING CAPITAL LETTERS

ELECTION REQUEST

Dear Sir, I/We

Of (Address)

.....

being a shareholder / member of Jab Technologies Limited, request the following:

Please **do not** send via post

....(Please indicate your choice by marking your preferred boxes below with an "X".)

- ☐ Concise Financial Reports
- ☐ Annual Reports
- ☐ Notices of Meetings
- ☐ However, **send me an email** when these are available for downloading from the Jab Technologies website
- ☐ **Notify me by email** of public announcements lodged by the Company with the Newcastle Stock Exchange

MY EMAIL ADDRESS:		
SIGNATURE (ALL HOLDERS TO SIGN):		DATE:

Note: Jab Technologies complies with the National Privacy Principles in respect of the collection, holding, use, disclosure, management, access and disposal of personal information.