

## NOTICE OF 2011 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 River Room, Royal Perth Yacht Club, Australia II Drive, Crawley, WA on Thursday 24 November 2011 at 3.00pm.

### ITEMS OF BUSINESS

#### 1. RECEIPT OF FINANCIAL STATEMENTS AND REPORTS

To receive and discuss the Company's Financial Report, Directors' Report and Auditor's Report for the financial year ended 30 June 2011.

#### 2. RE-ELECTION OF DIRECTOR (RESOLUTION 1)

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

*"That Mr Ian Leslie Fraser, 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."*

#### 3. REMUNERATION REPORT (RESOLUTION 2)

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 2011 in the form set out in the Company's Annual Report be adopted".*

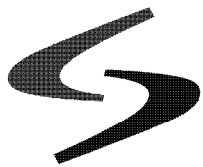
### OTHER INFORMATION

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.

### Voting and Proxies

A member entitled to vote may vote their shares directly by completing Step 3 on the enclosed Proxy Form and returning the Proxy Form as indicated below. In this case a member is not appointing a proxy. Members voting directly should complete a "for" or "against" for each resolution. A vote of "abstain" for a direct vote will result in the shares represented by that vote not counting towards a majority vote. If no direction is given for a particular resolution and no proxy appointed, the vote (other than a vote with respect to Resolution 2) will be passed to the Chairman of the meeting to vote as that member's undirected proxy.

A member entitled to attend and cast a vote at this meeting also has a right to appoint a proxy to attend and vote instead of the member by completing Step 1 on the Proxy Form.



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 there is more than one proxy appointed, on a show of hands only one of the proxies may vote, but on a poll, each proxy may exercise votes in respect of those shares the proxy represents.

The Chairman intends to vote all undirected proxies in favour of the resolutions put in the Notice of Meeting.

Subject to the specific proxy provisions applying to Resolution 2 (refer below):

- if a member has not directed their proxy how to vote, the proxy may vote as the proxy determines, and
- 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 accordance with his voting intention as stated in this Notice of Meeting, namely in favour of each of the proposed resolutions set out in the Notice of Meeting.

If a member (who is not a Prohibited Voter) has appointed as their proxy a Prohibited Voter, and directed that proxy how to vote with respect to Resolution 2, the Prohibited Voter may only vote upon Resolution 2 as directed by the member. To direct the Prohibited Voter as proxy the member must either

- (i) complete a "for" or "against" or "abstain" at Step 3 of the Proxy Form for Resolution 2 (Item 3 of the Items of Business), or
- (ii) tick the Chairman's undirected proxy (remuneration authorisation) box at Step 2 on the Proxy Form (in which case the member is directing the Chairman to vote with respect to Resolution 2 in accordance with the Chairman's stated intention, namely "for" Resolution 2).

**Please note** – if you appoint as your proxy a Prohibited Voter **other than** the Chairman, you can only direct the proxy with respect to Resolution 2 by completing the Proxy Form as described in (i) above, not as described in (ii) above.

A **Prohibited Voter** for these purposes means collectively one of the Key Management Personnel (as set out on page 16 of the Company's 2011 Annual Report, and is defined in the *Corporations Act 2001* to include the Chairman) (**KMP**) or one of KMP's closely related parties (which includes a spouse, dependent and certain other close family members and companies controlled by the KMP).

To be valid, Proxy Forms must be received by the Company's Share Registrar, Computershare Investor Services Pty Limited (**Computershare**), before 3.00pm (Western Australia time) Tuesday 22 November 2011.



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](http://www.intermediaryonline.com) to submit your voting intentions.

#### **Entitlement to Vote**

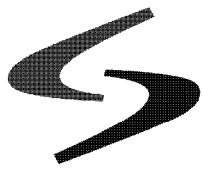
In accordance with Section 1074E(2)(g)(i) of the Corporations Act and Regulation 7.11.37 of the Corporations Regulations, the Company has determined that for the purposes of the meeting all shares will be taken to be held by the persons who hold them as Registered Shareholders at 7.00 pm (Australian Eastern Standard time) on **Tuesday 22 November 2011**.

Dated 14 October 2011

By order of the Board of Directors

Stuart Gray

Company Secretary



**Structural Systems Limited ABN 57 006 413 574**

## **2011 ANNUAL GENERAL MEETING – EXPLANATORY NOTES**

The following Explanatory Notes explain the items of business to be discussed at the Company's 2011 Annual General Meeting (**2011 AGM**) to be held at River Room, Royal Perth Yacht Club, Australia II Drive, Crawley, WA on Thursday 24 November 2011 at 3.00pm.

The 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: RE-ELECTION OF DIRECTOR (RESOLUTION 1)**

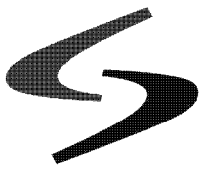
Listing Rule 14.4 prohibits Directors from holding office without re-election past the third AGM following the Director's appointment, or 3 years, whichever is longer.

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 at the conclusion of the third 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 ASX Listing Rules and the Constitution of the Company, Ian Leslie Fraser, being the longest director (excluding the managing director) in office since last being re-elected (in November 2009) 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 Fraser) 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 Fraser was originally appointed as a Director of the Company in 2004.

Mr Fraser has held several senior management positions including Managing Director of Pioneer Sugar Mills Limited, Clyde Industries Limited, Australian Chemical Holdings Limited and TNT Australia Pty Limited. Mr Fraser also has substantial international experience having worked and lived in South East Asia and the United States.

He is currently a non-executive Director of PMP Limited and Legend Corporation Limited. Directorships held in the past three years were: -

- Nylex Limited (Jan 2007 to Nov 2008)
- Wattyl Limited (June 2009 to September 2010)
- Forest Place Group Limited (December 2001 to August 2011)

## ITEM 3: REMUNERATION REPORT (RESOLUTION 2)

Item 3 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 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; and
- makes clear that the basis for remunerating non-executive Directors is distinct from the basis for remunerating executives and executive Directors.

The Company's Remuneration Report is set out **on page 16 of the Company's 2011 Concise Annual Report**.

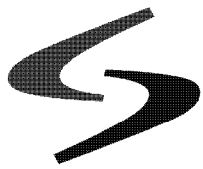
The vote to adopt the Remuneration Report is advisory only and does not bind the Directors or the Company, but it will still be put to members at the AGM.

As a result of changes to the Corporations Act 2001 becoming effective as from 1 July 2011:

- (a) members of the key management personnel whose remuneration details are included in the remuneration report (and any closely related party of those members) are not permitted to vote on a resolution to approve the Remuneration Report, and
- (b) if the vote to approve the Remuneration Report receives a "no" vote by at least 25% of the votes cast, this will constitute a "first strike".

Where a "first strike" occurs at this 2011 AGM:

- (c) the Company's subsequent remuneration report (in other words, the Company's remuneration report to be included in the 2012 Annual Report) must include an



explanation of the Board's proposed action in response to the "no vote" or an explanation of why no action has been taken, and

- (d) if the Company's subsequent remuneration report also receives a "no vote" at the 2012 AGM of at least 25% of the votes cast, then Shareholders at the 2012 AGM will be asked (at that 2012 AGM) to vote on whether or not the Company is to hold another general shareholder's meeting (within the following 90 days) to vote upon a "spill resolution" under section 250V of the Corporations Act.

Due to the recent changes to the Corporations Act (described above) the Board abstains from making a recommendation in relation to Resolution 2.

## VOTING PROHIBITION STATEMENT

A vote on Resolution 2 must not be cast (in any capacity) by or on behalf of any of the following persons:

- (a) a member of the key management personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a closely related party of such a member.

However, a person described above may cast vote on Resolution 2 if:

- (c) the person does so as a proxy appointed by writing that specifies how the proxy is to vote on the proposed resolution; and
- (d) the vote is not cast on behalf of a person described in subparagraphs (a) or (b) above.

## 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. 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 Australian Stock Exchange 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.