



**Skilled Engineering Limited**  
ABN 66 005 585 811

Dear Shareholder,

I have pleasure in inviting you to attend our Annual General Meeting and enclose the Notice of Meeting which outlines the items of business. The meeting will be held at Melbourne Town Hall, (Swanston Room, Ground Floor), Swanston Walk, Melbourne (between Collins & Little Collins Streets) and commences at 11.30 am on Tuesday 26 October 2004.

If you are attending this meeting, please bring this letter with you to facilitate registration at the meeting.

If you are unable to attend the meeting, you are encouraged to complete the enclosed proxy form. The proxy form should be posted to our share registry or faxed on (613) 9473 2555 so that it is received by 11.30 am on Sunday 24 October 2004.

Corporate shareholders will be required to complete a "Certificate of Appointment of Representative" to enable a person to attend on their behalf. A certificate form may be obtained from the Company's share registry.

This year we have created an opportunity for shareholders to submit written questions in advance of the AGM. These can be addressed for either the Board or the Auditor to respond to. Questions can be emailed to our Company Secretary (kbieg@skilled.com.au) or by fax (613 9924 2468). We ask that all questions be submitted by close of business on Tuesday 19 October. They will then be addressed at the AGM and responses made available after the meeting on the Company's web-site (www.skilled.com.au). We believe this initiative will enhance shareholder access to information about the Company and contribute to the efficient conduct of the AGM.

After the meeting light refreshments will be served in the Portico Room, at which time you will have an opportunity to meet Directors and Management in a more informal atmosphere.

I look forward to meeting many of our Shareholders at the meeting.

Yours sincerely,

A handwritten signature in black ink, appearing to read "Ken V. Loughnan".

**Ken V. Loughnan AO**  
Chairman

22 September 2004

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**NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the Annual General Meeting of the shareholders of the Company will be held at Melbourne Town Hall, Swanston Walk, Melbourne, Victoria on Tuesday 26 October 2004 at 11.30 am for the following purposes:-

**Ordinary Business**

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

1. "That the Financial Statements and the Reports of the Directors and of the Auditors in respect of the year ended 30 June 2004 be received."
2. "That Mr F.J.Hargrave AO, having retired in accordance with Article 60 of the Company's Constitution, be re-elected as a Director."
3. "That Mr K.W.Hughes, having retired in accordance with Article 60 of the Company's Constitution, be re-elected as a Director."
4. "That Mr R.K.Biddle who was appointed as a Director since the last Annual General Meeting, having retired in accordance with Article 59 of the Company's Constitution, be elected as a Director."
5. "That Mr R.N.Herbert who was appointed as a Director since the last Annual General Meeting, having retired in accordance with Article 59 of the Company's Constitution, be elected as a Director."

**Special Business**

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

6. **Directors' Remuneration**  
"That the maximum aggregate amount of fees payable to Directors be increased by \$200,000 to \$600,000 per year".

**Note:**

The company will disregard any votes cast on this resolution by any director of the company or any of their associates unless the vote is cast:

- as proxy for a person entitled to vote in accordance with directions on the proxy form; or
- 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.

To consider and, if thought fit, to pass the following resolutions as special resolutions. Note that a special resolution requires it to be passed by at least 75% of the votes cast by members entitled to vote on the resolution.

7. **Adoption of New Constitution**  
"That, effective at the close of the Meeting, the Constitution contained in the document submitted to this Meeting and signed by the Chairman for the purpose of identification be approved and adopted as the Constitution of the Company in substitution for the existing Constitution of the Company".

**Note:**

A copy of the proposed new Constitution can be obtained from the Company Secretary (contact details on next page) or from the Company's web-site at [www.skilled.com.au](http://www.skilled.com.au)


8. **Change of Company Name**  
"That the name of the Company be changed to Skilled Group Limited, with effect from a date determined by the Board, being no later than 1 March 2005".

