

Notice of Annual General Meeting

and Explanatory Memorandum
to Shareholders

26 October 2011

Talent2 International Limited
ABN 19 000 737 744

**Please read the Notice and
Explanatory Memorandum carefully.**

If you are unable to attend the meeting
please complete and return the enclosed
proxy form in accordance with the
specified instructions.



23 September 2011

Dear Shareholder

I recently announced that after some consideration I decided not to stand for re-election at this year's Annual General Meeting as a Director of the Company. I believe that now is an opportune time for me to retire having guided the Company to a record result in 2011, having seen the establishment of the company's payroll platform in Asia and, most importantly, established a strong global management structure and succession plan.

I am sure that Andrew Banks' leadership as the incoming Chairman will enable the Company to continue to grow throughout Asia.

The Company focuses on four key areas of operation being HR Advisory, Payroll, Recruitment and Learning. This focus provides greater clarity of offering with Talent2 now operating from over 40 offices in 18 countries across Asia Pacific, the Middle East, the United Kingdom and the USA.

Talent2 has been ranked by market share as the No. 1 Multi-Process HR Outsourcing (MP HRO) service organisation in Asia Pacific. While the global economic outlook remains challenging, this recognition as a major player in the MP HRO market and the opportunities being presented through our channel partners enables Talent2 to continue to build a client list that is world class and is the envy of its competitors.

I would like to invite you to join us at Talent2 International Limited's (Talent2) 2011 Annual General Meeting (AGM), to be held at our offices at Level 12, 179 Elizabeth Street Sydney on Wednesday 26 October 2011 at 11:00am.

At this meeting we will seek formal approval:

- » to adopt the 2011 Remuneration Report;
- » to re-elect Mr Hans Neilson as a Director of Talent2;
- » to ratify share issues that were made by Talent2 over the last year; and
- » of the Company's Employee Share Option Plan and Long Term Incentive Plan, including, amongst other things, to exclude the securities issued under the Plans over the next three years from the 15% cap under the ASX Listing Rules.

I wish to thank management, staff and my fellow Board members for their professionalism, dedication and focus on the core values and success of Talent2. Further, I thank you for the support that you have shown me throughout my tenure and look forward to welcoming you to our Annual General Meeting.

Yours sincerely



Ken Allen AM
Chairman

Talent2 International Limited

ABN 19 000 737 744

Notice of Annual General Meeting

Notice is hereby given that the 2011 Annual General Meeting (AGM) of Talent2 International Limited (the Company) will be held at our offices at Level 12, 179 Elizabeth Street, Sydney on Wednesday 26 October 2011 at 11:00am.

If you are unable to attend the AGM, we encourage you to complete and return the enclosed proxy form. Proxies (and any power of attorney or other authority under which the proxy is signed) must be received by the Company, at the address or at the facsimile number specified below no later than 11:00am Sydney time on Monday 24 October 2011. Proxy forms must be posted to the Company's registry Computershare Investor Services at GPO Box 242, Melbourne, VIC 3001 Australia or sent by facsimile to +61 3 9473 2555. Alternatively, proxies may be lodged online at www.investorvote.com.au

Ordinary business

Receipt of financial report

To receive and consider the annual financial report of the Company and its controlled entities for the year ended 30 June 2011 and the accompanying Directors' Report and Auditors' Report.

Resolution 1: Remuneration report

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

"That the Remuneration Report for the year ended 30 June 2011 be adopted."

Note: the vote on this resolution is advisory only and does not bind the Directors or the Company.

The Remuneration Report is set out on pages 16 to 27 of the Company's 2011 Full Financial Report and is also available on the Company's website (www.talent2.com).

Voting exclusion statement:

The Company will disregard votes cast on this Resolution by or on behalf of:

- » a member of the Company's key management personnel (KMP) named in the Remuneration Report (in any capacity);
- » by a member of the KMP as a proxy; and
- » a closely related party of those persons,

unless the vote is cast as proxy for a person entitled to vote in accordance with a direction on the proxy form.

Resolution 2: Retirement by rotation and re-election of Mr Hans Neilson

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

"That Mr Hans Neilson, who retires as a Director in accordance with Rule 7.1(d) of the Company's Constitution, and offers himself for re-election, be re-elected as a Director of the Company effective from the close of the Meeting."

Biographical information in relation to Mr Neilson is set out in the Explanatory Memorandum accompanying this Notice of Meeting.

Retirement of Mr Ken Allen AM

Mr Ken Allen AM retires in accordance with rule 7.1(d) of the Company's constitution and will not be standing for re-election.

Special business

Resolution 3: Approval of previous shares issued to the vendors of Origin HR.

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

"That approval is given for all purposes, including ASX Listing Rule 7.4, to the issue of 3,568,715 fully paid ordinary shares in the Company to the vendors of Origin HR as consideration of \$5,320,000, as detailed in the Explanatory Memorandum accompanying this Notice of Meeting."

Voting exclusion statement:

The Company will disregard any votes cast on resolution 3 by a person who participated in the issue and any associate of a person who participated in the issue.

However, the Company need not disregard a vote if it is cast by:

- (a) a person as proxy for a person who is entitled to vote in accordance with the directions on the proxy form; or
- (b) the person chairing the AGM 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 4: Approval of Employee Share Option Plan

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

“That the Employee Share Option Plan, the terms and conditions of which are summarised in the Explanatory Memorandum accompanying this Notice of Meeting, and the issue of equity securities under the Employee Share Option Plan, be approved for all purposes including ASX Listing Rule 7.2 Exception 9 and ASX Listing Rule 6.23.”

Voting exclusion statement:

The Company will disregard any votes cast on resolution 4:

- (a) by the Directors of the Company (except a Director who is ineligible to participate in any employee incentive scheme in relation to the Company) and their associates; and
- (b) as a proxy by a member of the KMP or a closely related party of a member of the KMP.

However, the Company need 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 AGM 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 5: Approval of Long Term Incentive Plan

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

“That the Long Term Incentive Plan, the terms and conditions of which are summarised in the Explanatory Memorandum accompanying this Notice of Meeting, and the issue of equity securities under the Long Term Incentive Plan, be approved for all purposes including ASX Listing Rule 7.2 Exception 9.”

Voting exclusion statement:

The Company will disregard any votes cast on resolution 5:

- (a) by the Directors of the Company (except a Director who is ineligible to participate in any employee incentive scheme in relation to the Company) and their associates; and
- (b) as a proxy by a member of the KMP or a closely related party of a member of the KMP.

However, the Company need 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 AGM 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.

Talent2 International Limited

ABN 19 000 737 744

Explanatory memorandum to shareholders

Explanatory Memorandum

Shareholders are referred to the Explanatory Memorandum accompanying and forming part of this Notice of AGM.

Entitlement to vote

It has been determined that, in accordance with Corporations Regulation 7.11.37, for the purposes of the AGM, shares will be taken to be held by the persons who are registered holders at 7:00pm Sydney time on Monday 24 October 2011. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the AGM.

Proxies

If you are unable to attend the meeting, you are encouraged to appoint a proxy to attend and vote on your behalf. If you wish to appoint a proxy, please complete the enclosed Proxy Form.

Shareholders are advised that:

- (a) each shareholder entitled to attend and vote at the AGM has a right to appoint a proxy to attend and vote instead of the shareholder;
- (b) the proxy need not be a shareholder of the Company and may be an individual or body corporate;
- (c) a shareholder who is entitled to cast two or more votes may appoint not more than two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half of the shareholder's votes;
- (d) a shareholder may specify the way in which the proxy is to vote on the resolution or may allow the proxy to vote at his or her discretion. However, the Company's key management personnel (which includes each of the Directors) (KMP) and their closely related parties will not be able to vote your proxy on resolutions 1, 4 and 5 unless you direct them how to vote. "Closely related party" is defined in the Corporations Act and includes a spouse, dependant and certain other close family members, as well as any companies controlled by the KMP.

If you intend to appoint a member of the KMP as your proxy, please ensure that you direct them how to vote on resolutions 1, 4 and 5. If you intend to appoint that the Chairman of the meeting as your proxy, you can direct him by either marking the boxes for items 1, 4 and 5, or by marking the Chairman's box on the Proxy Form (in which case the Chairman of the meeting will vote in favour of these items of business); and

- (e) if a shareholder appoints a body corporate as a proxy, that body corporate will need to ensure that it:
 - i) appoints an individual as its corporate representative to exercise its powers at the meeting, in accordance with section 250D of the Corporations Act 2001 (Cth); and
 - ii) provides satisfactory evidence of the appointment of its corporate representative prior to commencement of the meeting.

A Proxy Form accompanies this Notice of AGM. To be effective, a Proxy Form (and any power of attorney or other authority under which the proxy is signed) must be received by the Company's corporate registry, Computershare Investor Services at the address or facsimile number specified below no later than 11:00am Sydney time on Monday 24 October 2011. Alternatively, the Company also directs shareholders to lodge proxies online at: www.investorvote.com.au

Computershare Investor Services:

Postal Address: Talent2 International Limited
c / o Computershare Investor Services, GPO Box 242,
Melbourne, VIC 3001 Australia

Facsimile Number: +61 3 9473 2555

By Order of the Board



David Patteson
Company Secretary

23 September 2011

Explanatory Memorandum

This Explanatory Memorandum has been prepared to provide the shareholders of the Company with material information to enable them to make an informed decision on the business to be conducted at the forthcoming AGM of the Company to be held on Wednesday 26 October 2011.

This explanatory statement is an important document. Please read it carefully.

Ordinary business

Annual financial report

The Corporations Act 2001 (Cth) (Corporations Act) requires that:

- (a) the annual financial report, including the financial statements of the Company and its controlled entities for the year ended 30 June 2011; and
- (b) the reports of the Directors and auditors,

be laid before the AGM. Neither the Corporations Act nor the Constitution requires a vote of shareholders on these reports. However, shareholders will be given reasonable opportunity to raise questions and comment on the reports and management of the Company at the AGM.

Shareholders will also be given reasonable opportunity at the AGM to ask the Company's auditor for the 2010-11 financial year, Ernst & Young, questions relevant to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.

Resolution 1: Remuneration Report

Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report is set out on pages 16 to 27 of the Company's 2011 Full Financial Report and is also available on the Company's website (www.talent2.com)

The Remuneration Report sets out the remuneration arrangements for the Non-Executive Directors, Managing Director and senior executives of the Company.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the AGM. The shareholder vote on this resolution is advisory only and does not bind the Company or its Directors. Nevertheless, the Remuneration Committee will take into account the discussion on this resolution and the outcome of the vote when considering the Company's future remuneration arrangements.

The Board recommends that shareholders vote in favour of this resolution.

The Chairman of the Meeting intends to vote all available proxies in favour of this Resolution.

Retirement by rotation and re-election of Directors

The Constitution of the Company requires one third of the eligible Directors to retire from office each year at a general meeting. Mr Ken Allen AM retires in accordance with rule 7.1 (d) of the Company's constitution and will

not be standing for re-election. Further, Mr Hans Neilson is retiring as Director at the AGM and, being eligible, is offering himself for re-election by shareholders. Brief biographical details for Mr Neilson are set out below.

Resolution 2: Retirement by rotation and re-election of Mr Hans Neilson

Mr Neilson has been a director of the Company since August 2006. His current responsibilities include Chair of the Remuneration Committee, and membership of the Nominations Committee and the Audit and Risk Committee.

Hans has extensive international information technology and human resource experience. He joined Hewlett Packard in 1976 and held numerous positions including Interim Managing Director Australia and Managing Director New Zealand. Prior to retiring from Hewlett Packard he was Vice President, leading its Human Resources function for the Technology Solutions Group in Asia Pacific. He was also a director for Hewlett Packard Australia and New Zealand from 1987 to 2006. For over ten years Hans was an evaluator for the Australian Quality Awards and a member of the Victorian State Committee for the Australian Quality Council. Hans has participated in numerous community and industrial forums, and holds a Bachelor of Engineering from Victoria University of Technology (Vic).

The Board (excluding Mr Neilson because of his interest) recommends that shareholders vote in favour of the re-election of Mr Neilson as a Director of the Company.

The Chairman of the Meeting intends to vote all available proxies in favour of this Resolution

Special business

Resolution 3: Approval of previous shares issued to the vendors of Origin HR during the preceding twelve months.

ASX Listing Rule 7.1 restricts listed entities in relation to the number of equity securities that they can issue or agree to issue without shareholder approval. Generally, a listed entity cannot, in any 12 month period, issue a number of equity securities which is more than 15% of their fully paid ordinary shares on issue without shareholder approval (15% limit). The Company has not exceeded this 15% limit.

ASX Listing Rule 7.4 allows the Company to seek retrospective approval for a prior issue of shares provided that the issue did not itself contravene the 15% limit. This effectively "refreshes" the Company's capacity to issue further capital over the next 12 months.

During the year the Company issued shares in May 2011 and also in August 2011 to the vendors of Origin HR in connection with the Company's acquisition of Origin HR. If this resolution 3 is passed, the shares that were issued as part of this acquisition will not be counted in calculating the 15% limit (on the basis that shareholders will have approved the issues).

It is the Company's standing policy to put these resolutions to shareholders as an exercise of prudent management to maximise funding flexibility.

Further information regarding the share issues for which approval is sought under resolution 3 is set out below.

	May 2011 Issue	August 2011 Issue
Description	Origin HR was acquired by the Company in July 2010. On 16 May 2011 the Company issued ordinary fully paid shares as part of the earn out consideration for the acquisition of Origin HR.	On 31 August 2011 the Company issued ordinary fully paid shares as part of the earn out consideration for the acquisition of Origin HR.
Number of shares allotted	1,987,671 Ordinary Shares. As at the date of this notice, the above shares issued to the vendors of Origin HR represent approximately 1.4% of the Company's share capital.	1,581,044 Ordinary Shares. As at the date of this notice, the above shares issued to the vendors of Origin HR represent approximately 1.1% of the Company's share capital.
Date allotted	16 May 2011.	31 August 2011.
Issue consideration	\$3,320,000 (approximately \$1.67 per share).	\$2,000,000 (approximately \$1.27 per share).
Terms of the shares	Shares issued rank equally with all other ordinary shares on issue. The shares are currently subject to voluntary escrow arrangements that provide for the shares to be released from voluntary escrow on 1 September 2012.	Shares issued rank equally with all other ordinary shares on issue. The shares are currently subject to voluntary escrow arrangements that provide for the shares to be released from voluntary escrow on 1 December 2012.
Names of the allottees or the basis on which allottees were determined	The vendors of Origin HR.	The vendors of Origin HR.
Use or intended use of the funds raised	Shares issued as partial consideration for the earn out payment in connection with the acquisition of Origin HR.	Shares issued as partial consideration for the earn out payment in connection with the acquisition of Origin HR.

The Board believes that it is in the best interests of the Company to approve and ratify the issue of ordinary shares in the Company described above by voting in favour of resolution 3.

The Chairman of the Meeting intends to vote all available proxies in favour of this Resolution.

Resolutions 4 and 5: Approval of the Employee Share Option Plan and the Long Term Incentive Plan

Overview of Listing Rules and approvals sought

As stated above, Listing Rule 7.1 prohibits an entity from issuing more than 15% of its securities in any 12 month period, without obtaining security holder approval (unless an exception applies).

Listing Rule 7.2, Exception 9, provides that security holder approval is not required for an issue under an employee incentive scheme if, within 3 years before the date of the issue, holders of ordinary securities have approved the issue of securities under the scheme as an exception to Listing Rule 7.1.

Accordingly, shareholders are being asked, pursuant to Listing Rule 7.2 Exception 9, to approve issues under the Company's Employee Share Option Plan (ESOP) and Long Term Incentive Plan (LTIP) of:

- » options to acquire ordinary shares in the capital of the Company (Options);

- » rights to acquire ordinary shares in the capital of the Company (Performance Rights); and
- » ordinary shares in the capital of the Company upon exercise of Options or vesting of Performance Rights (Shares),

for a period of 3 years from the date of approval.

Approval is also being sought pursuant to Listing Rule 6.23 to:

- » enable securities to be adjusted in the event of a capital reconstruction;
- » allow the establishment and operation of the Talent2 Employee Share Trust in conjunction with the Plans; and
- » entrench the cashless exercise of options facility into the ESOP.

A summary of the key terms of the ESOP and the LTIP are set out below. Capitalised terms are defined under the ESOP Rules or LTIP Rules, as applicable.

Copies of the ESOP Rules and the LTIP Rules are available on request by contacting the Company directly.

It should be noted that Directors will no longer be able to participate in the ESOP.

Summary of the terms of the Employee Share Option Plan and the Long Term Incentive Plan

	Employee Share Option Plan	Long Term Incentive Plan
Eligibility	Employees and any other person determined by the Board are eligible to participate in the Plan.	Executives and Directors and any other person whom the Board has determined to be eligible to participate in the Plan.
Form of grant	<p>Under the Plan, the Board may grant Options subject to terms and conditions it determines.</p> <p>Each Option granted entitles the holder to subscribe for, to be transferred or be allocated one Share in the Company at the Exercise Price.</p> <p>The Plan confers discretion on the Board to set the terms of the Options granted, including consideration (if any), Exercise Price, Option Term and Vesting Conditions (if any).</p>	<p>Under the Plan, the Board may in its absolute discretion grant Performance Rights and / or Options upon the terms set out in the Plan and upon such additional terms as the Board determines.</p> <p>Each Performance Right granted entitles the holder to a Share subject to satisfaction of Performance Conditions.</p> <p>Each Option granted entitles the holder to a Share subject to the satisfaction of the Performance Conditions and payment of the applicable Exercise Price (if any).</p> <p>Unless the Board determines otherwise, no payment is required for the grant of a Performance Right or Option.</p> <p>The Board will advise each eligible participant of the details and terms of the Performance Rights, Options and / or Shares.</p>
Conditions for exercise or vesting	The Board shall determine prior to an offer being made the Vesting Conditions attaching to the Options, which must be satisfied (or waived) before Options may vest and be exercised.	A Performance Right and / or Option will not vest (and in the case of any Option become exercisable) unless the Performance Conditions advised to the Participant by the Board have been satisfied.
Lapse	<p>Options shall lapse on the earlier of:</p> <ul style="list-style-type: none"> » expiry of the Option Term (as set by the Board); » 30 days after the Participant ceases employment except in specified circumstances; or » the Participant committing an act of fraud, becoming ineligible to hold their office by law or acting in a manner that the Board considers to be gross misconduct. 	<p>Unvested Performance Rights shall lapse on the earlier of:</p> <ul style="list-style-type: none"> » the date specified by the Board and notified to each Participant; » cessation of employment and / or appointment (except in relation to vested Options which will lapse if not exercised within 90 days of cessation) - unless the Board determines otherwise; » the Participant acting fraudulently or dishonestly or bringing a Group Company into disrepute, and / or breaching his or her obligations to any Group Company; » the date, stipulated in the Plan Rules, subsequent to the occurrence of a takeover, merger, sale of assets, compromise or arrangement; » the Participant purporting to transfer a Performance Right or Option other than in accordance with the Plan; » failure to meet the applicable Performance Condition in the prescribed period; or » the seven or ten year anniversary of the date of grant of the Performance Right or Option (depending upon whether a grant is post or pre 1 July 2009 respectively).

	Employee Share Option Plan	Long Term Incentive Plan
Loans	The Plan Rules do not provide for loans to be made to Participants.	The Plan Rules do not provide for loans to be made to Participants.
Method of exercise or vesting	<p>An Option shall only be exercisable by delivery of a Notice of Exercise accompanied by a cheque for the Exercise Price, other than where the Board has determined that a Participant may exercise their Options in a cashless manner, whereby the number of Shares to be subscribed for, acquired and / or allocated by the Trustee will be equal in value to the difference between the Fair Value of the Shares as at the time of exercise and the Exercise Price otherwise payable in relation to the Options.</p> <p>Options must be exercised in multiples of 100 unless the Participant holds less than 100 Options or the Board otherwise agrees.</p>	The vesting of any Performance Right and / or exercise of any Option granted under the Plan will be effected in the form and manner determined by the Board, and, if any amount is payable on vesting or exercise, will be accompanied by payment of the relevant exercise price advised to the Participant by the Board.
Delivery of shares on vesting / exercise	<p>The Company shall instruct the Trustee to subscribe for, acquire and / or allocate the number of Shares for which the Participant is entitled to upon the exercise of Options, and the Trustee will hold those Shares (Plan Shares) on behalf of the Participant.</p> <p>The Company may instruct the Trustee to subscribe for new Shares and / or acquire Shares on market to be held on a Participant's behalf. Plan Shares issued, acquired or allocated will rank equally with other ordinary Shares on issue.</p>	<p>The Board will instruct the Trustee to subscribe for, acquire and / or allocate the number of Shares in respect of which a Participant's Performance Rights have vested or Options have been exercised, and the Trustee will hold those Shares on behalf of the Participant.</p> <p>Shares issued, acquired or allocated will rank equally with other ordinary Shares on issue.</p>
Buy-back	<p>The Plan Rules do not generally provide for Options to be bought back.</p> <p>The Company may buy-back Plan Shares issued, transferred or allocated upon exercise of Options for no consideration where they are forfeited as a result of the Participant acting (in the Board's opinion) in a way that is fraudulent, dishonest or in breach of their obligations.</p>	<p>The Plan Rules do not generally provide for Performance Rights or Options to be bought back.</p> <p>However, the Company may buy-back shares allocated to a Participant upon vesting of Performance Rights and / or exercise of Options for no consideration where they are forfeited as a result of the Participant acting (in the Board's opinion) in a way that is fraudulent, dishonest or in breach of their obligations.</p>
Listing	<p>Options issued under the Plan will not be quoted on the ASX.</p> <p>Unless the Board determines otherwise, Plan Shares shall not be listed on the ASX until after any period in which the Plan Shares may be forfeited by the Participant.</p>	<p>Performance Rights and Options issued under the Plan will not be quoted on the ASX.</p> <p>The Company will apply for quotation of Shares issued, acquired or allocated within the period required by the ASX.</p>
Disposal restrictions	<p>Options may only be transferred with the prior consent of the Board. Prior to an offer of Options being made, the Board may impose restrictions on the disposal of Plan Shares.</p> <p>No Plan Shares may be transferred unless any disposal restrictions and any forfeiture events or conditions cease to apply.</p>	<p>Performance Rights and Options granted under the Plan are only transferable with the consent of the Board or by force of law.</p> <p>Prior to an offer of Performance Rights and / or Options being made, the Board may, at its discretion, impose Trading and other restrictions on Shares held by, or on behalf of, a Participant on vesting of a Performance Right or exercise of an Option.</p>

	Employee Share Option Plan	Long Term Incentive Plan
Forfeiture of shares	<p>Prior to an offer of Options being made, the Board may impose forfeiture conditions in respect of Plan Shares.</p> <p>When forfeiture occurs the Company will follow the set procedure in the Plan Rules.</p>	<p>Where a Participant has, in the opinion of the Board, acted in a way that is fraudulent, dishonest or in breach of their obligations, the Board has the discretion to determine that some or all of the Shares held by, or on behalf of, a that Participant on vesting of Performance Rights and / or exercise of Options are forfeited.</p>
Dividends, voting rights and notices of meetings	<p>Where the Trustee holds Plan Shares on behalf of a Participant, the Participant will continue to retain and benefit from full dividend rights, voting rights and the right to receive notices of meetings.</p>	<p>Where the Trustee holds Shares on behalf of a Participant, the Participant will continue to retain and benefit from full dividend rights, voting rights and the right to receive notices of meetings.</p>
Withdrawal of Plan Shares	<p>Participants may withdraw some or all of their Plan Shares from the Trust at any time, subject to any applicable disposal restrictions, by submitting a withdrawal notice to the Company.</p> <p>The Company cannot unreasonably withhold consent to the withdrawal of Plan Shares.</p>	<p>Participants may withdraw some or all of their Plan Shares from the Trust at any time, subject to any applicable disposal restrictions, by submitting a withdrawal notice to the Company.</p> <p>The Company cannot unreasonably withhold consent to the withdrawal of Plan Shares.</p>
Trustee	<p>The rights, obligations and powers of the Trustee, and its relationship with the Company, are as set out in the Plan Rules and the Trust Deed.</p>	<p>The rights, obligations and powers of the Trustee, and its relationship with the Company, are as set out in the Plan Rules and the Trust Deed.</p>
Bonus issues and capital reconstructions	<p>If during the period in which a Participant holds Options under the Plan:</p> <ul style="list-style-type: none"> » there is a bonus issue of Shares, then on exercise of those Options the Participant shall become entitled to receive such number of Shares as they would have been entitled to if they had held the number of Shares equal to the number of Options held at the time of the bonus issue; or » there is any other reorganisation of the capital of the Company, those Options shall be treated in accordance with the Listing Rules. 	<p>In the event of a bonus issue of Shares or a capital reconstruction, the number of Performance Rights or Options to which each Participant is entitled, or any amount payable on exercise of an Option, or both, as appropriate, will be adjusted in the manner determined by the Board to ensure that no advantage or disadvantage accrues to the Participant as a result of such corporate actions.</p> <p>If Shares are offered pro rata for subscription to the Company's shareholders generally by way of a rights issue prior to the vesting of any Performance Rights or the exercise of any Options, the Board may in its discretion adjust the number of Performance Rights, Options or Shares to take account of the rights issue.</p>
Administration of the Plan	<p>The Board will administer the Plan in accordance with the Plan Rules (and any further regulations made by the Board for the operation of the Plan which are consistent with the Plan Rules).</p> <p>The Board may delegate any of its powers or discretions conferred on them by these Plan Rules.</p> <p>Every exercise of a discretion by the Board (or its delegates) and any decisions shall be final, conclusive and binding.</p>	<p>The Board will administer the Plan and has power to determine appropriate procedures for administration of the Plan consistent with the Plan Rules.</p> <p>The Board may delegate any of their powers or discretions arising under the Plan.</p> <p>Except as otherwise expressly provided in the Plan, the Board has absolute and unfettered discretion to act or refrain from acting under or in connection with the Plan or any Performance Rights or Options granted under the Plan and in the exercise of any power or discretion under the Plan.</p>

	Employee Share Option Plan	Long Term Incentive Plan
Takeover, scheme of arrangement and winding up	<p>The Plan Rules set out a default position in respect of any:</p> <ul style="list-style-type: none"> » takeovers and / or a person acquiring a majority stake in the Company; » merger or sale of assets; and » compromise or arrangement. <p>Where:</p> <ul style="list-style-type: none"> » a Takeover Bid becomes unconditional (and the Board has not previously exercised its discretion to vest Options); » a proposal is made pursuant to which any persons may become bound or entitled to acquire shares in the Company under Chapter 6A of the Corporations Act (compulsory acquisition following a Takeover Bid); or » an order is sought for the compulsory winding up of the Company, <p>all Options which have been granted will vest immediately. Options may be exercised within 90 days of the relevant event (or will otherwise lapse).</p> <p>In other circumstances, the Board has a general discretion to determine that all or a specified number of unvested Options will vest.</p>	<p>The Plan Rules set out a default position in respect of any:</p> <ul style="list-style-type: none"> » takeovers and / or a person acquiring a majority stake in the Company; » merger or sale of assets; and » compromise or arrangement. <p>Where:</p> <ul style="list-style-type: none"> » a Takeover Bid becomes unconditional (and the Board has not previously exercised its discretion to vest Performance Rights and / or Options); » a proposal is made pursuant to which any persons may become bound or entitled to acquire shares in the Company under Chapter 6A of the Corporations Act (compulsory acquisition following a Takeover Bid); or » an order is sought for the compulsory winding up of the Company, <p>all Performance Rights and / or Options which have been granted will vest immediately. Options may be exercised within 90 days of the relevant event (or will otherwise lapse).</p> <p>In other circumstances, the Board has a general discretion to determine that all or a specified number of unvested Performance Rights and / or Options will vest.</p>
Amendments to the Plan	<p>The Board may at any time amend the Plan Rules or the terms and conditions upon which any Options are issued under the Plan. Amendments which reduce the existing rights of any Participant in respect of Options granted to them prior to the date of the amendment may only be made in limited circumstances.</p> <p>The Board may at any time terminate the Plan or suspend its operation for such period or periods as it thinks fit.</p>	<p>The Board may at any time by resolution amend or add to all or any of the provisions of the Plan, or the terms or conditions of any Performance Right or Option granted under the Plan. Amendments which reduce the existing rights of Participants in respect of Performance Rights and / or Options granted to them may only be made in limited circumstances.</p>

The Company last sought approval for the ESOP and the LTIP for the purposes of Listing Rule 7.2 Exception 9, at the 2008 AGM.

Since approval was obtained at the 2008 AGM:

- » under the ESOP, a total of 11,092,485 Options have been issued to Participants and 3,065,983 Shares have been allocated to Participants upon exercise of Options; and
- » under the LTIP, no Options and 1,992,750 Performance Rights have been issued to Participants and, as at the date of this Notice of Meeting, 985,911 Shares have been allocated to Participants

on vesting of Performance Rights and no Shares have been allocated upon exercise of Options. No Shares have been issued to or on behalf of Participants under either plan – the Company has satisfied all vested Performance Rights by purchasing Shares on market and transferring the Shares to the Talent2 Employee Share Trust to be held on behalf of Participants.

The Chairman of the Meeting intends to vote all available proxies in favour of these Resolutions.



Talent2 International Limited
ABN 19 000 737 744

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f: +61 2 9087 6300

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North Sydney NSW 2060
PO Box 1516
North Sydney NSW 2059



Talent2 International Limited
 ABN 19 000 737 744

000001 000 TWO
 MR SAM SAMPLE
 FLAT 123
 123 SAMPLE STREET
 THE SAMPLE HILL
 SAMPLE ESTATE
 SAMPLEVILLE VIC 3030



Lodge your vote:

Online:
www.investorvote.com.au

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



Vote online or view the annual report, 24 hours a day, 7 days a week:

www.investorvote.com.au

- Cast your proxy vote**
- Access the annual report**
- Review and update your securityholding**

Your secure access information is:

Control Number: 999999

SRN/HIN: 19999999999

PIN: 99999



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

For your vote to be effective it must be received by 11:00am (AEDT) Monday 24 October 2011

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 (except in relation to Items 1, 4 and 5 where you have appointed a member of the key management personnel of the Company or one of their closely related parties as your proxy, in which case, you proxy will not be voted on these Items). 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.

Default to the Chairman of the Meeting: Any directed proxies that are not voted on a poll at the meeting will automatically default to the Chairman of the Meeting, who is required to vote proxies as directed.

Proxy voting by key management personnel: The key management personnel of Talent2 International Limited (which includes each of the directors) and their closely related parties will not be able to vote your proxy on Items 1, 4 and 5 unless you tell them how to vote. If you intend to appoint a member of the key management personnel or one of their closely related parties as your proxy, please ensure that you direct them how to vote on each of Items 1, 4 and 5. If you intend to appoint the Chairman of the Meeting as your proxy, you can direct him how to vote by either marking the boxes for Items 1, 4 and 5, or by marking the Chairman's box on the proxy form (in which case the Chairman of the Meeting will vote in favour of these items of business).

Signing Instructions for Postal Forms

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.

**GO ONLINE TO VOTE,
 or turn over to complete the form** ➔

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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.



I 9999999999

IND

Proxy Form

Please mark to indicate your directions

STEP 1

Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Talent2 International 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 Talent2 International Limited to be held at Level 12, 179 Elizabeth Street, Sydney NSW 2000 on Wednesday, 26 October 2011 at 11:00am (AEDT) and at any adjournment of that meeting.

Important for Items 1, 4 and 5 - If the Chairman of the Meeting is your proxy or is appointed as your proxy by default

By marking this box, you are directing the Chairman of the Meeting to vote in accordance with the Chairman's voting intentions on Items 1, 4 and 5 as set out below and in the Notice of Meeting. If you do not mark this box, and you have not directed your proxy how to vote on Items 1, 4 and 5, the Chairman of the Meeting will not cast your votes on Items 1, 4 and 5 and your votes will not be counted in computing the required majority if a poll is called on these items.

The Chairman of the Meeting intends to vote all available proxies in favour of Items 1, 4 and 5 of business.

I/We direct the Chairman of the Meeting to vote in accordance with the Chairman's voting intentions on Items 1, 4 and 5 (except where I/we have indicated a different voting intention below) and acknowledge that the Chairman of the Meeting may exercise my proxy even though Items 1, 4 and 5 are connected directly or indirectly with the remuneration of a member of key management personnel and/or even if the Chairman of the Meeting has an interest in the outcome of these items and that votes cast by the Chairman, other than as proxy holder, would be disregarded because of that interest.

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.

ORDINARY BUSINESS

	For	Against	Abstain
Item 1 To adopt the 2011 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2 To re-elect Mr Hans Neilson as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

SPECIAL BUSINESS

Item 3 Approval of shares issued to the vendors of Origin HR	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4 Approval of Employee Share Option Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5 Approval of Long Term Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote all available 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 / / _____

TWO

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Computershare +



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Dear Securityholder,

We have been trying to contact you in connection with matters arising from your securityholding in Talent2 International 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

David Patteson
Company Secretary

