



DataMotion Asia Pacific Limited
ABN 44 009 148 529



registered office
Level 1
Westcentre
1260 Hay Street
West Perth WA 6005
AUSTRALIA

mailing address
Private Box 1288
West Perth WA 6872
AUSTRALIA

telephone - national 08 9415 2212
- international +61 8 9415 2212

facsimile - national 08 9415 2221
- international +61 8 9415 2221

email - info@datamotion.asia
visit us at - www.datamotion.asia

10 February 2010

ELS063.2010

The Manager
Company Announcements Office
Australian Securities Exchange
Level 4, Exchange Centre
20 Bridge Street
SYDNEY NSW 2000

Via Electronic Lodgement

NOTICE OF EXTRAORDINARY GENERAL MEETING

DataMotion Asia Pacific Limited ("the Company") has today received notice from Mr Ronald Moir, the Company's Chairman / Managing Director, that he has personally called a meeting of the Company's shareholders pursuant to section 249CA(1) of the Corporations Act.

The notice received by the Company from Mr Ronald Moir (together with the Notice of Meeting to Shareholders called by Mr Ronald Moir) are attached."

Yours faithfully

Martin Eade
Company Secretary
DATAMOTION ASIA PACIFIC LIMITED

attach: letter from Mr Ronald Moir (1 page)
notice of Extraordinary General Meeting (12 pages)



R G Moir

mailing

c/o Private Box 1288
WEST PERTH WA 6872

work phone (08) 9415 2212
work fax (08) 9415 2221

10 February 2010

DataMotion Asia Pacific Limited
Private Box 1288
WEST PERTH WA 6872

ATTN: THE COMPANY SECRETARY

BY HAND
NO OF PAGES: 1 + 12

Dear Sir

MEETING OF MEMBERS

DATAMOTION ASIA PACIFIC LIMITED

Pursuant to section 249CA of the Corporations Act 2001 (Cth) I have called a meeting of members. I enclose herewith a copy of the notice of meeting and statements to be circulated with the notice.

Yours sincerely



RONALD MOIR

Director
DataMotion Asia Pacific Limited

attach: notice of meeting (12 pages)

NOTICE OF EXTRAORDINARY GENERAL MEETING

DATAMOTION ASIA PACIFIC LIMITED

Notice is hereby given that an Extraordinary General Meeting of DataMotion Asia Pacific Limited (“**the Company**”) will be held at **2:00pm AWST on Friday, 19 March 2010** at QV1, Level 2 Conference Centre, 250 St Georges Terrace, Perth Western Australia

Agenda

Ordinary Business

Resolution 1 – Removal of Mr Ronald Moir as a Director

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

“that, pursuant to section 203D of the Corporations Act, Mr Ronald Moir be and is hereby removed as a director of the Company (effective immediately on the passing of this resolution).”

Resolution 2 – Removal of Mr Mark Popham as a Director

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

“that, pursuant to section 203D of the Corporations Act, Mr Mark Popham be and is hereby removed as a director of the Company (effective immediately on the passing of this resolution).”

Resolution 3 – Appointment of Mr Michael Anthony Robson as a Director

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

“that Mr Michael Anthony Robson be and is hereby appointed as a director of the Company (effective immediately on the passing of this resolution).”

Resolution 4 – Appointment of Mr Patrick John Corr as a Director

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

“that Mr Patrick John Corr be and is hereby appointed as a director of the Company (effective immediately on the passing of this resolution).”

This extraordinary general meeting has been called by a director of the Company, Mr Ronald Moir, pursuant to section 249CA of the Corporations Act, by reason of a request received from Intercorp Pty Ltd.

Ronald Moir

Chairman / Managing Director

Dated 10 February 2010

“Snapshot” Date

For the purposes of Regulation 7.11.37 of the Corporations Act, the persons eligible to vote at the meeting will be those persons who are registered as shareholders at 2:00pm AWST on Wednesday, 17 March 2010. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

Explanatory Statement

This Explanatory Statement has been prepared in connection with the **Extraordinary General Meeting** (“EGM”) of shareholders to be held at **2:00pm AWST on Friday, 19 March 2010** at QV1, Level 2 Conference Centre, 250 St Georges Terrace, Perth Western Australia. This Explanatory Statement should be read in conjunction with the accompanying Notice of Extraordinary General Meeting.

