

e-Business Systems Ltd

ACN 107 353 695

Circular for Shareholders

Extraordinary general meeting

- to be held in Brisbane on Tuesday 2 October 2012

SUMMARY OF BUSINESS TO BE CONSIDERED

PROPOSED RETURN OF CAPITAL & DE-LISTING

PREPARATORY TO A PROPOSED WINDING-UP OF E-BUSINESS SYSTEMS LTD WITH
EFFECT FROM THE END OF THE AGM TO BE HELD IN DUE COURSE

This document is dated 31 August 2012 and contains:

letter from the chairman
notice of EGM
proxy form

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

You should consult your legal, financial or other professional adviser as soon as possible if you are in
any doubt how to deal with this document

LETTER FROM THE CHAIRMAN

365 Montague Road
West End
Queensland 4101

31 August 2012

Dear Shareholder,

Introduction

We have previously explained the reasons for, on reported on completion of, the sale of Corpnet (Australia) Pty Ltd and the proposed subsequent winding-up of the company.

Our intention remains as previously stated – to propose a resolution for voluntary (solvent) winding-up of the company at the AGM. We expect the AGM to be held in the second half of October and will send our annual report with notice of AGM in due course. The precise timing will depend on the audit which is currently underway.

Proposed Return of Capital & De-listing

In the meantime, and in line with previous communications, we are proposing a return of capital to holders of ordinary shares. This requires shareholder approval, and we believe it is prudent for this to be sought before the AGM to allow time for payment to be duly made before the company is placed into liquidation at the AGM. It is therefore necessary to convene a separate EGM, and we propose to take the opportunity at the same time of seeking shareholder approval for de-listing from the NSX in accordance with the NSX listing rules.

It is proposed to return in aggregate \$850,000 to shareholders. Subject to shareholder approval, and in the absence of any action by the ASIC (which is considered extremely unlikely) to restrain payment, this will be paid as soon as practicable to the holders of ordinary shares on the register at close of business on 30 September.

Please note that payment arrangements will be as previously notified in the circular dated 2 May relating to the proposed sale of Corpnet (Australia) Pty Ltd – for ease of reference you can see this at <http://www.nsx.com.au/ftp/news/021725242.PDF>.

This means that payment will be made in each case by direct credit transfer (where a shareholder has given bank account details for electronic payments) and otherwise by cheque made out to the shareholder (with the name as it appears in the register of members) and sent by post (at the shareholder's own risk) to the registered address.

You should note that the proxy form accompanying this letter includes a section for notification of your bank account details for electronic payment purposes. Please use this section on the proxy form – it will help us with administration if you use the form provided (and not some other form of communication) for this purpose. We reserve the right not to act on any other form of communication for this purpose and to make payment by cheque instead.

EGM

With this letter you will receive notice of EGM together with a form of proxy for voting in case you are unable to attend. The EGM is to be held in Brisbane on Tuesday 2 October.

Conclusion

My fellow directors and I encourage you to attend the EGM, if you are able to do so, and to vote at it.

Yours sincerely

A handwritten signature in blue ink, appearing to read 'Geoff Marshall', with a stylized flourish at the end.

Geoff Marshall
Chairman
e-Business Systems Ltd

NOTICE OF EXTRAORDINARY GENERAL MEETING

Time & Place

Notice is hereby given that an extraordinary general meeting of e-Business Systems Ltd ACN 107 353 695 will be held at the office of Clarke Kann, level 7, 300 Queen Street, Brisbane, Queensland 4000, at 3:00pm (local Brisbane time) on Tuesday 2 October 2012.

Business

The following resolutions will be proposed as an ordinary resolution and as a special resolution respectively as indicated:

Proposed Return of Capital – Ordinary Resolution

'That the share capital of the company be and hereby is reduced by the sum of \$850,000 and applied equally against each ordinary share in the company on issue as at close of business on Sunday 30 September 2012 - equivalent to approximately 1.05c per ordinary share.'

Proposed De-listing from NSX – Special Resolution

'That, for the purpose of NSX listing rule 2.25 and generally, the proposal for the company to be removed from the official list of the National Stock Exchange of Australia Limited (with effect from and subject to the passing of a special resolution for a solvent voluntary winding-up of the company proposed to be put to shareholders for consideration at the AGM to be held later in 2012) be and hereby is approved.'

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.

In order to vote at the meeting by proxy please complete and return the proxy form in accordance with the instructions noted on it. It is important, for your proxy to be valid, that it should be duly completed and lodged with our registrar, Security Transfer Registrars Pty Ltd, so as to be received by them no later than forty-eight hours before the meeting – ie no later than 3:00pm (local Brisbane time) on Sunday 30 September 2012.

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 Sunday 30 September 2012.