**Other Business**

To deal with any other business that may be brought forward in accordance with the Constitution and the Corporations Act.

Dated this 22nd day of September 2004.

BY ORDER OF THE BOARD



**K.W. BIEG**  
Company Secretary

## **Voting Entitlements**

The Board has determined that a shareholder's voting entitlement at the meeting will be taken to be the entitlement of that person shown in the register of members as at 11.30 am on Sunday 24 October 2004.

## **Proxies**

1. A member entitled to attend and vote at this meeting is entitled to appoint no more than two proxies (who need not be members of the Company) to attend and vote in his or her place.
2. A single proxy exercises all voting rights.
3. A member appointing two proxies may specify the proportion or number of votes each proxy is appointed to exercise. If a member appoints two proxies and does not specify each proxy's proportion (or number) of voting rights, the rights are deemed to be 50 percent each. Fractions of votes will be disregarded.

**The Proxy Form must be received by 11.30 am on Sunday 24 October 2004, and be lodged:**

**BY FAX:** 613 9473 2555

**IN PERSON:** Registered Office: 850 Whitehorse Road, Box Hill, Victoria, 3128  
Share Registry - Computershare Investor Services Pty Limited, Yarra Falls,  
452 Johnston Street, Abbotsford, Victoria, 3067

**BY MAIL:** Registered Office, 850 Whitehorse Road, Box Hill, Victoria 3128  
Share Registry – Computershare Investor Services Pty Limited, GPO Box 242,  
Melbourne, Victoria, 3001

## **FURTHER INFORMATION:**

**For further information regarding the Notice of Meeting or Proxy Form, please contact the Company Secretary as follows:**

**K.W. Bieg**

**Telephone: 613 9924 2424**

**Fax: 613 9924 2468**

**Email: [kbieg@skilled.com.au](mailto:kbieg@skilled.com.au)**

## **Explanatory Notes**

Each of the following proposals has the unanimous support of all Directors.

### **Resolutions 2, 3, 4 and 5: Re-election and Election of Directors**

The qualifications and experience for each of the Directors to be re-elected or elected are provided below. These are the same as those appearing in the 2004 Annual Report.

#### **Frank J Hargrave AO**

FAIM, FAICD, Age 64

Non-Executive Director (10 years as a Director of the listed Company)

(Founder & recently retired Managing Director)

Mr Hargrave founded the company in 1964 and was Managing Director from inception of the company until his recent retirement in July 2004.

In that 40 year period Mr Hargrave has provided the vision and direction to build the company to its current market leadership position.

As formal recognition of his contribution to Australian life, in the 1993 Queen's Birthday Honour list, Mr Hargrave was appointed an Officer of the Order of Australia specifically for Services to Industry, International Relations and the Community. Today, he is a member of the Committee for Melbourne, a Life Governor of the Adult Deaf Society, a Life member of both the National Trust and the Villa Maria Society for the Blind.

As a Skilled Director, he is a member of the Board Nomination Committee and the Remuneration Committee.

#### **Kerry W Hughes**

JP, MAICD, Age 60

Executive Director – Workforce Services (10 years as a Director)

Mr Hughes has been with Skilled since 1978.

He was State Manager in Western Australia and Regional Manager in Western Australia, South Australia, Northern Territory and New Zealand prior to his existing position. He has been a member of the Committee of Management since its establishment in 1990 and became a Director in 1994.

Mr Hughes spent 11 years in banking in Sydney, before joining Ralph Parsons Engineering Division, Kew, London as Contracts Administration Manager.

In 1974 he joined a Saudi Arabian contracting company, Hassan A.Karim Algahtani as General Manager, based in the Middle East. In this position he was instrumental in setting up a number of very successful joint ventures in construction, recruitment, transportation, drilling and catering.

Mr. Hughes is a past executive member of the American Chamber of Commerce and is a past Chairman of the Chamber's Government Liaison and Trade Committee.

He is currently a committee member of the Western Australian Chamber of Commerce, Manufacturing and Engineering Resource Council and Chairperson of Labour Hire Industry . He is also a Life Member of the Newman/Churchlands Swimming Club in Western Australia.

**Robert K Biddle**

FAIM, FAICD, MBA (Melbourne), Age 56  
Executive Director – Healthcare Services (appointed February 2004)

Mr Biddle joined Skilled as Executive Director Healthcare Services in February 2004.

Mr Biddle founded Origin Healthcare Holdings Pty Ltd (Origin) in 1986. He developed the business by acquiring a number of nursing agencies and networking them to form Australia's leading nursing agency network. At the same time, Mr Biddle developed a platform of leading-edge technology and business processes that made Origin the lowest cost and most efficient supplier in the Australia nursing agency market.

By the time Skilled acquired Origin in February 2004 it had become one of Australia's top 500 private companies.

Mr Biddle has extensive experience in human resources management. Before establishing Origin he held senior positions with some of Australia's largest employers including the Federal Auditor General's Office, the Capital Territory Health Commission, Aboriginal Hostels and Williamstown Naval Dockyard.

He was awarded the Ernst & Young Southern Region Entrepreneur of the Year for the services sector in 2002.

**Robert N Herbert**

B.Comm., Age 60  
Non-Executive Director (appointed November 2003)

Mr Herbert recently retired as CEO of Australian Industry Group, Australia's most significant national industry representative organisation.

Mr Herbert has been involved with Australian Industry Group and its predecessor organisation, Metal Trades Industry Association of Australia, since 1961 including 30 years as a director in various roles. He is well informed and influential in issues related to Australian industry and the economy generally, and has an excellent reputation with government, government agencies, trade unions, private and public sector organisations.

Mr Herbert is Chairman of the CSIRO Manufacturing Advisory Council, Ai Group / Tyree Foundation and the Australian Industry Innovation Xchange. He is Deputy Chairman of Industry Capability Network Limited and a Trustee of Melbourne Cricket Ground Trust. He is also a director of Superannuation Trust of Australia, Trade Union Education Foundation and WALTER Construction Group Limited.

Mr Herbert is an advisor to Corrs Chambers Westgarth and acts as a consultant to various companies.

Mr Herbert is a member of the Audit, Risk & Compliance Committee and the Remuneration Committee.

**Resolution 6: Directors' Remuneration**

The current maximum aggregate amount which shareholders have approved to be paid as fees to the Directors for their ordinary services as Directors is \$400,000 per annum. This amount was approved by shareholders in 2002 at a General Meeting of Shareholders. At that time there were three non-executive directors. Since then two more non-executive directors have been added. Mr R N Herbert was appointed in November 2003, and Mr F J Hargrave AO has retired as Managing Director effective from 31 July 2004 but has agreed to continue as a non-executive director.

As from 1 October 2003 the Chairman is paid an annual fee of \$150,000. The Chairman of the Audit, Risk and Compliance Committee is paid an annual fee of \$79,000 and the other Non-Executive Directors are each paid an annual fee of \$69,000. No additional fees are paid for Board Committee work. There are currently five Non-Executive Directors, one of whom is the Chairman, and four Executive Directors making a total of nine Directors. Directors fees for the five Non-Executive Directors currently total \$436,000 per annum.

It should be noted that no fees are paid to the Managing Director and Executive Directors for their services as a director and that their remuneration for their services as executives is not included in the maximum aggregate amount for the purpose of this resolution.

The Directors may also be paid their travelling and other expenses incurred in connection with their attendance at Board meetings and otherwise in the execution of their duties as Directors.

Clause 65.1 of the Company's Constitution provides that the Directors may be paid out of the funds of the Company, as remuneration for their ordinary services as Directors, such sum as may be determined by the Company in General Meeting. The sum so fixed may be divided amongst the Directors in such proportion and manner as they may from time to time agree or in default of agreement equally. There is a resolution at this meeting for the existing Constitution to be replaced. The proposed new Constitution contains a similar provision to the above-mentioned clause 65.1.

Australian Stock Exchange Listing Rule 10.17 provides that a listed company must not, without shareholder approval, increase the total amount of non-executive directors' fees.

Pursuant to clause 65.5 of the Company's Constitution and Listing Rule 10.17, **shareholder approval is sought to increase the maximum aggregate which can be paid as fees to the Directors, for their ordinary services as Directors, from \$400,000 to \$600,000 per annum. This is a maximum sum that can be spent on Directors fees and is not an indication that current fees paid to Directors are to be increased.** This proposed increase will allow directors' fees and the number of directors to be adjusted over a period of time to reflect market conditions and appoint additional Directors if needed. There is a resolution at this meeting for the existing Constitution to be replaced. The proposed new Constitution contains a similar provision to the above-mentioned clause 65.5.

The purpose of the proposed increase is to enable the Board to have sufficient flexibility to negotiate appropriate fee levels to attract and retain the Directors required to govern the Company in the future as it continues to expand in scale and complexity.

The proposed resolution is an ordinary resolution requiring it to be passed by more than 50% of the votes cast by members entitled to vote on the resolution.

As existing Directors have the potential to benefit from the proposed increase in the maximum aggregate amount which can be paid to Directors for their ordinary services as Directors, a Voting Exclusion statement will apply (see below).

This proposal is supported by all Directors for the reasons set out above.

### **Voting Exclusion Statement**

Pursuant to Listing Rules 10.17 and 14.11.1, the Company will disregard any votes cast on this resolution by:

- a) a Director of the Company; and
- b) an associate of any Director.

However, the Company may not disregard a vote if:

- a) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- b) it is cast by the person chairing the Annual General 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.

## **Resolution 7: Adoption of New Constitution**

The Directors have resolved to recommend the adoption of a new Constitution for the Company.

The current Memorandum and Articles of Association (**Articles of Association**) were adopted on 30 May 1994 and were subsequently amended by a series of resolutions passed at the annual general meeting of the Company on 28 October 1997, relating to various matters including the introduction of the Clearing House Electronic Sub-Register System (**CHESS**) and the application of the ASX Listing Rules. Since the adoption of the Articles of Association and the subsequent amendments, there have been substantial changes to the Corporations Act, the ASX Listing Rules and the ASTC Settlement Rules (formerly the Security Clearing House Business Rules) which affect the Company's Articles of Association.

In light of the large number of required substantive and consequential amendments, the Directors have decided that it is more desirable to adopt a new Constitution rather than put forward a multitude of minor as well as significant amendments.

It is proposed that the new Constitution be adopted to reflect:

- (a) changes in the current Corporations Act, ASX Listing Rules and the ASTC Settlement Rules as presently in force;
- (b) most desirable corporate practice; and
- (c) the availability of modern technology.

The adoption of the new Constitution will not vary the rights attaching to any issued shares.

The proposed Constitution contains standard provisions for an ASX listed public company.

The following important additions and variations to the Articles of Association will occur as a consequence of the adoption of the Constitution.

### **Definitions (Clause 1)**

All references to the "Corporations Law" have been replaced with references to "the Act" being the *Corporations Act 2001* (Cth), and the corresponding provisions of that Act. This only reflects the changed title of the legislation.

All references to "SCH", and "SCH Business Rules" have been replaced with references to "ASTC" and "ASTC Settlement Rules" respectively. This reflects the recent implementation by the ASX of the new ASTC Settlement Rules.

### **Capital (Clause 2)**

The term "par value" of a share was removed some years ago. Accordingly, all references to par value, share premium and share premium account have been deleted.

The Articles of Association prescribed certain characteristics before Preference Shares could be issued by the Company. These have been removed to enable the Board to issue any Share, option or other security of the Company with any special rights or restrictions that it may decide.

### **Classes of Shares (Clause 2.2)**

A variation of class rights may take place at any time with the consent in writing of at least 75% of the holders of the issued Shares in that class. A separate meeting of the holders of the Shares of that class is no longer required.

### **Certificates (Clause 3)**

Certificates for Shares or other securities will only be issued by the Company where required by the Corporations Act, ASX Listing Rules or the SCH Listing Rules. Only uncertificated holdings will be available.

**Alteration of Capital (Clause 10)**

The requirement of the Company's Shareholders to renew, every three years, any power of the Company to buy back its own Shares has been removed.

The Company may establish employee share purchase plans for the Directors and senior executives of the Company, subject to the ASX Listing Rules and the Corporations Act.

**Sale of Non Marketable Parcels (Clause 11(f))**

In accordance with the ASX Listing Rules, and in addition to the Company's current rights to divest non-marketable parcels of Shares, the Company now has the power to divest holdings of less than one marketable parcel of Shares where the relevant holding is created by a transfer of Shares occurring after 1 September 1999. A marketable parcel, within the meaning of the ASX Listing Rules, is a holding with a market value of more than \$500.

**Takeover Approval Provisions (Clause 12)**

The Takeover Approval Provisions restrict the registration of share transfers following the acceptance of an offer made under a proportional takeover scheme until the scheme is approved by a resolution of shareholders. A proportional offer is an offer for the same proportion of each members' holding and not for more than that proportion. The provisions do not operate where a full bid is made.

The Directors consider that the Shareholders should be entitled to approve or reject any partial takeover bid that could potentially change control of the Company. A bidder can restructure its offer if it is rejected

These provisions are permitted by the Corporations Act, and they are in a common form, the essential elements of which are:

- Where a proportional takeover bid is made acceptances will be ineffective unless Shareholders have approved or are deemed to approve the offer.
- If a resolution has not been voted on at least fourteen days before the day that the offers close, the offer is deemed to have been approved.
- If the resolution is rejected, then all offers under the bid are deemed to have been withdrawn at the end of that day.

Further, the Offeror must rescind all contracts that result from any acceptances. A person who has accepted may also rescind the contract.

As at the date of this Notice, the Directors are not aware of any proposal by a person to acquire, or to increase the extent of, a substantial interest in the Company.

The potential advantages and disadvantages of the Rule for shareholders and Directors are set out below. The Takeover Approval Provision must be renewed by resolution of shareholders each 3 years.

**Advantages**

The Takeover Approval Provisions will ensure that all Shareholders have an opportunity to examine a proportional takeover proposal before attending, or being represented by proxy, at a meeting of members called specifically to vote on the proposal.

A majority of Shareholders voting at the meeting, excluding the Offerors and its associates, are required for the resolution to be passed. This allows Shareholders to prevent a proportional takeover offer from proceeding if they believe that control of the Company should not pass under the offer or that the offer should not proceed for other reasons. Accordingly, the terms of any proportional offer are likely to be structured to be attractive to a majority of Shareholders.

The procedure also enables Directors to ascertain the Shareholders' attitude towards the proportional offer.

### **Disadvantages**

A proportional bid may enable effective control of the Company to pass to a party holding less than a majority shareholding. A successful bid may also preclude Shareholders of the opportunity to dispose of their Shares. In these circumstances, the Directors consider that all Shareholders should have the opportunity to vote on any such proportional bid at a meeting of members called specifically for that purpose.

The Takeover Approval Provisions may reduce the possibility of a successful proportional bid therefore discouraging proportional bids.

This in turn may reduce the opportunities which Shareholders may have to sell Shares at an attractive price to persons seeking control of the Company and may reduce any takeover related interest in the Company's shares on the Stock Exchange.

Arguably, the provisions may constitute an additional restriction on the ability of individual Shareholders to deal freely with their shares.

From the Company's perspective (as an entity distinct from its shareholders) and the Directors' perspective, the Directors consider that refreshing the provisions will not give rise to any advantages or disadvantages in addition to those already described.

### **General Meetings (Clause 13)**

Meetings of Shareholders can be held at more than one place using an instantaneous audio and visual device or other similar technology.

The Corporations Act requires 28 clear days notice of all general meetings of Shareholders.

The provisions relating to a demand for a poll accord with the Corporations Act, and specify that a poll may be demanded by a Shareholder or Shareholders holding at least 5% of the votes that may be cast on the resolution.

The quorum for all general meetings of the Shareholders is five Shareholders.

Clause 13.8 provides for the chairman to have special discretions to ensure the orderly conduct of general meetings. This will allow the chairman to bring discussion of a topic to an end, put a motion to a vote, require a person to leave the meeting, postpone or conclude a meeting.

This precaution has been taken to prepare for the eventuality that special interest groups may seek to disrupt our shareholder meetings to draw attention to their particular agendas, and may seek to use specially aggregated shareholdings for that purpose.

### **Appointment of Proxies (Clause 13.16 – 13.20)**

These provisions deal with the number, appointment, form, lodgement and validity of proxies that have been modernised and now reflect the requirements of the Corporations Act relating to proxy votes.

### **Appointment and Removal of Directors (Clause 14.1)**

The minimum number of Directors of the Company is increased from 3 to a minimum of 7 and a maximum of 12. Any person appointed by the Directors will hold that office until the next general meeting of the Company and will be eligible for re-election at that meeting.

### **Retirement at each annual general meeting (Clause 14.3)**

In accordance with the ASX Listing Rules, nominations for election as a Director must be accepted if received at least 35 Business Days before the relevant meeting.

### **Meetings of Directors (Clause 16.2)**

Directors may hold a meeting at more than one place using any medium whereby each of the Directors can simultaneously hear all the other participants. There is no requirement for simultaneous audio AND visual communication.

### **Disclosure of Directors' Interest (Clause 16.5)**

Disclosure of a Director's interest and the liability of the Director to account to the Company for any profits derived in respect of a matter in which the Director has a material interest, has been amended to require disclosure in addition to that required by the Corporations Act and the ASX Listing Rules.

### **Execution of Documents (Clause 19)**

The use of a common seal is optional under the Corporations Act.

The new provision provides flexibility in allowing the Company to retain a common seal and also to have the option to execute documents in the different ways now permitted under the Act.

### **Indemnity and Insurance (Clause 27)**

Amendments to the Corporations Act have clarified the extent and the circumstances in which a Company may indemnify its officers or former officers.

The proposed indemnity is similar to the indemnity under the Articles of Association.

The indemnity of the Officers, and former Officers, of the Company is now limited to the extent permitted by the Corporations Act and to liabilities that do not arise out of conduct of an Officer involving a lack of good faith or conduct known to the Officer as being wrongful.

At the Directors' discretion, and to the extent permitted by the Act, the Company may also enter into deeds of indemnity and insurance in favour of an Officer or former Officer of the Company or a subsidiary of the Company. The Company may pay insurance premiums in respect of such insured Officers.

## **Resolution 8: Change of Company Name**

The Board recommends that shareholders approve the change of the name of the Company from Skilled Engineering Limited to Skilled Group Limited.

The Board and management have formed the view that the continued inclusion of "Engineering" in the name of the Company is misleading as it restricts the activities associated with the name. Involvement in customer contact call centres and with the health sector have little to do with the activity of engineering. Accordingly it has been decided to recommend that the name of the Company be changed to "Skilled Group Limited". Shareholders will be asked to approve this at the 2004 Annual General Meeting.

If approved, the name change will take effect upon registration by The Australian Securities and Investments Commission.