Removal and appointment of Directors

On 19 January 2010 Mr Robert Roget, on behalf of Intercorp Pty Ltd (“Intercorp”), in accordance with section 249D(1)(a) of the Corporations Act 2001 (Cth) (“the Act”), requested the directors of the Company call, arrange and hold an Extraordinary General Meeting of the Company to consider resolutions to remove as directors Messrs Ronald Moir and Mark Popham.

This extraordinary general meeting has been called by a director of the Company, Mr Ronald Moir, pursuant to section 249CA of the Act, by reason of a request received from Intercorp.

Intercorp has given notices of its intention to move resolutions and remove directors in accordance with section 203D(2) of the Act.

The purpose of the Extraordinary General Meeting is to satisfy the request and consider the resolutions that Intercorp intends to move as referred to in the preceding paragraphs.

Messrs Moir & Popham have exercised their right in section 203D(4) of the Act to put their case to shareholders by way of a written statement.

Intercorp has also provided a statement about the resolutions being considered at the Extraordinary General Meeting.

The resolutions to appoint Mr Anthony Robson and Mr Patrick John Corr are proposed by Mr Joshua Wellisch, a director, who considers that they will bring their significant experience to the board to achieve value for all the shareholders as quickly as possible. Mr Wellisch recommends that these gentlemen are appointed to the board and provides the following short biography on each:

Michael Robson

Michael is presently the non-executive Chairman of Lumacom Ltd (ASX: LUM). He has been a director of Lumacom since August 2008 and was elected Chairman in November 2008. During that time, Michael has been intimately involved in the development and implementation of a new corporate strategy for the company including the oversight of due diligence and financial modelling processes. Michael has also been heavily involved in investor relations and stakeholder communications.

Michael has worked in senior executive management positions both in the financial services industry and in government since 1998. Michael has also been a compliance and risk management consultant since 2001 to the financial services industry.

Michael is a member of the Australian Institute of Company Directors. He holds a Bachelor of Science (Physics) degree and is currently completing his Bachelor of Laws.

Patrick Corr

Patrick has experience in laws relating to companies and the securities industry in Australia since his admission as a Barrister & Solicitor of the Supreme Court of Western Australia in 2006. Mr Corr also has experience working with both private and public companies in the resources sector with projects in both Australia and foreign jurisdictions, including in-country roles in Africa.”

Statements

Annexed to this Explanatory Memorandum are statements by Mr Moir, Mr Popham and Intercorp Pty Ltd.

These statements were prepared by their respective authors (i.e. not the Company). The Company makes no comment on any of the statements and whether or not they individually or collectively give all the information necessary to enable shareholders to determine how to vote on all of the resolutions referred to in the Notice of Extraordinary General Meeting.

If shareholders do not understand this Notice of Extraordinary General Meeting or any part thereof they should contact their stockbroker, lawyer, accountant or financial or other professional adviser without delay.

Proxies

If you are unable to attend and vote at the meeting and wish to appoint a person who is attending as your proxy, please complete the attached form of proxy.

Each member entitled to attend and vote at the meeting may appoint not more than two proxies to attend and vote instead of such member. Where more than one proxy is appointed each proxy must be appointed to represent a specific proportion of the member's voting rights. If the appointment does not specify the proportion of the member's voting rights each proxy may exercise half of the member's voting rights.

The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or if such appointor is a corporation as required by its constitution or the hand of its attorney. A proxy need not be a member of the Company. In the case of joint holders the proxy form may be signed by any one holder. Should you wish to direct your proxy how to vote please indicate your direction in the appropriate box(es) on the proxy form otherwise your proxy will have a discretion to vote as he/she thinks fit.

To be effective a completed proxy form and the power of attorney (if any) under which the proxy form is signed (or a certified copy of the power of attorney) must be received at ***the Company's registered office at Level 1 Westcentre, 1260 Hay Street, West Perth WA, Australia, or by facsimile transmission to (+61 8) 9415 2221 by 2:00pm AWST on Wednesday, 17 March 2010.***

**STATEMENT BY MR RONALD MOIR
CHAIRMAN & MANAGING DIRECTOR**

Vote “AGAINST” changing the Board of DataMotion Asia Pacific Limited

Dear Shareholder,

I write to explain to you the perils which I believe shareholders face if they vote in favour of the resolutions requisitioned by Intercorp Pty Ltd (“**Intercorp**”).

