


Lodge your vote:

 **By Mail:**
 Computershare Investor Services Pty Limited
 GPO Box 242 Melbourne
 Victoria 3001 Australia

Alternatively you can fax your form to
 (within Australia) 1800 783 447
 (outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
 (custodians) www.intermediaryonline.com

For all enquiries call:
 (within Australia) 1300 850 505
 (outside Australia) +61 3 9415 4000



Proxy Form

 **For your vote to be effective it must be received by 11:00am Tuesday 26 October 2010**

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions

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

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

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, 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 sign in the appropriate place to indicate the office held. Delete titles as applicable.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the information tab, "Downloadable Forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Turn over to complete the form ➔



View your securityholder information, 24 hours a day, 7 days a week:

www.investorcentre.com

- Review your securityholding
- Update your securityholding

Your secure access information is:



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Structural Systems Limited hereby appoint

the Chairman of the meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

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 Structural Systems Limited to be held at Parkside Room 3, Bayview Eden Hotel, 6 Queens Road, Melbourne, Victoria on Thursday, 28 October 2010 at 11:00am and at any adjournment of that meeting.

STEP 2 Items of Business

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

| | | For | Against | Abstain |
|--------------|--|--------------------------|--------------------------|--------------------------|
| Resolution 1 | Election of Director - Mr Peter John McMorro | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 2 | Re-election of Director - Mr Robert William Freedman | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 3 | Remuneration Report | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____

Date ____/____/____



Dear Securityholder,

We have been trying to contact you in connection with matters arising from your securityholding in Structural Systems Limited. Unfortunately, our correspondence has been returned to us marked "Unknown at the current address". For security reasons we have flagged this against your securityholding which will exclude you from future mailings, other than notice of meeting.

We value you as a securityholder and request that you supply your current address so that we can keep you informed about our Company. Where the correspondence has been returned to us in error we request that you advise us of this so that we may correct our records.

You are requested to include the following;

- > Security Reference Number (SRN);
- > ASX trading code;
- > Name of company in which security is held;
- > Old address; and
- > New address.

Please ensure that the notification is signed by all holders and forwarded to our Share Registry at:

Computershare Investor Services Pty Limited
GPO Box 2975
Melbourne Victoria 3001
Australia

Note: If your holding is sponsored within the CHESS environment you need to advise your sponsoring participant (in most cases this would be your broker) of your change of address so that your records with CHESS are also updated.

Yours sincerely

Structural Systems Limited

NOTICE OF 2010 ANNUAL GENERAL MEETING

Structural Systems Limited ABN 57 006 413 574

Shareholders are advised that the Annual General Meeting (AGM) of Structural Systems Limited (the **Company**) will be held at Parkside Room 3, Bayview Eden Hotel, 6 Queens Road, Melbourne, Victoria on Thursday 28 October 2010 at 11.00am.

ITEMS OF BUSINESS

1. RECEIPT OF FINANCIAL STATEMENTS AND REPORTS

To receive and consider the Company's Financial Report, Directors' Report and Auditor's Report for the financial year ended 30 June 2010 as set out in the Annual Report.

2. RESOLUTION 1 – ELECTION OF DIRECTOR (Mr Peter John McMorroW)

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

"That Mr Peter John McMorroW, who retires in accordance with clause 6.2 (c) of the Company's Constitution and ASX Listing Rule 14.4 and, being eligible, offers himself for election, be elected as a Director of the Company."

3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR (Mr Robert William Freedman)

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

"That Mr Robert William Freedman, who retires by rotation in accordance with clause 6.5 of the Company's Constitution and ASX Listing Rule 14.4 and, being eligible, offers himself for re-election, be re-elected as a Director of the Company."

4. RESOLUTION 3 – REMUNERATION REPORT

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

"That the Company's Remuneration Report for the financial year ended 30 June 2010 in the form set out in the Company's Annual Report be adopted".

*Please note that section 250R(3) of the Corporations Act provides that the vote on this resolution is advisory only and does not bind the Directors or the Company.

Other Information

The Explanatory Notes accompany and form part of this notice. All Shareholders should read the Explanatory Notes carefully and in their entirety. Shareholders who are in doubt regarding any part of the business of the AGM should consult their financial or legal adviser for assistance.

