

ECSI Limited

ABN 68 004 240 313

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT THE ANNUAL GENERAL MEETING OF ECSI LIMITED WILL BE HELD AT THE COMPANY' S REGISTERED OFFICE - LEVEL 2, 145 FLINDERS LANE, MELBOURNE VIC 3000 ON MONDAY 8 NOVEMBER 2010 AT 11:00 A.M.

ORDINARY BUSINESS

Agenda

(1) Financial Statements

To consider the Annual Financial Report, Directors' Report and Auditor's Report of the company for the year ended 30 June 2010.

(2) Resolution 1: Adoption of the Remuneration Report

To consider and, if thought fit, pass the following resolution as a non-binding resolution:

"To adopt the Remuneration Report for the financial year ended 30 June 2010"

This vote is advisory only and does not bind the Directors of the Company. However the Board will take the outcome into consideration when reviewing the remuneration practices and policies of the Company.

The Chairman of the meeting intends to vote undirected proxies in favour of the adoption of the Remuneration Report.

(3) Resolution 2: Election of Director – Graeme Green

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

"That Graeme Green, a director retiring in accordance with the Company's constitution, be re-elected as a director of the Company."

(4) Resolution 3: Election of Director – Jeffrey Tan

To consider and, if thought fit, pass the following as an Ordinary Resolution of the Company:

"That Jeffrey Tan, a director retiring in accordance with the Company's constitution, be re-elected as a director of the Company."

(5) Resolution 4: Election of Director – Donald Low

To consider and, if thought fit, pass the following as an Ordinary Resolution of the Company:

"That Donald Low, a director retiring in accordance with the Company's constitution, be re-elected as a director of the Company."

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Voting Exclusion statement

The company will disregard any votes cast on this resolution by:

- An person who may participate in the proposed issue and a person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary securities, if the resolution is passed; and
- An associate of those persons

However, the Company need not disregard a vote if:

- 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
- It is cast by the person chairing the Meeting 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.

By Order of the Board



Robert Lees
Company Secretary
5 October 2010

Admission to Meeting

Corporate representatives are required to bring appropriate evidence of appointment as a representative in accordance with the constitution of the company. Attorneys are requested to bring the original or a certified copy of the power of attorney pursuant to which they were appointed. Proof of identity will also be required for corporate representatives and attorneys.

Proxies

In accordance with section 249L of the Corporations Act 2001, shareholders are advised that:

- Each shareholder has a right to appoint one or two proxies;
- A proxy need not be a shareholder of the Company;
- Where a shareholder is entitled to cast two or more votes, the member may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise;
- If a shareholder appoints two proxies, and the appointment does not specify the proportion or number of the shareholder's votes, each proxy may exercise half of the votes; and
- If a shareholder appoints two proxies, neither proxy may vote on a show of hands. In accordance with section 250BA of the Corporations Act 2001, the Company specifies the following information for the purposes of receipt of proxy appointments.

A proxy is not entitled to vote unless the instrument appointing the proxy and the power of attorney or other authority (if any) under which it is signed is deposited at the registered office of the Company, details of which are below.

Registered Office: Level 2, 145 Flinders Lane
& Postal Address: Melbourne Vic 3000

A Proxy must be received not less than 48 hours prior to the time of the meeting. If a shareholder is a company it must execute under its common seal or otherwise in accordance with its constitution.

Date for determining holder of shares

For the purpose of regulation 7.11.37 of the Corporations Act 2001, the Directors have set the close of business (7:00 pm Melbourne time) on the business day that is immediately prior to the meeting date, as the date to determine who is the holder of the shares in the Company for the purpose of the General Meeting.

Explanatory Memorandum for Shareholders

Agenda item 1: Financial Statements

In accordance with section 317 of the Corporations Act 2001, the Annual Financial Report, Directors report and Auditor's Report of ECSI Limited ('the Company') will be laid before the meeting. Once received and considered, the Chairman will give shareholders a reasonable opportunity to ask questions about or comment on the management and audit of the company. The Annual Financial Statements are available on the ASX web site - www.asx.com.au, or if a hard copy is required please contact the registered office address given in this notice.

There is no requirement for a formal resolution on this item.

Agenda item 2: Resolution 1: Adoption of the Remuneration Report

The vote on this item is advisory only and does not bind the Directors of the Company. However, the Board will take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the Company.

The Chairman of the meeting intends to vote undirected proxies in favour of the adoption of the Remuneration Report. The Remuneration Report is contained on pages 6 and 7 of the Annual Financial Report for the year ended 30 June 2010 of the Company.

Included at the end of the Annual Financial Report are statements of financial performance. The principals effecting financial issues and the affairs of the company are set out in the 8 principles enumerated under the heading Corporate Governance Statement.

Agenda item 3: Resolution 2: Re election of Graeme Green as a Director

Under Clause 6.1(f) of the Company's Constitution, at least one-third of the directors and any director who has been in office for 3 or more years (excluding the Managing Director) must retire from office and if eligible and desirous, offer themselves for re-election.

Graeme Green was appointed Chief Executive Officer ("CEO") of ECSI on 17 October 2001 and was last re-elected 30 November 2007. He retires at this Annual General Meeting in accordance with Clause 6.1(f) of the Company's Constitution and being eligible he offers himself for re-election.

Graeme has been involved in numerous smart card businesses since the mid 1980s including being Managing Director of Coms21 Ltd, an entity listed on the ASX. Graeme has been involved in developing business and government relationships throughout China; including Beijing IMJ Investment Co Limited ("IMJ") and Lu Xiao Bing, since 1992. He travels regularly to China and in South East Asia.

The Directors (with Graeme Green absent and not voting) recommend you vote in favour of this resolution.

Agenda item 4: Resolution 3: Re election of Jeffrey Tan as a Director

Under Clause 6.1(e) of the Company's Constitution, any person appointed to fill a casual vacancy must retire at the next meeting and if eligible and desirous, offer themselves for re-election.

Mr Jeffrey Tan was appointed as a Non-Executive Director of ECSI 24 March 2010 and retires at this Annual General Meeting in accordance with Clause 6.1(e) of the Company's Constitution. Being eligible he offers himself for re-election.

Mr Tan holds a Bachelor in Business from the University of South Australia. He has 16 years experience in equities and derivatives markets and client portfolio advisory role. Jeffrey has also facilitated resource and property projects in China and Vietnam, with forays into commercial property development.

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Mr Tan is a Director of Fraden Projects Australia Pty Ltd, a company of foreign project management consultants that facilitated the development of a USD \$300 million Yen So Project in Hanoi with the local government and Gamuda Berhad. As Director, he also facilitated the acquisitions and development of private ventures in China's Heilongjiang and Jilin provinces.

The Directors (with Jeffrey Tan absent and not voting) recommend you vote in favour of this resolution.

Agenda item 5: Resolution 4: Election of Donald Low as a Director

Under Clause 6.1(e) of the Company's Constitution, any person appointed to fill a casual vacancy must retire at the next meeting and if eligible and desirous, offer themselves for re-election.

Mr Donald Low was appointed as a Non-Executive Director of ECSI 2 June 2010 and retires at this Annual General Meeting in accordance with Clause 6.1(e) of the Company's Constitution. Being eligible he offers himself for re-election.

Mr. Donald Low holds a Bachelor in Economics from the University of Western Australia and has extensive experience in corporate advisory, finance and management. His experience lies in a number of sectors including, but not limited to, plantations, telecommunications, manufacturing, infrastructure development and financial services.

Mr. Low has served on many boards of both private and publicly listed companies in Asia and Europe. His most recent role was that of Acting Chief Executive Officer & Executive Director of Anglo-Eastern Plantations Plc, a London Stock Exchange listed company.

Donald also sits as a Non-Executive Director/Chairman of the Audit Committee of Oriented Media Group Berhad, a digital media company listed on the ACE Board of Bursa Malaysia (the Malaysian Stock Exchange). Donald is also the non-executive Chairman of Atech Holdings Limited (ASX: ATH).

The Directors (with Donald Low absent and not voting) recommend you vote in favour of this resolution.

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Proxy Form

All correspondence to:

ECSI Limited
Level 2, 145 Flinders Lane
Melbourne Vic 3000

Facsimile: 03 5276 1550

Appointment of Proxy

I/We (name of shareholder) _____

Of (address) _____

Being a member/s of ECSI Limited and entitled to attend and vote hereby appoint

☐ the Chairman of the
Meeting (mark with an 'X')

OR

Write here the name of the person you
are appointing if this person **is someone
other than** the Chairman of the Meeting.

or failing the person named, or if no person is named, the Chairman of the Meeting as my/our proxy 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 ECSI Limited to be held at the Company's Registered Office Level 2, 145 Flinders Lane Melbourne Vic 3000 at 11:00 am (Melbourne time) on Monday 8 November 2010 and at any adjournment of that meeting.

☐ **Important:**

If the Chairman of the meeting is your nominated proxy, or may be appointed by default, and you have not directed your proxy how to vote on the resolution below, please place a mark in this box. By marking this box, you acknowledge that the Chairman of the Meeting may exercise your proxy unless he has an interest in the outcome of that item. If you do not mark this box, and you have not directed your proxy how to vote, the Chairman of the meeting will not cast your vote on the resolution below and your vote will not be counted in computing the required majority if a poll is called on that item. The Chairman intends to vote undirected proxies in favour of the resolution below unless he has an interest in the outcome of that item.

Voting Directions to your proxy – please mark ☒ to indicate your directions

		For	Against	Abstain*
Resolution 1:	That the Directors Remuneration Report for the year ended 30 June 2010 be adopted.			
Resolution 2:	That Mr Graeme Green be re-elected as a director of the company.			
Resolution 3:	That Mr Jeffrey Tan be re-elected as a director of the company.			
Resolution 4:	That Mr Donald Low be re-elected as a director of the company.			

In addition to the intention advised above, the Chairman of the Meeting intends to vote undirected proxies in favour of each of the items of business unless he has an interest in the outcome of that item. *If you mark the Abstain box for the item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in computing the required majority on a poll.

Appointing a second proxy

We wish to appoint a second proxy

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

AND

%

OR

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

PLEASE SIGN HERE

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

Individual or Securityholder1	Securityholder2	Securityholder3
Individual/Sole Company Secretary	Director and Sole Director	Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date

____/____/____

HOW TO COMPLETE THE PROXY FORM

1 Your Address

This form has been sent to your address as it appears on the company's share register. If this address is incorrect, please mark the box and write the correct address on the form. **Please note, you cannot change ownership of your securities using this form.**

2 Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a security holder of the company.

3 Votes on Items of Business

You may direct your proxy how to vote by placing a mark in one of the three boxes opposite the item of business. All your securities will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on an item by inserting the percentage or number of securities you wish to vote in the appropriate box. If you do not mark any of the boxes on a given item, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

4 Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's registered office or you may copy this form.

To appoint a second proxy you must:

- a) indicate that you wish to appoint a second proxy by marking the box;
- b) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded;
- c) return both forms together in the same envelope.

5 Signing Instructions

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

- Individual: where the holding is in one name, the holder must sign.
- Joint Holding: where the holding is in more than one name, all of the security holders should sign.
- Power of Attorney: to sign under Power of Attorney, you must have already lodged this document with the company. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at the address given below no later than 48 hours before the commencement of the meeting at 11:00 am on 8 November 2010. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Documents may be lodged:

by posting, delivery or facsimile to:

ECSI Limited
Level 2,
145 Flinders Lane
Melbourne Vic 3000

Facsimile: 03 5276 1550