Intercorp became a shareholder in DataMotion Asia Pacific Limited (“**DataMotion**”) in October 2009. I strongly consider this requisition to consider the removal of Mr Mark Popham and myself from the Board has come about because of our opposition to the acquisition by DataMotion of Retail Information Systems Pty Ltd (“**RIS**”). This transaction has been strongly promoted by Intercorp. **Yet, it is strongly opposed by all of the directors other than Intercorp's nominee on the board, Mr Joshua Wellisch.**

Surprisingly, Intercorp in its statement does not set out its plans for the future of DataMotion. What are those plans? Does it intend to push through the RIS transaction? If so, why does it contend the RIS transaction is in the best interests of shareholders? These are all important questions for you to ponder, especially as the RIS transaction dilutes current shareholders down to **22%** and provides for the payment of substantial fees to anonymous people. So far, Intercorp's silence on these important questions is deafening!

RIS transaction

I think it is important shareholders understand the circumstances in which the RIS transaction was presented and why I am opposed to it. Those circumstances give an insight into the Intercorp style of doing business, which it is important you appreciate given Intercorp is trying to seize control of the DataMotion board.

The RIS transaction was first presented to DataMotion's executive directors by Mr Wellisch, a non-executive director, by email at 10:56pm on Sunday, 27 December 2009. How Mr Wellisch came by the proposal remains a mystery to the Board, as does the identity of the “syndicate” referred to in the proposal. The proposal was received ten hours before a scheduled board meeting on Monday, 28 December 2009. At the outset of an informal discussion immediately prior to the board meeting, Mr Wellisch and Mr Roget (attending as an invitee on behalf of Intercorp) demanded that the board approve the transaction there and then. Myself, Mr Popham and Mr Eade immediately declined, given that none of us had had the opportunity to look at the documents, let alone undertaken due diligence. As a consequence, at the thirteen minute mark of this discussion, **Mr Roget threw down a requisition for a meeting to remove the executive directors of the board, which he withdrew some thirty minutes later.** To this day and despite repeated requests, neither Mr Wellisch nor Intercorp have been able to provide any sound commercial reasons as to why the RIS transaction is in the best interests of DataMotion. .

On 19 January 2010, Intercorp advised DataMotion that it was seeking to have myself and Mr Popham removed from the Board and, simultaneously, Intercorp commenced a campaign of legal action against me personally. This campaign has included accusations of misinforming the market, breach of director's duties, insider trading and breach of ASX listing rules, followed by notice that Intercorp together with other shareholders intends to issue a class action against me. I consider these allegations are baseless and have informed Intercorp of that through my solicitors.

These continual threats do not ruffle me, and shareholders that know me well will know that these threats have strengthened my resolve to ensure the interests of DataMotion shareholders are protected.

The principal areas of concern which myself and my fellow executive directors Mr Popham and Mr Martin Eade have with the transaction are these:

- 1) the transaction values RIS at AU\$39,800,000, when it was valued at approximately AU\$21,500,000 in August 2009. Moreover, the AU\$21,500,000 valuation was based on revenue targets which Retail Information Systems Pty Ltd has not achieved;
- 2) the transaction proposes that fees with a value between AU\$3,000,000 to AU\$4,000,000 be paid to unidentified people for unspecified services;
- 3) information disclosed to the New Zealand stock exchange reveals:
 - a) RIS Group Limited (of which RIS is a member) incurred a loss of AU\$1,009,000 for the 6 months ended 30 September 2009, and DataMotion estimates its cash balance at 31 December 2009 to be AU\$680,000;
 - b) the viability of RIS is dependent upon arrangements with Medicare, which is at least 7 months behind schedule.
- 4) Despite repeated requests from DataMotion, RIS is yet to provide any binding agreements concerning the Medicare arrangements; and
- 5) the transaction will result in the current shareholders of DataMotion being diluted down to approximately **22%**.