NOTES

These notes form part of the Notice of Meeting.

Annual Report

The annual report (which includes the financial report, the directors' report, the auditor's report and the remuneration report) is available for shareholders to access and download from the investor information page on the Company's website (<http://www.structuralsystems.com.au>).

Shareholders who have elected to receive a copy of the annual report will receive it separately in the mail.

Proxies

A member entitled to attend and cast a vote at this meeting has a right to appoint a proxy to attend and vote instead of the member.

A proxy need not be a member of the Company and may be a corporation (and any corporation so appointed may then nominate an individual to exercise its powers at meetings). A member who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes which each proxy is appointed to exercise. If the proxy appointments do not specify the proportion or number of member's votes that each proxy may exercise, each proxy may exercise half the member's votes.

If a member appoints the Chairman of the Meeting as proxy and does not direct the Chairman how to vote on an item of business, the Chairman will vote in favour of each of the proposed resolutions set out in the Notice of Meeting.

To be valid, Proxy Forms must be received by the Company's Share Registrar, Computershare Investor Services Pty Limited (**Computershare**), before 11.00am on Tuesday 26 October 2010 (**Proxy Deadline**).

Proxy forms may be submitted in one of the following ways:

- (i) by post in the reply-paid envelope provided. Please allow sufficient time so that it reaches Computershare by the Proxy Deadline;
- (ii) by facsimile to Computershare on 1800 783 447 (Within Australia) and +61 3 9473 2555 (Outside Australia);
- (iii) by hand delivery to Computershare, 452 Johnson Street, Abbotsford Victoria 3067;
- (iv) For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions.

Bodies Corporate

A body corporate may appoint an individual as its representative to exercise any of the powers the body may exercise at meetings of the Company's shareholders. Unless the appointment states otherwise, the representative may exercise all of the powers that the appointing body could exercise at a meeting or in voting on a resolution. The representative should bring to the meeting the original (or a certified copy) of his or her appointment, including any authority under which the appointment is signed,

Entitlement to Vote

In accordance with Section 1074E(2)(g)(i) of the Corporations Act and Regulation 7.11.37 of the Corporations Regulations, the Company has determined that for the purposes of the meeting all shares will be taken to be held by the persons who hold them as Registered Shareholders at 7pm (Melbourne time) on Tuesday 26 October 2010.

Dated 17 September 2010
By order of the Board of Directors



Stuart Gray
Company Secretary

2010 ANNUAL GENERAL MEETING - EXPLANATORY NOTES

The following Explanatory Notes explain the items of business to be discussed at the Company's 2010 Annual General Meeting (**AGM**) to be held at Parkside Room 3, Bayview Eden Hotel, 6 Queens Road, Melbourne, Victoria on Thursday 28 October 2010 at 11.00am.

These explanatory notes are set out in the order of the items in the Notice of Meeting and should be read with the Notice.

ITEMS OF BUSINESS

ITEM 1. RECEIPT OF FINANCIAL STATEMENTS AND REPORTS

This item allows Shareholders the opportunity to consider the Financial Report, Directors' Report and Auditor's Report of the Company. Under Section 317 of the Corporations Act, the Company is required to lay these 3 reports that together comprise the Company's Annual Report before its Shareholders at its AGM. There is no requirement either in the Corporations Act or in the Constitution of the Company for Shareholders to approve the Financial Report, the Directors' Report or the Auditor's Report. Shareholders will have a reasonable opportunity at the meeting to ask questions and make comments on these reports and on the business and operations of the Company.

Shareholders should note that the Financial Statements and Reports will be received in the form presented. It is not the purpose of the meeting that the Financial Statements and Reports be accepted, rejected or modified in any way and accordingly there will be no formal resolution put to the meeting.

ITEM 2. RESOLUTION 1 – ELECTION OF DIRECTOR (Mr Peter John McMorrow)

Listing Rule 14.4 prohibits Directors appointed to fill a casual vacancy from holding office without re-election past the next AGM of the entity.