The directors
e-Business Systems Ltd

31 August 2012

PROXY FORM

Please see overleaf

PROXY FORM

REGISTERED OFFICE:
365 MONTAGUE ROAD
WEST END
QUEENSLAND 4101

SHARE REGISTRY:
Security Transfer Registrars Pty Ltd
All Correspondence to:
PO BOX 535, APPLECROSS WA 6953
770 Canning Highway,
APPLECROSS WA 6153
T: (08) 9315 2333
F: (08) 9315 2233
E: registrar@securitytransfer.com.au
W: www.securitytransfer.com.au

Please complete

NAME: _____

ADDRESS: _____

SRN No.:

NSX Code:

EBS

SECTION A: Appointment of Proxy

I/We being a member(s) of registered holders of the company and entitled to attend and vote hereby appoint:

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OR

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The meeting chairperson
(mark with an "X")

Name of the person you are appointing (if this person is someone other than the chairperson of the meeting)

the person named, or if no person is named, the chairperson of the meeting, as my/our proxy to act generally at the meeting on my/ our behalf and to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit) at the extraordinary general meeting of the company to be held at 3:00pm (local Brisbane Time) on Tuesday 2 October 2012 at the office of Clarke Kann, level 7, 300 Queen Street, Brisbane, Queensland 4000, and at any adjournment of that meeting.

SECTION B: Voting Directions to Your Proxy

Please mark with "X" in the box to indicate your voting directions to your proxy:

Resolution**For****Against****Abstain***

Proposed return of capital – *ordinary resolution*

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Proposal to de-list from the NSX – *special resolution*

☐☐☐

If no directions are given my proxy may vote as the proxy thinks fit or may abstain.

* If you mark the 'abstain' box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

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If you wish to appoint the chairperson as your proxy and you do not wish to direct the chairperson how to vote, please mark an "X" in the box.

By marking this box, you acknowledge that the chairperson 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.

SECTION C: Please Sign Below

This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Security Holder 1

Security Holder 2

Security Holder 3

Sole Director and Sole Company Secretary

Director

Director / Company Secretary

☐

Change of Name or Address: If your registration details are incorrect, please mark this box and make the correction on this form.

My/Our contact details in case of enquiries are:

Contact Name

Contact Number

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Continued overleaf – please complete bank account details (as indicated overleaf) for payment purposes

Shareholders are entitled to appoint up to two proxies (whether shareholders or not) to attend the meeting and vote on their behalf.

If you wish to appoint two proxies, please phone Security Transfer Registrars on +61-8-9315-2333 to obtain your second proxy form. Both forms must be completed with the nominated amount (number/percentage) clearly printed on it. If you do not specify the nominated amount, each proxy may exercise half of your voting rights.

PLEASE RETURN THE FORMS FOR BOTH PROXIES TOGETHER IF YOU WISH TO APPOINT TWO PROXIES

NOTES

1. Name & Address

This is the name and address on the share register of e-Business Systems Ltd. If this information is incorrect, please make corrections on this form. Shareholders sponsored by a broker should advise their broker of any changes. Please note that you cannot change ownership of your shares using this form.

2. Appointment of a Proxy

If you wish to appoint the chairperson of the meeting as your proxy please mark 'X' in the box in Section A. Please also refer to Section B of this proxy form and ensure you mark the box in that section if you wish to appoint the chairperson as your proxy. If the person you wish to appoint as your proxy is someone other than the chairperson of the meeting please write the name of that person in Section A. If you leave this section blank, or your named proxy does not attend the meeting, the chairperson of the meeting will be your proxy. A proxy need not be a shareholder of e-Business Systems Ltd.

3. Directing your Proxy How to Vote

To direct the proxy how to vote place an 'X' in the appropriate box against each item in Section B. Where more than one proxy is to be appointed, and the proxies are to vote differently, then two separate forms must be used to indicate voting intentions.

4. Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional proxy form may be obtained by telephoning the company's share registry on +61 8 9315 2333, or you may photocopy this form.

To appoint a second proxy you must:

- On each of the first proxy form and the second proxy form state the percentage of your voting rights or number of securities applicable to that form - if the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half of your votes; and
- Return both forms in the same envelope.

5. Signing Instructions

Individual: Where the holding is in one name, the shareholder must sign.

Joint Holding: Where the holding is in more than one name, all of the shareholders must sign.

Power of Attorney: To sign under power of attorney, you must have already lodged this document with the registry. If you have not previously lodged this document for notation, please attach a certified photocopy of the power of attorney to this form when you return it.

Company: Where the company has a sole director who is also the sole company secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a company secretary, a sole director may sign alone. Otherwise this form must be signed by a director jointly with either another

director or the company secretary. Please indicate the office held in the appropriate place.

If a representative of the company is to attend the meeting, the appropriate 'certificate of appointment of corporate representative' should be lodged with e-Business Systems Ltd before the meeting or at the registration desk on the day of the meeting. A form of the certificate may be obtained from the company's share registry.

Lodgement of Proxy

This proxy form (and any power of attorney under which it is signed) must be received no later than 3:00pm (local Brisbane time) on Sunday 30 September 2012 being 48 hours before the time for holding the meeting. Any proxy form received after that time will not be valid for the scheduled meeting. Please lodge the proxy form with the company's share registry. You are encouraged to submit your proxy by mail or fax. The delivery addresses for the company's share registry (Security Transfer Registrars) are as follows:

Delivery Addresses

By mail: **Security Transfer Registrars Pty Ltd
PO box 535, Applecross, WA 6953**

By hand: Suite 1, 770 Canning Highway,
Applecross, WA 6153

By fax: + 61-8-9315-2233

By e-mail: registrar@securitytransfer.com.au

Please complete (in the box below) bank account details for payment purposes as referred to in the circular dated 27 August 2012

Bank Account Details

Name of bank:

Branch address:

BSB:

Account name:

Account number:

