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**COMDEK LIMITED**  
**ABN 91 059 950 337**

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**NOTICE OF ANNUAL GENERAL MEETING**

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Notice is given that the Annual General Meeting of Comdek Limited will be held at 10 am (WST) on 27 February 2007 at Formal Dining Room, Level 1, The University Club of Western Australia, Off Hackett Drive, Crawley Western Australia.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and the proxy form are part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 5pm on 25 February 2007.

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**AGENDA**

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**Reports**

To receive questions from shareholders as to the position of the Company.

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**RESOLUTION 1 – RE-ELECTION OF MR IAN HOBSON**

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

*“That, Mr Ian Hobson, being a Director, retires by rotation in accordance with clause 11.1.5 of the Constitution and, being eligible, is hereby re-elected as a Director.”*

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**VOTING IN PERSON**

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To vote in person, attend the Annual General Meeting on the date and at the place set out above.

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**VOTING BY PROXY**

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To vote by proxy, please complete and sign the proxy form enclosed and either:

- (a) send the proxy form by post to Comdek Limited, PO Box 226 Subiaco WA 6904;  
or
- (b) send the proxy form by facsimile to the Company on facsimile number (08) 9388 3006,

so that it is received not later than 5 pm (WST) on 25 February 2007.

**Proxy forms received later than this time will be invalid.**

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**DATED: 10 January 2007**  
**BY ORDER OF THE BOARD**



**Ian Hobson**  
**DIRECTOR & COMPANY SECRETARY**

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## **EXPLANATORY STATEMENT**

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This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting of the Company to be held at 10 am (WST) on 27 February 2007 at Formal Dining Room, Level 1, The University Club of Western Australia, Off Hackett Drive, Crawley Western Australia.

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the resolution in the Notice of Meeting.

The Annual General Meeting is being called so that the Company complies with its obligations under the Corporations Act 2001 ("Act").

### **Exemption from Preparing Financial Statements**

The Company was in Administration from January 2006 to November 2006 and did not prepare financial statements as at 31 December 2005 nor during the Administration period. Pursuant to subsection 340(1) of the Act, the Australian Securities and Investment Commission made an order dated 25 July 2006 relieving the Company from the requirement to comply with its financial reporting obligations in relation to the financial year ending on 30 June 2006. ASIC granted an extension of time to 28 February 2007 to hold the AGM.

The Company has therefore not prepared financial accounts to 30 June 2006 and therefore have no accounts to submit to shareholders for approval at the Annual General Meeting.

### **Remuneration report**

In accordance with Section 250R(2) of the Corporations Act, the Company must put a resolution that the Remuneration Report be adopted to vote at the Annual General Meeting. The vote on such a resolution is advisory only and does not bind the Directors or the Company.

No Remuneration Report is provided as the Company has not prepared financial accounts.

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## **RESOLUTION 1 – RE-ELECTION OF DIRECTOR**

Clause 11.1.5 of the Constitution of the Company provides that one-third of the Directors, or, if their number is not a multiple of 3, then the number nearest one-third, shall retire from office at each annual general meeting, provided always that no Director (except a Managing Director) shall hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is longer, without submitting himself for re-election. A retiring Director is eligible for re-election.

Mr Hobson retires and seeks re-election in accordance with the Constitution of the Company.

Details regarding Mr Hobson are set out in the Notice of General Meeting dated 21 August 2006.

**PROXY FORM  
COMDEK LIMITED  
ABN 91 059 950 337**

I/We

Appoint

Name of proxy

or failing the person so named or, if no person is named, the Chairman of the Annual General Meeting or the Chairman's nominee, 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 to be held at 10 am (WST) on 27 February 2007 at Formal Dining Room, Level 1, The University Club of Western Australia, Off Hackett Drive, Crawley Western Australia and at any adjournment thereof.

**Voting on Business of the Annual General Meeting**

**FOR      AGAINST      ABSTAIN**

Resolution 1      Re-election of Mr Ian Hobson

**OR**

In relation to the Resolution, if the Chairman is to be your proxy and you do **not** wish to direct your proxy how to vote on this Resolution, please place a mark in this box

By marking this box, you acknowledge that the Chairman of the meeting may exercise your proxy even if he has an interest in the outcome of the resolution and votes cast by him other than as proxy holder will be disregarded because of that interest. 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 votes on the Resolution and your votes will not be counted in computing the required majority if a poll is called on this Resolution. The Chairman intends to vote in favour of this Resolution.

**IF THE CHAIRMAN IS TO BE YOUR PROXY IN RELATION TO THE RESOLUTION YOU MUST EITHER MARK THE BOXES DIRECTING YOUR PROXY HOW TO VOTE OR MARK THE BOX INDICATING THAT YOU DO NOT WISH TO DIRECT YOUR PROXY HOW TO VOTE, OTHERWISE THIS APPOINTMENT OF PROXY IN RELATION TO THE RESOLUTION WILL BE DISREGARDED.**

If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item on a show of hands or on a poll and that your shares are not to be counted in computing the required majority on a poll.

If two proxies are being appointed, the proportion of voting rights this proxy represents is \_\_\_\_\_%

Signed this                      day of                      2007

**By:**

**Individuals and joint holders**

**Companies (affix common seal if appropriate)**

### Instructions for Completing 'Appointment of Proxy' Form

1. A shareholder entitled to attend and vote at a meeting is entitled to appoint not more than two proxies to attend and vote on their behalf. Where more than one proxy is appointed, such proxy must be allocated a proportion of the shareholder's voting rights. If the shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes.
2. A duly appointed proxy need not be a shareholder of the Company. In the case of joint holders, all must sign.
3. Corporate shareholders should comply with the execution requirements set out on the proxy form or otherwise with the provisions of Section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:
  - (a) Directors of the company;
  - (b) a Director and a company secretary of the company; or
  - (c) for a proprietary company that has a sole Director who is also the sole company secretary – that Director.

For the Company to rely on the assumptions set out in Section 129(5) and (6) of the Corporations Act, a document must appear to have been executed in accordance with Section 127(1) or (2). This effectively means that the status of the persons signing the document or witnessing the affixing of the seal must be set out and conform to the requirements of Section 127(1) or (2) as applicable. In particular, a person who witnesses the affixing of a common seal and who is the sole Director and sole company secretary of the company must state that next to his or her signature.

4. Completion of a proxy form will not prevent individual shareholders from attending the meeting in person if they wish. Where a shareholder completes and lodges a valid proxy form and attends the meeting in person, then the proxy's authority to speak and vote for that shareholder is suspended while the shareholder is present at the meeting.
5. Where a proxy form or form of appointment of corporate representative is lodged and is executed under power of attorney, the power of attorney must be lodged in like manner as this proxy.
6. To vote by proxy, please complete and sign the proxy form enclosed and either:
  - (a) send the proxy form by post to Comdek Limited, PO Box 226 Subiaco WA 6904; or
  - (b) send the proxy form by facsimile to the Company on facsimile number (08) 9388 3006,

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