



ECS Limited

Australian Stock Exchange

**MINUTES OF THE GENERAL MEETING OF SHAREHOLDERS HELD AT THE ECSI OFFICES
AT LEVEL 2, 145 FLINDERS LANE, MELBOURNE VIC 3000 ON MONDAY 12 JULY 2010
AT 2:30 PM**

PRESENT: **Shareholders**
Jim Green (Chairman)
Jeffrey Tan (Director)
Donald Low (Director)

Shane Matchit
George Karfotias
Tommy Luong
William Tien

MEETING: Opened at 2:30 pm with the Chairman Mr. Jim Green declaring a quorum present. Of a total of 422,338,474 ordinary shares on issue, total proxies cast were 66,934,194.

| | For | Against | Abstain | Undirected |
|---------------------|------------|----------------|----------------|-------------------|
| Resolution 1 | 66,832,194 | 102,000 | - | - |
| Resolution 2 | 66,832,194 | 102,000 | - | - |
| Resolution 3 | 66,832,194 | 102,000 | - | - |
| Resolution 4 | 66,825,194 | 109,000 | - | - |
| Resolution 5 | 18,756,505 | 109,000 | 48,068,689 | - |
| Resolution 6 | 65,325,194 | 109,000 | 1,500,000 | - |
| Resolution 7 | 66,932,194 | 2,000 | - | - |

Resolution 1: Approval of conversion of unsecured loan to the Company to shares

To consider and if thought fit, to pass with or without amendment, the following resolution as an ordinary resolution:

"That the Shareholders approve the conversion of \$12,000 of loan funds provided by Alex Fulkoski into equity by the issue of 480,000 shares in ECSI Limited at 2.5 cents per share."

Shareholder votes:

Carried unanimously by a show of hands

Resolution 2 - Approval of conversion of unsecured loan to the Company by Director related party to shares

To consider and if thought fit, to pass with or without amendment, the following resolution as an ordinary resolution:

"That in accordance with ASX Listing Rule 10.11 the Shareholders grant a mandate for, a director related party – Girvy Holdings Pty Ltd to convert a loan amounting to \$24,998 equity by the issue of 999,920 shares in ECSI Limited at 2.5 cents per share."

Shareholder votes:

Carried unanimously by a show of hands

Resolution 3 - Approval of Director's conversion of unsecured loans to the Company to shares

To consider and if thought fit, to pass with or without amendment, the following resolution as an ordinary resolution:

"That in accordance with ASX Listing Rule 10.11 the Shareholders grant a mandate for James Edward Green, director to convert a loan amounting to \$25,348 into 1,013,935 ordinary shares in ECSI Limited at a price of 2.5 cents per share."

Shareholder votes:

Carried unanimously by a show of hands

Resolution 4 - Approval of Director's conversion of accrued Director's fees to shares

To consider and if thought fit, to pass with or without amendment, the following resolution as an ordinary resolution:

"That in accordance with ASX Listing Rule 10.11 the Shareholders grant a mandate for James Edward Green, director to convert accrued director's fees amounting to \$81,901 into 3,276,040 ordinary shares in ECSI Limited at a price of 2.5 cents per share."

Shareholder votes:

Carried unanimously by a show of hands

Resolution 5 - Approval of Director's conversion of accrued Director's fees to ordinary shares

To consider and if thought fit, to pass with or without amendment, the following resolution as an ordinary resolution:

"That in accordance with ASX Listing Rule 10.11 the Shareholders grant a mandate for Graeme Green, director to convert accrued director's fees amounting to \$58,756 into 2,350,240 ordinary shares in ECSI Limited at a price of 2.5 cents per share."

Shareholder votes:

Carried unanimously by a show of hands

Resolution 6 - Approval of former Director's conversion of accrued Director's fees to ordinary shares

To consider and if thought fit, to pass with or without amendment, the following resolution as an ordinary resolution:

"That in accordance with ASX Listing Rule 10.11 the Shareholders grant a mandate for Dr Huang (Ben) Xu, former director to convert accrued director's fees amounting to \$18,750 into 750,000 ordinary shares in ECSI Limited at a price of 2.5 cents per share."

Shareholder votes:

Carried unanimously by a show of hands

Resolution 7 – Replacement of the Constitution

*To consider and if thought fit, to pass, the following **Special Resolution** without amendment:*

"That the current Constitution of the Company be repealed and replaced with a replacement Constitution."

Shareholder votes:

Carried unanimously by a show of hands

OTHER BUSINESS: There being no other business the annual general meeting closed at 2:40 pm.



Chairman
Jim Green