

Notice of Annual General Meeting

CPT GLOBAL LIMITED

("Company")

ABN 16 083 090 895

ACN 083 090 895

Notice is hereby given that the Annual General Meeting of the Company will be held at the Stamford Plaza, 111 Little Collins Street, Melbourne, Victoria, 3000 on **Tuesday 22 November 2011 at 10:00am (AEDT)**.

Business of the meeting

1. Chairman's Presentation.
2. To receive and consider the financial statements and reports of the economic entity for the year ended 30 June 2011, together with the reports of the directors and the auditor.
3. To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

"To adopt the Company's remuneration report and the report forming part of the directors' report for the financial year ended 30 June 2011".

(Please note that the vote on this item is advisory only and does not bind the directors or the Company)

4. To elect one director:

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

"That Mr Alan Baxter, having been appointed as a non-executive director by the Board since the last annual general meeting of the Company and being required to retire from office in accordance with rule 8.1(d)(1) of the Company's constitution, being eligible and having offered himself for election, be elected as a director of the Company (to take effect from the conclusion of the Company's 2011 annual general meeting)".

Further Information

This Notice of Meeting should be read in conjunction with the accompanying Explanatory Memorandum which provides further details on the business of the meeting.

By Order of the Board

Elliot Opolion
Company Secretary
Melbourne 16 October 2011.

EXPLANATORY MEMORANDUM

A Introduction

This Explanatory Memorandum forms part of the notice of meeting of CPT Global Limited (“**Company**”) dated 16 October 2011 (“**Notice**”) and should be read in conjunction with the Notice. It contains important information concerning the Company’s 2011 annual general meeting (“**AGM**”) and will assist you in understanding the background, legal and other implications of the business set out in the Notice, and the reasons why various resolutions have been proposed.

It is intended that the chairman of the AGM will be Mr Fred Grimwade, the Chairman of the Company. *The Chairman intends to vote all undirected proxies held by him in respect of agenda item 4 (Election of director) in favour of that resolution.*

B Your attendance at the AGM

If you are not able to attend the AGM but wish to vote, please complete the enclosed proxy form and return it to Computershare Investor Services Pty Limited at 452 Johnston Street, Abbotsford, Melbourne, Victoria 3067 or Postal Address GPO Box 242, Melbourne, Victoria 3001 or by facsimile: 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia), to be received no later than 48 hours prior to the AGM.

C Chairman’s Presentation (agenda item 1)

The Chairman, Mr Fred Grimwade, will present a summary of his report (which is contained in the 2011 Annual Report).

Please note that no resolution will be required to be passed on these matters.

Following this presentation, there will be an opportunity for shareholders to ask questions and provide comment.

D Financial Statements (agenda item 2)

The Corporations Act and the Company’s constitution require the annual financial reports, directors’ report and auditor’s report for the 2010/2011 financial year to be received and considered at the AGM.

It is not the purpose of the AGM that these reports be accepted, rejected or modified in any way. Further, Neither the Corporations Act nor the Company’s constitution requires a vote on the reports.

However, shareholders will have an opportunity to ask questions and make comments on the reports and the Company’s business and operations at the AGM.

E Adoption of the remuneration report (agenda item 3)

Background

During this item of business, shareholders will have the opportunity to comment on and ask questions about the remuneration report contained in the Company’s Annual Report for the year ended 30 June 2011. The remuneration report contains:

- (a) information about the board's policy for determining the nature and amount of remuneration of the Company's directors and senior executives;
- (b) a description of the relationship between the remuneration policy and the Company's performance; and
- (c) remuneration details for each director and for each of the Company's specified executives.

The Board considers that the remuneration policies adopted by the Company are appropriately structured to provide rewards that are commensurate with the performance of the Company.

The Corporations Act requires that a resolution be put to the vote at the AGM that the remuneration report be adopted. This vote is advisory only and does not bind the Directors or the Company.

Shareholders may be aware of the introduction earlier this year of a 'two strikes' rule in relation to remuneration reports of listed companies. Briefly, if at least 25% of votes are cast against the resolution to adopt the remuneration report at 2 consecutive annual general meetings of the Company, this rule requires 'a spill resolution' to be put to shareholders. If a spill resolution was ever passed, the Company would be required to hold a further meeting of shareholders within 90 days ('spill meeting') to consider appointing persons to replace those Directors in office at the time the remuneration report was approved by the Board (other than the Managing Director) and who are required to resign immediately before the end of the 'spill meeting'.

Please note that as the 'two strikes' rule only applies to annual general meetings of the Company held on or after 1 July 2011, there is no requirement to allow for any 'spill resolution' at this AGM.

Voting on this agenda item 3

Please note this section very carefully. Pursuant to recent changes to the Corporations Act, the Company is required to disregard any votes cast on agenda item 3 (in any capacity) by or on behalf of either a member of the key management personnel, details of whose remuneration are included in the remuneration report, or a closely related party of such a member (together "prohibited persons").

However, the Company will not disregard a vote if:

- (a) the prohibited person does so as a proxy appointed by writing that specified how the proxy is to vote on the proposed resolution; and
- (b) the vote is not cast on behalf of a prohibited person.

If the Chairman of the AGM is appointed, or taken to be appointed, as a proxy by a shareholder, that shareholder can direct the Chairman to vote for or against, or to abstain from voting on, the resolution on agenda item 3 (Adoption of the remuneration report) by marking the appropriate box opposite agenda item 3 in the proxy form.

Please note that if the Chairman of the AGM is appointed as a proxy by a shareholder, and that shareholder does not mark any of the boxes opposite agenda item 3 in the proxy form, that shareholder will be taken as having directed the Chairman to vote in favour of the resolution on agenda item 3 (Adoption of the remuneration report).

F Resolution for the re-election of retiring director, Alan Baxter (agenda item 4)

Mr Alan Baxter, having been appointed by the Board as a non-executive Director in January 2011 under rule 8.1(c) of the Company's constitution (to fill the casual vacancy left upon the retirement of Ian McDonald as a Director), and being eligible, offers himself for election as a Director under rule 8.1(d)(1) of the Company's constitution.

Set out below are brief biographical details of Mr Baxter:

Alan has some 40 years experience across all facets of the IT services industry and has held a number of senior executive roles at IBM and Unisys before his appointment as Chief Executive Officer of DMR Consulting (Asia Pacific). He subsequently moved to London where he became Chief Operating Officer of Fujitsu Consulting (formerly DMR Consulting). On his return to Australia he was appointed non-executive chairman of Fujitsu Australia, a role from which he retired in 2006. He was a non-executive director of Mincom and is currently a non-executive director of Integrated Research.

The Board (other than Mr Baxter) unanimously recommends that shareholders vote in favour of this resolution to elect Mr Baxter.

INFORMATION FOR SHAREHOLDERS – VOTING PROCEDURES

Voting

1. In accordance with regulation 7.11.37 of the Corporations Regulations, the Company's Board has determined that a person's entitlement to vote at the AGM will be taken to be the entitlement of that person shown in the register of members as at 7:00 pm (AEDT) on Sunday 20 November 2011.
2. On a show of hands, every shareholder present in person or by proxy, attorney or representative has 1 vote.
3. On a poll, every shareholder present has 1 vote for each fully paid share held by that shareholder and in respect of which that shareholder is entitled to vote.
4. Where a person present at the AGM represents personally or by proxy, attorney or representative more than 1 shareholder:
 - (a) on a show of hands the person is entitled to 1 vote only despite the number of shareholders the person represents;
 - (b) that vote will be taken as having been cast for all shareholders the person represents; and
 - (c) the person must not exercise their vote in any way which would contravene any directions given to the person in accordance with the instrument appointing the person as a proxy or attorney.

Proxies

5. A shareholder entitled to attend and vote is entitled to appoint a proxy.
6. A proxy need not be a member of the Company.
7. If a shareholder may cast 2 or more votes at the AGM, that shareholder may vote by two proxies.
8. If a shareholder is entitled to cast 2 or more votes at the AGM, that shareholder may vote by 2 proxies or 2 attorneys.
9. Where more than one proxy is appointed, a shareholder may specify the proportion or number of votes each proxy is appointed to exercise. If the proportion is not specified, each proxy may exercise half of that shareholder's voting rights.
10. Where a shareholder appoints 2 proxies or attorneys:
 - (a) on a show of hands, neither proxy or attorney may vote; and
 - (b) on a poll, each proxy or attorney may only exercise the voting rights the proxy or attorney represents.
11. If it is desired to appoint two proxies, then an additional proxy form can be obtained by telephoning the share registry being the office of Computershare Investor Services Pty Limited on 1300 850 505 (within Australia) or +61 3 9415 4000 (outside Australia).

12. Proxy forms must be signed by the shareholder or the shareholder's attorney or, if a corporation, executed in accordance with the Corporations Act or signed by an authorised officer or attorney.
13. If the proxy form is signed by a person who is not the registered holder, then the relevant authority must either have been exhibited previously to the Company or be enclosed with the proxy form.
14. For a proxy form to be valid, it must be received by the Company, (together with the power of attorney or other authority (if applicable) under which it is signed, or a certified copy of that power or authority) not less than 48 hours before the time for holding the AGM, in person to the share registry, Computershare Investor Services Pty Limited at 452 Johnston Street, Abbotsford, Melbourne, Victoria 3067 or Postal Address GPO Box 242, Melbourne, Victoria 3001 or by facsimile: 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia).

Custodians voting – For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit for voting intentions.

15. A form of proxy is enclosed with the Notice. An additional form can be supplied on request.

Voting exclusion statement on agenda item 3 (Adoption of the remuneration report)

Pursuant to recent changes to the Corporations Act, the Company is required to disregard any votes cast on agenda item 3 (in any capacity) by or on behalf of either a member of the key management personnel, details of whose remuneration are included in the remuneration report, or a closely related party of such a member (together "prohibited persons").

However, the Company will not disregard a vote if:

- (a) the prohibited person does so as a proxy appointed by writing that specified how the proxy is to vote on the proposed resolution; and
- (b) the vote is not cast on behalf of a prohibited person.

If the Chairman of the AGM is appointed, or taken to be appointed, as a proxy by a shareholder, that shareholder can direct the Chairman to vote for or against, or to abstain from voting on, the resolution on agenda item 3 (Adoption of the remuneration report) by marking the appropriate box opposite agenda item 3 in the proxy form.

Please note that if the Chairman of the AGM is appointed as a proxy by a shareholder, and that shareholder does not mark any of the boxes opposite agenda item 3 in the proxy form, that shareholder will be taken as having directed the Chairman to vote in favour of the resolution on agenda item 3 (Adoption of the remuneration report).

Corporate representatives

If a representative of a corporate member is to attend the AGM pursuant to section 250D of the Corporations Act, a certificate of appointment of the representative, together with any authority under which it is signed, must be produced prior to admission to the AGM. The appointment must comply with section 250D of the Corporations Act 2001.