It hardly leaps from the page that this is a transaction in the best interests of DataMotion. The mere recitation of these concerns demonstrates that no board acting properly could proceed to recommend the entry into by DataMotion of the RIS transaction. I have asked Intercorp to explain the reasons for its support for the transaction and undertook to promptly consider the response. I have received no substantive answer. Instead, in its statement to shareholders, Intercorp refers to my and Mr Popham's salary and how it has "lost faith" in our ability only three months after becoming a shareholder. I strongly believe that Intercorp is doing its level best to avoid having to explain to shareholders its plans for DataMotion. It is a relatively simple thing for it to do so. After all, it seeks to remove half the current board and replace it with Intercorp's own nominees. Intercorp surely must have a plan for DataMotion. What is it? Why is it being kept from shareholders?

With regard my salary, during the period that I have been Chairman & Managing Director of DataMotion, I have spent in excess of \$500,000 of my after tax salary purchasing DataMotion shares in the market and contributing to its rights issues. Further, it is worthwhile pointing out that the salary I received for more than eight years exhaustive efforts at DataMotion pales into insignificance compared to the success fee that Intercorp supports the anonymous syndicate receiving.

At the end of the day it is up to you as shareholders. **Do you take the blind leap of faith into the arms of Intercorp**, not knowing its plans and when its approach to date has been to attempt to railroad through a substantial transaction which dilutes you down to **22%**, while at the same time providing for the payment of substantial fees to unidentified people. On the other hand, the current board's plans for DataMotion are transparent and well established. Granted, they have taken longer to implement than intended, however, I consider those plans represent the best course of action for DataMotion.

I urge you to vote against the resolutions.

Yours sincerely



Ronald Moir
Chairman / Managing Director
DataMotion Asia Pacific Limited

**STATEMENT BY MR MARK POPHAM FCPA GAICD
EXECUTIVE DIRECTOR & CHIEF FINANCIAL OFFICER**

Vote “AGAINST” changing the Board of DataMotion Asia Pacific Limited

Dear Shareholder,

A meeting of DataMotion Asia Pacific Limited (“**DataMotion**”) has been convened, at which you will be asked to vote for the removal of DataMotion’s Chairman / Managing Director, Mr Ronald Moir, and myself from the Board, and the appointment of new directors. I joined the Company in 2002 as Chief Financial Officer, and have been an Executive Director since July 2003.

As you are aware, the global financial situation has led to the significant lengthening of the DataMotion SecureMail sales cycle within the large organisations that DataMotion has been dealing with, meaning that sales revenues from the primary target market are taking longer than anticipated to realise.

In response, DataMotion launched a fully underwritten rights issue in October 2009, with the capital raised to be used to fund the transformation of the DataMotion DataCentre into a “boutique” hosting facility, and the search for a **profitable** technology-based acquisition target to expand DataMotion’s portfolio of products whilst leveraging existing technologies and the DataCentre. The rights issue was underwritten by CPS Securities, and sub-underwritten by Intercorp Pty Ltd (“**Intercorp**”).

Intercorp has requisitioned this general meeting in direct response to the executive directors’ refusal to “rubber stamp” a transaction presented to DataMotion by Intercorp’s representative on the Board, Mr Joshua Wellisch, a non-executive director.

In the best interests of informing all shareholders, I present the key points of the transaction below, referencing the following documents A-D:

- A) Reindeer Holdings Pty Ltd proposed agreement between DataMotion and RIS Group Limited.
- B) “*Profile of Holly Springs Investments Limited post completion of the prospective acquisition of Retail Information Systems Pty Limited, 10 August 2009*”, freely and publicly available from the New Zealand Alternative Exchange (NZAX) at <http://file.nzx.com/000/665/2747665.pdf>. This document also embodies “*Retail Information Systems Pty Ltd Special Purpose Financial Report for the period ended 31 March 2009*”.
- C) RIS Group Limited “*Arrangements with respect to Medicare Easyclaims solution*”, announced to the NZAX on 13 November 2009 and freely and publicly available at <http://file.nzx.com/000/283/3059283.pdf>
- D) RIS Group Limited “*Half Year Result for the 6 Months ended 30 September 2009*”, announced to the NZAX on 15 December 2009 and freely and publicly available at <http://file.nzx.com/000/057/3166057.pdf>

the key points

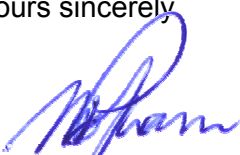
- 1) the transaction presented DataMotion with the opportunity to purchase 100% of the shares on issue in Retail Information Systems Pty Ltd (“RIS”), from RIS Group Limited (formerly known as Holly Springs Investments Limited), a public company listed on the NZAX (*document A, item 1.1*);
- 2) the details of the transaction were emailed to DataMotion’s executive directors, being Mr Moir, Mr Martin Eade and myself, by Mr Wellisch at 10:56pm on 27 December 2009 (Sunday night), ten hours ahead of a Board meeting the following day at which time Mr Wellisch and Mr Robert Roget, invited to attend the meeting on behalf of Intercorp, requested that the executive directors approve the transaction there and then, which we declined to do, and a period of due diligence was agreed to;

- 3) RIS is an Australian technology company that is a provider of “card present” payment systems and “value added” retail applications. RIS was acquired by Holly Springs Investments Limited in September 2009 for NZ\$27,000,000 (approx AU\$21,500,000) and is now being offered to DataMotion for AU\$39,800,000 (*document B, page 3; document A, item 2.1(a)*);
- 4) RIS incurred a loss of AU\$1,333,652 for the nine months ended 31 March 2009. Historical revenue forecasts confirm that RIS relies on the Medicare Easyclaim project for 60-70% of its revenue going forward, and that revenues from Medicare were expected to commence in October 2009 (*document B / special purpose financial report, pages 6 & 26*);
- 5) NZAX announcements made in November and December 2009 confirm that revenues from Medicare have taken much longer to be realised than anticipated, having been delayed by at least seven months (May 2010 from October 2009). Despite requests from DataMotion, RIS has failed to provide binding agreements with Medicare, or other documents guaranteeing revenue (*document C, document B / special purpose financial report, page 26*);
- 6) RIS Group Limited incurred a loss of \$1,009,000 for the 6 months ended 30 September 2009, and DataMotion estimates its cash balance at 31 December 2009 to be AU\$680,000 (*document D, page 1*);
- 7) the proposed transaction comprises two documents, being an agreement between DataMotion and RIS Group Limited and a facilitation agreement between DataMotion and Reindeer Holdings Pty Ltd, an unknown shelf company incorporated on 08 December 2009;
- 8) the proposed transaction requires DataMotion to first place 285,000,000 shares at \$0.035 to “parties approved by RIS” and then immediately consolidate its share capital on a 10 to 1 basis. The purchase of RIS would then be satisfied by the issue of 796,000,000 ordinary shares @ \$0.05 (value \$39.8 million) and 500,550,000 listed options. At the completion of the transaction, DataMotion is required to have AU\$2,000,000 of “cleared funds”, and existing shareholders will be diluted down to approximately 22%. The transaction proposes seeking DMN shareholder approval after the share consolidation has occurred (*document A, item 2.1, 2.2 & 3.1*);
- 9) as part of the transaction, DataMotion is to issue 80,000,000 “shares & options” post-consolidation to Reindeer Holdings Pty Ltd and its nominees (“the syndicate”) as fees for “certain investment advisory” and “introduction” services (valued at AU\$2,800,000 @ \$0.035, or AU\$4,000,000 @ \$0.05 for the shares only) (*document A, item 2.1, 2.2 & 3.1*); and
- 10) **given the structure of the transaction, the fact that RIS is continually losing money, historical delays in revenue from Medicare and RIS’ failure to present binding agreements I believe this transaction is clearly not in the best interest of DataMotion shareholders** (*document A, item 2.3 & 2.4*).

In my view, the executive directors have worked well together and implemented strategies that have enabled DataMotion to meet challenging times and establish a platform for future growth, namely having secured the exclusive rights to the DataMotion SecureMail platform throughout the Asia Pacific region.

I now urge shareholders to support Mr Moir and myself.

