

## NOTICE OF ANNUAL GENERAL MEETING

### **Important notice**

*This form of notice replaces the one included in the circular sent to shareholders on 10 October 2008 (comprising: letter from the chairman, annual report, explanatory memorandum, terms of issue of converting performance shares, notice of AGM, proxy form & options form) and should be used instead of that form.*

### **Time & place**

Notice is hereby given that the annual general meeting of e-Business Systems Ltd ACN 107 353 695 will be held at the office of PKF, level 6, 10 Eagle Street, Queensland 4000, at 10:00 (local Brisbane time) on Tuesday 11 November 2008.

### **Business**

The following business will be considered:

#### **1. Audited financial statements – ordinary resolution**

To receive and consider the audited financial statements for the period ended 30 June 2008 together with the report of the auditors PKF

#### **2. Re-election of Ray Soper as a director - ordinary resolution**

To re-elect Ray Soper, appointed to the board on 19 January 2005, as a director

**Note:** Ray Soper stands for re-election in accordance with rule 16.1 of the constitution but has given notice of his intention to step down from the board (as the last of his public company board positions) with effect from 31 December 2008.

#### **3. Re-election of David Glavonjic as a director - ordinary resolution**

To re-elect David Glavonjic, appointed to the board on 22 March 2007, as a director

**Note:** David Glavonjic stands for re-election in accordance with rule 16.1 of the constitution.

#### **4. Approval of proposed directors' fees – ordinary resolution**

In respect of the current financial year, ending 30 June 2009, to fix the remuneration of the directors (other than the managing director) at \$60,000 and \$36,000 per year for the chairman and for the other directors respectively subject to a maximum of \$200,000 in aggregate.

#### **5. Proposed acquisition of Corpnet & related matters – ordinary resolution**

To consider the following resolution:

'That the proposal for the company to acquire the whole of the issued share capital of Corpnet (Australia) Pty Ltd (in accordance with the proposal set out in the circular) be and hereby is approved with full power for the directors to act accordingly, as they may in their discretion think fit, with a view to carrying into effect the terms of that proposal, including without limitation the following:

1. The proposed allotment and issue of ordinary shares credited as fully paid to option holders applying for them in accordance with the proposal set out in the circular;
2. The proposed capitalisation of sums owed to directors and their related entities on the terms set out in the circular; and
3. Subject to and conditional upon completion of the acquisition of Corpnet (Australia) Pty Ltd and the arrangements referred to in paragraphs 1 and 2 of this resolution: the consolidation of ordinary shares (whether issued or unissued and including:
  - o all those issued or falling to be issued pursuant to the arrangements referred to in paragraphs 1 and 2 of this resolution; and
  - o all consideration shares falling to be allotted and issued consequent upon completion of the acquisition of Corpnet (Australia) Pty Ltd);

on the basis of every four such shares being consolidated and converted into one ordinary share (issued or unissued as the case may be) in the capital of the company on terms that, for consolidation purposes, each individual holding of ordinary shares is to be rounded up or down (as appropriate) to the nearest multiple of four in order to avoid any fractional entitlements otherwise arising.

**Note:** The term 'circular' in this resolution refers to the document to shareholders dated 10 October 2008 comprising: letter from the chairman, annual report, explanatory memorandum, terms of issue of converting performance shares, notice of AGM, proxy form & options form.

#### **6. Directors' remuneration report - ordinary resolution**

To consider the remuneration report of the directors as reflected in the circular and audited financial statements

**Note:** The term 'circular' in this resolution has the same meaning as in resolution 5 above. This resolution has advisory effect only, and is not binding on the company or the directors, but is to be proposed in accordance with sections 250R(2) & 250R(3) of the Corporations Act.

## Voting instructions

The following instructions apply in relation to voting at the meeting in person:

1. Each member present (which includes a member present as proxy, attorney or body corporate representative) may cast one vote. However, if a member holds two or more appointments, and these appointments direct the member to vote in different ways, then the proxy may not vote on a show of hands.
2. On a poll shareholders have one vote for each fully paid share and, for each partly paid share held, a fraction of a vote equal to the proportion paid up or credited as paid up towards total amount on the share.