Clause 6.2 of the Constitution of the Company provides that Directors appointed by the Board to fill a casual vacancy on the Board only hold that office until the next general meeting.

In accordance with the ASX Listing Rules and the Constitution of the Company, Mr Peter John McMorrow, being appointed by the Board on the 1st of July 2010, is due to retire, and being eligible for re-election has submitted himself for re-election at this AGM.

The Board (in the absence of Mr McMorrow) recommends that shareholders vote in favour of Resolution 1.

The Chairman in his capacity as proxy holder intends to vote undirected proxies in favour of approving this Resolution 1.

Experience & Qualifications

Mr McMorrow was appointed as a Director of the Company on 1st July 2010.

Mr McMorrow served as Managing Director of Leighton Contractors Pty Ltd from May 2004 until September 2010 and has subsequently taken the role of Executive Chairman of Broad Group Holdings Pty Ltd, a construction & property development company 90% owned by Leighton Contractors.

Mr McMorrow has more than 30 years experience in management roles in the construction industry, including such disciplines as mining, civil, building, mechanical, petrochemical and telecommunication.

ITEM 3. RESOLUTION 2 – RE-ELECTION OF DIRECTOR (Mr Robert William Freedman)

Listing Rule 14.4 prohibits Directors from holding office without re-election past the third AGM following the Director's appointment, or 3 years, whichever is longer.

Clause 6.5(a) of the Constitution of the Company provides that at each AGM one third of the Directors, and if their number is not a multiple of 3 then the number nearest to but not exceeding one third of the Directors, must retire from office. Further, clause 6.5(c) of the Constitution provides that a Director must retire from that office by the conclusion of the third annual general meeting (**AGM**) after the Director was last elected, even if his or her retirement results in more than one-third of all Directors retiring from office.

In accordance with the Constitution of the Company, Mr Freedman is due to retire, and being eligible for re-election has submitted himself for re-election at this AGM.

The Board (in the absence of Mr Freedman) recommends that shareholders vote in favour of Resolution 2.

The Chairman in his capacity holder intends to vote undirected proxies in favour of approving this Resolution 2.

Experience & Qualifications

Mr Freedman has been a Director of the Company since 1985 and was one of the founding directors of Structural Systems Limited when it listed in 1987. He was Managing Director from 1998 to 2008, becoming Chairman on 1st January 2009.

Mr Freedman is a Member of the Institution of Engineers' Australia, earned a Post Graduate Diploma in Business Administration (W.A.I.T.), and has worked in the construction industry since 1967.

ITEM 4. RESOLUTION 3 – REMUNERATION REPORT (Non-Binding Resolution)

Item 4 provides Shareholders with the opportunity to vote on the Company's Remuneration Report. Under Section 250R(2) of the Corporations Act, the Company must put the adoption of its Remuneration Report to the vote at the AGM and, under section 250SA of the Corporations Act, the Chairman must allow the Shareholders a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report. The Company's Remuneration Report is set out on page 11 of the Company's 2010 Annual Report.

The Remuneration Report:

- explains the Board's policies in respect of the nature and level of remuneration paid to Directors and senior management of the Company;
- discusses the link between the Board's policies and the Company's performance;
- explains why the performance conditions were chosen and how performance is measured against them;
- sets out the remuneration details for each Director and each member of the Company's senior management team;
- makes clear that the basis for remunerating non-executive Directors is distinct from the basis for remunerating executives and executive Directors.

The vote to adopt the Remuneration Report is advisory only and does not bind the Directors or the Company.

The Board unanimously recommends that shareholders vote in favour of Resolution 3.

OTHER INFORMATION

The Board is not aware of any other information which is relevant to the consideration by members of the proposed resolutions which are detailed in the Notice of Meeting. Prior to making any decision, members may wish to seek advice from their own independent financial adviser or stockbroker as to the effect of the proposed resolutions.

GLOSSARY

ASX means ASX Limited.

ASX Listing Rules or Listing Rules means the Listing Rules of ASX.

Board means the Board of Directors of the Company.

Company means Structural Systems Limited.

Corporations Act means the Corporations Act 2001 (Cth).

Director means a director of the Company.

Shareholder or Member means the holder of a Share in the Company.