Yours sincerely



Mark Popham FCPA GAICD
Executive Director & CFO
DataMotion Asia Pacific Limited

STATEMENT BY INTERCORP PTY LTD

Vote "FOR" changing the board of DataMotion Asia Pacific Limited

Dear fellow DMN shareholder

Intercorp Pty Ltd (**Intercorp**) is a major shareholder of Data Motion Asia Pacific Limited (**DMN**). Intercorp currently has a relevant interest in 18.35% of the voting rights in DMN and intends to be active in maximising the value of DMN for the benefit of all shareholders.

Intercorp has called for the removal of Ronald Moir and Mark Popham from the Board of DMN because Intercorp has lost faith in the ability of Mr Moir (in his capacity as Managing Director) and or Mr Popham (in his capacity as a Director and Chief Financial Officer) to rectify the current financial position of DMN and the extremely poor performance of DMN in comparison with the remuneration afforded to both Mr Moir or Mr Popham whilst acting as Directors of DMN.

The performance and remuneration figures that have caused serious concern and loss of confidence in the two directors are outlined below and support Intercorp's request for their removal.

RON MOIR – Managing Director since 2001

Total remuneration 2002 to 2009 (approximate)	\$2,043,896
---	-------------

MARK POPHAM

Total remuneration 2003 to 2009 (approximate)	<u>\$724,138</u>
TOTAL (approximate)	\$2,768,034

DMN (under Ron Moir regime)

Total sales revenue 2002 to 2009	\$2,959,579
Total accumulated losses 2002 to 2009	\$20,460,315

During the reign of Mr Moir, DMN issued 1,618,565,489 shares between 1 July 2001 and 23 October 2009.

DMN December 2009 ASX Appendix 4C Cash Flow Report

Cash flows relating to operating activities	
Item 1.1 Receipt from customers (6 months to December 2009)	\$53,000
Item 1.2 Payment for staff costs and other working capital (6 months)	\$658,000
Item 1.24 Payments to directors and associates:	
• September 2009 quarter	\$68,851
• December 2009 quarter	<u>\$157,258</u>
Total for 6 months at December 2009	\$226,109

It is clear from the above that the receipts from customers are insufficient to pay for Directors' salaries, let alone other working capital expenses of the company. For the 6 months reviewed above, the Net Operating cash flow for DMN is NEGATIVE \$602,000.

In addition, Intercorp believes that the sale of DMN shares by Mr Moir in late December 2009 indicates his lack of conviction in his ability to achieve value for all DMN shareholders.

DMN cash on hand as at 31 December 2009 was \$890,000 and, should the same trend of cash haemorrhaging continue without further capital raisings, DMN will be out of cash in less than 12 months.

DMN has not spent any capital on research and development in the last 6 months. Therefore, there appears to be no new product to come onto market that will change the fortune of DMN.

With 1.9 billion DMN shares on issue and with \$890,000 cash as at 31 December 2009, negative cash flows and with their previous record; it is very unlikely that a cash flow positive business will be available to DMN under the present board and is the reason for Intercorp's action to change the management team.

Intercorp has lost confidence in Mr Moir and Mr Popham and Intercorp believes DMN can achieve significantly better results for all shareholders with the right leadership. For this reason, Intercorp strongly supports the appointment to the Board of DMN of Mr Michael Robson and Mr Patrick Coor as proposed by current DMN Director Mr Joshua Wellisch.

CONCLUSION

As a major shareholder, Intercorp urges you to read the Notice of Meeting and Explanatory Statement, form your own views and exercise your right to vote. If you remain in doubt about how to vote, you should contact your stockbroker, accountant, lawyer or other professional adviser.

Average monthly share price of DMN from 2000 to 2010



- this page has been left blank intentionally -

Voting By Proxy - how to complete the Proxy Form

1. Your Name and Address Details

Please complete your name and address as it appears on the share register of DataMotion Asia Pacific Limited. 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 chairman of the meeting as your proxy, mark the box. If the person you wish to appoint as your proxy is someone other than the chairman of the meeting please write the name of that person. If you leave this section blank, or your named proxy does not attend the meeting, the chairman of the meeting will be your proxy and vote on your behalf. A proxy need not be a shareholder of DataMotion Asia Pacific Limited.