# SKILLED

YOUR FLEXIBLE WORKFORCE

Skilled Engineering Limited

ABN 66 005 585 811

## Proxy Form

All correspondence to:

Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia  
Enquiries (within Australia) 1300 850 505  
(outside Australia) 61 3 9415 4000  
Facsimile 61 3 9473 2555  
www.computershare.com

Mark this box with an 'X' if you have made any changes to your address details (see reverse)



Securityholder Reference Number (SRN)



### Appointment of Proxy

I/We being a member/s of Skilled Engineering Limited and entitled to attend and vote hereby appoint



the Chairman  
of the Meeting  
(mark with an 'X')

OR

If you are not appointing the Chairman of the Meeting as your proxy please write here the full name of the individual or body corporate (excluding the registered Securityholder) you are appointing as your proxy.

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman 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 Annual General Meeting of Skilled Engineering Limited to be held at the Melbourne Town Hall (Swanston Room, Ground Floor), Swanston Walk, Melbourne, Victoria on Tuesday 26 October 2004 at 11.30am and at any adjournment of that meeting.



IMPORTANT: FOR ITEM 6 BELOW

If the Chairman of the Meeting is your nominated proxy, or may be appointed by default, and you have not directed your proxy how to vote on Item 6 below, please place a mark in this box. By marking this box you acknowledge that the Chairman of the Meeting may exercise your proxy even if he has an interest in the outcome of that Item and that votes cast by him, other than as proxy holder, would be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chairman of the Meeting will not cast your votes on Item 6 and your votes will not be counted in computing the required majority if a poll is called on this Item. The Chairman of the Meeting intends to vote undirected proxies in favour of Item 6.

Voting directions to your proxy - please mark  to indicate your directions

	For	Against	Abstain*		For	Against	Abstain*
Item 1	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Item 5	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
To receive and consider Financial Statements and Reports for 30 June 2004				Elect Mr R N Herbert as a Director			
Item 2	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Special Business			
Re-elect Mr F J Hargrave AO as a Director				Item 6	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Increase in Director's Remuneration			
Re-elect Mr K W Hughes as a Director				Item 7	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Adoption of New Constitution			
Elect Mr R K Biddle as a Director				Item 8	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
				Change of Company Name			

\* 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.

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

Individual or Securityholder 1

Sole Director and  
Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date

/ /

SKE

19PR



# How to complete the Proxy Form

## 1 Your Address

This is your address as it appears on the company's share register. If this information is incorrect, please mark the box and make the correction on the form. Securityholders sponsored by a broker (in which case your reference number overleaf will commence with an 'x') should advise your broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

## 2 Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the individual or body corporate you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the full name of that individual or body corporate in the space provided. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

## 3 Votes on Items of Business

You may direct your proxy how to vote by placing a mark in one of the three boxes opposite each item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of securities you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

## 4 Appointment of a Second Proxy

You are entitled to appoint up to two 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 or you may copy this form.

To appoint a second proxy you must:

- (a) 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 your votes. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope.

## 5 Signing Instructions

You must sign this form as follows in the spaces provided:

- Individual: where the holding is in one name, the holder must sign.
- Joint Holding: where the holding is in more than one name, all of the securityholders should 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.
- Companies: 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 can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

If a representative of a corporate Securityholder or proxy is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the company's share registry.

## Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below no later than 48 hours before the commencement of the meeting at 11.30am on Tuesday 26 October 2004. Any Proxy Form received after that time will not be valid for the scheduled meeting.

### Documents may be lodged using the reply paid envelope or:

- IN PERSON Registered Office - 850 Whitehorse Road, BOX HILL VIC 3128  
Share Registry - Computershare Investor Services Pty Limited, Yarra Falls, 452 Johnston Street, Abbotsford VIC 3067 Australia
- BY MAIL Registered Office - 850 Whitehorse Road, BOX HILL VIC 3128  
Share Registry - Computershare Investor Services Pty Limited, GPO Box 242, Melbourne VIC 3001 Australia
- BY FAX 61 3 9473 2555