The following instructions apply in relation to voting at the meeting by proxy:

1. Please complete and return the proxy form if you are a shareholder and are unable to attend and vote in person but still wish to vote. A proxy need not be a member.
2. The proxy form must be duly completed and lodged at the office of our auditor PKF (delivery address: c/- PKF, level 6, 10 Eagle Street, Brisbane, Queensland 4000; postal address: GPO box 1078, Brisbane, Queensland 4001), or faxed to 07-3226-3500, so as (in each case) to arrive no later than forty-eight hours before the meeting – ie no later than 10:00 (local Brisbane time) on Sunday 9 November 2008.
3. A member entitled to attend and cast two or more votes at the meeting is entitled to appoint no more than two proxies to attend and vote in their stead. Where more than one proxy is appointed, each proxy should be appointed to represent a specified proportion of the member's voting rights, and failure to indicate specified voting proportions will result in each proxy being entitled to cast half of the member's votes.
4. The proxy form must be signed personally by the member or their attorney. A corporation must sign the proxy form under its common seal or under the hand of any duly authorised person.
5. Where the proxy form is signed by a duly authorised attorney, and that power of attorney has not been previously shown to the company, it must be produced to the company at the office of our auditor PKF (delivery address: c/- PKF, level 6, 10 Eagle Street, Brisbane, Queensland 4000; postal address: GPO box 1078, Brisbane, Queensland 4001), or faxed to 07-3226-350, so as (in each case) to arrive no later than forty-eight hours before the meeting – ie no later than 10:00 (local Brisbane time) on Sunday 9 November 2008.
6. A signatory to a power of attorney who is acting under power of attorney must also declare that they have had no notice of revocation of the power of attorney.

The company has determined in accordance with of the Corporations Act that, for the purpose of voting at the meeting or any adjourned meeting, shares will be taken to be held by those persons shown in the register of members as at close of business on Friday 7 November 2008.

The directors

e-Business Systems Ltd

## PROXY FORM

### Important notice

*This form of proxy replaces the one included in the circular sent to shareholders on 10 October 2008 (comprising: letter from the chairman, annual report, explanatory memorandum, terms of issue of converting performance shares, notice of AGM, proxy form & options form) and should be used instead of that form.*

This form must, in order to be effective, be duly completed and lodged at the office of our auditor PKF (delivery address: c/- PKF, level 6, 10 Eagle Street, Brisbane, Queensland 4000; postal address: GPO box 1078, Brisbane, Queensland 4001), or faxed to 07-3226-3500, so as (in each case) to arrive no later than forty-eight hours before the meeting – ie **no later than 10:00 (local Brisbane time) on Sunday 9 November 2008.**

| Section 1 – Your details   |                     |  |
|--|---------------------|--|
|  |                     |  |
| Please print your name above   |                     | Please sign above  |
|  | Day time telephone: |  |
|  | E-mail:             |  |
| Please add your contact details above  |                     |  |
| Please write your address above if you have moved and wish us to update our records to show your new address |                     | <b>Please use this form to confirm your e-mail address if you have not already given it to us and are receiving this form and the accompanying notice from us in hard copy</b> |

| Section 2 – Appointment of proxy   |  |
|--|--|
| Please refer also to the section headed 'Voting instructions' that form part of the notice of meeting  |  |
| Please print opposite the name of the person you wish to appoint   |  |
| Alternatively, if you wish to appoint the chairman or some other person by reference to their office, please write their office opposite – eg 'chairman' |  |

| Section 3 – Business of meeting           |   |         |         |                        |
|---|---|---------|---------|------------------------|
| Resolutions                               | For   | Against | Abstain | At discretion of proxy |
| Audited financial statements              |   |         |         |                        |
| Re-election of director – Ray Soper       |   |         |         |                        |
| Re-election of director – David Glavonjic |   |         |         |                        |
| Approval of directors' fees               |   |         |         |                        |
| Acquisition of Corpnet                    |   |         |         |                        |
| Remuneration report                       |   |         |         |                        |
| Notes                                     | <p>1. Please tick <b>one box only</b> as appropriate for each resolution to be proposed – a tick in more than one box for either resolution will invalidate your votes on the resolution concerned.</p> <p>2. Your proxy may vote at their discretion on any resolution for which you tick no box at all.</p> <p>3. All your votes will be counted in accordance with your instructions above unless you have appointed a second proxy – in this case your votes will be allocated as instructed by you in section 4 below (if you specify a proportion) and otherwise (if you do not) as to half for each proxy.</p> |         |         |                        |

| Section 4 – Appointment of second proxy   |  |
|---|--|
| This box should be completed <b>only</b> if you wish to appoint a second proxy and should otherwise be left blank – see also section 3, note 3, above |  |
| Please print opposite the name of the person or persons you wish to appoint   |  |
| Please write opposite the proportion of your votes you wish to allocate to the second proxy   |  |

| Section 5 – Signature                |  |
|--------------------------------------|--|
| Please sign opposite – shareholder 1 |  |
| Please sign opposite – shareholder 2 |  |
| Notes                                | <p>1. <b>Both</b> shareholders must sign, in the case of joint shareholders, in order for this form to be effective.</p> <p>2. Refer to the section headed 'Voting instructions' that form part of the notice of meeting for further instructions if you are acting under a power of attorney.</p> |