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 the item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights on any item by inserting the percentage or number of shares 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 will 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

If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning DataMotion Asia Pacific Limited's share registry (Computershare Investor Services Pty Limited / (+61 8) 9323 2000) or you may copy this form, or download a copy from the Company's website located at www.datamotion.asia.

To appoint a second proxy you must:

- a) indicate that you wish to appoint a second proxy by marking the box;
- b) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form; and
- c) return both forms together in the same envelope.

5. Authorised Signature/s

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

- | | |
|-------------------|---|
| Joint Holding | in the case of joint holders the proxy form may be signed by any one holder. |
| Power of Attorney | if signed under a Power of Attorney you must have already lodged it with the registry, or alternatively, attach a certified photocopy of the Power of Attorney to this Proxy Form when you return it. |
| Companies | a director can sign jointly with another director or a company secretary, a sole director who is also a sole company secretary can also sign. A sole director of a corporation without a company secretary can sign. Please indicate the office held by signing in the appropriate space. |

If a representative of the corporation is to attend the meeting and a proxy form is not used, then an appropriate "Certificate of Appointment of Representative" should be produced prior to admission. A form of the certificate may be obtained from DataMotion Asia Pacific Limited's share registry.

Lodgement of Proxy Form

This Proxy Form (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting. **Documents may be lodged by posting, hand delivery or facsimile to DataMotion Asia Pacific Limited** or Computershare Investor Services Pty Limited at one of the following addresses:

Mailing Address

DataMotion Asia Pacific Limited

Private Box 1288
West Perth Western Australia 6872
Australia

Facsimile (+61 8) 9415 2221

Registered Office

DataMotion Asia Pacific Limited

Level 1
Westcentre
1260 Hay Street
West Perth Western Australia 6005
Australia

Facsimile (+61 8) 9415 2221

Computershare Investor

Services Pty Limited

Level 2
45 St Georges Terrace
Perth Western Australia 6000
Australia

Facsimile (+61 8) 9323 2033

Proxy Form

All Correspondence to:
 The Company Secretary
 DataMotion Asia Pacific Limited
 Private Box 1288
 West Perth WA 6872
 AUSTRALIA
 Telephone (+61 8) 9415 2212
 Facsimile (+61 8) 9415 2221
www.datamotion.asia

DataMotion Asia Pacific Limited

1. I / We (please print):

Name

Address

Securityholder Reference Number (SRN)

or Holder Identification Number (HIN)

2. Appointment of a Proxy

I/We being a member/s of DataMotion Asia Pacific Limited hereby appoint:



the chairman of the meeting
 (mark with an 'X')

OR

(Write here the name of the person you are appointing if this person/s is **someone other** than the chairman of the meeting).

or failing the person named, or if no person is named the chairman of the meeting, as my/our proxy 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 DataMotion Asia Pacific Limited to be held at QV1, Level 2 Conference Centre, 250 St Georges Terrace, Perth Western Australia at **2:00pm AWST on Friday, 19 March 2010** and at any adjournment of that meeting.

Please note

* The chairman intends to vote all undirected proxies against all resolutions. **If you do not wish to direct your proxy how to vote, please place a mark in the box.** By marking this box, you acknowledge that the Chairman (or other person you have appointed as a proxy) may exercise your proxy even if he/she has an interest in the outcome of the resolution and votes cast by him/her other than as proxy holder will be disregarded because of that interest.



3. Votes on Items of Business

(Voting directions to your proxy – please mark to indicate your directions)

	For	Against	Abstain
Resolution 1 – Removal of Mr Ronald Moir as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 – Removal of Mr Mark Popham as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 – Appointment of Mr Michael Anthony Robson as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 – Appointment of Mr Patrick John Corr as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

4. Appointment of a Second Proxy

I/We wish to appoint a second proxy



(Mark with an 'X' if you wish to appoint a second proxy)

and

 %

or

State the percentage of your voting rights or the number of shares for this Proxy Form.

5. Authorised Signature/s

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

Individual or Security Holder 1

*Individual / Sole Director and
 Sole Company Director*

Security Holder 2

Director

Security Holder 3

Director / Company Secretary

Contact Name

Contact Daytime Telephone

Date