

## Notice of Annual General Meeting

In accordance with rules 13.2 and 13.3 of the Company's constitution, notice is hereby given that the Annual General Meeting of members of Austin Engineering Limited will be held at the Murdoch Room at the Western Australian Club, 101 St Georges Terrace, Perth 6000, at 9.30am on Friday 17 November 2006, to consider and, if thought fit, to pass the following resolutions:

### ORDINARY BUSINESS

#### Financial statements and reports

1. To receive the Financial Report in respect of the Company and its controlled entities for the period ended 30 June 2006, together with the Directors' Report in relation to that financial period and the Auditor's Report in respect of that Financial Report.

#### Resolution 1 - Remuneration report

2. To consider and, if thought appropriate, pass the following resolution as a non-binding ordinary resolution under section 250R(2) of the Corporations Act 2001 (Cth):

*"That the Remuneration Report for the year ended 30 June 2006 be and is hereby adopted."*

#### Resolution 2 - Re-election of Director

3. To consider and, if thought fit, pass the following ordinary resolution:

*"To re-elect as a Director Mr. Peter Louis Pursey who retires by rotation in accordance with the constitution of the Company and, being eligible, offers himself for re-election as a Director."*

#### Approval of grants of options to Directors

#### Resolution 3

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

*"That for the purposes of Part 2E.1 of the Corporations Act 2001 (Cth) and Rule 10.11 of the Listing Rules of the Australian Stock Exchange Limited, and for all other purposes, shareholder approval is given for:*

- (a) the grant to Mr Michael Buckland, or his nominees of 500,000 options, on the terms and conditions as outlined in the explanatory memorandum attached the notice of meeting; and*
- (b) the issue and allotment of 500,000 fully paid ordinary shares to Mr Buckland on exercise of the options in accordance with the terms and conditions of the grant."*

#### Voting exclusion statement

*The Company will disregard any votes cast on this resolution by Mr Buckland or his associates*

*However, the Company will not disregard a vote if:*

- a) it is cast by a person as the proxy for a person who is entitled to vote, in accordance with directions on the proxy form; or*
- b) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with directions on the proxy form to vote as the proxy decides.*

#### Resolution 4

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

*"That for the purposes of Part 2E.1 of the Corporations Act 2001 (Cth) and Rule 10.11 of the Listing Rules of the Australian Stock Exchange Limited, and for all other purposes, shareholder approval is given for:*

- (a) the grant to Mr Peter Fitch, or his nominees of 250,000 options, on the terms and conditions as outlined in the explanatory memorandum attached the notice of meeting; and*
- (b) the issue and allotment of 250,000 fully paid ordinary shares to Mr Fitch on exercise of the options in accordance with the terms and conditions of the grant."*

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### **Voting exclusion statement**

*The Company will disregard any votes cast on this resolution by Mr Fitch or his associates*

*However, the Company will not disregard a vote if:*

- a) *it is cast by a person as the proxy for a person who is entitled to vote, in accordance with directions on the proxy form; or*
- b) *it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with directions on the proxy form to vote as the proxy decides.*

### **Resolution 5**

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

*“That for the purposes of Part 2E.1 of the Corporations Act 2001 (Cth) and Rule 10.11 of the Listing Rules of the Australian Stock Exchange Limited, and for all other purposes, shareholder approval is given for:*

- a) *the grant to Mr Peter Pursey, or his nominees of 250,000 options, on the terms and conditions as outlined in the explanatory memorandum attached the notice of meeting; and*
- b) *the issue and allotment of 250,000 fully paid ordinary shares to Mr Pursey on exercise of the options in accordance with the terms and conditions of the grant.”*

### **Voting exclusion statement**

*The Company will disregard any votes cast on this resolution by Mr Pursey or his associates*

- a) *it is cast by a person as the proxy for a person who is entitled to vote, in accordance with directions on the proxy form; or*
- b) *it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with directions on the proxy form to vote as the proxy decides.*

### **Resolution 6**

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

*“That for the purposes of Part 2E.1 of the Corporations Act 2001 (Cth) and Rule 10.11 of the Listing Rules of the Australian Stock Exchange Limited, and for all other purposes, shareholder approval is given for:*

- a) *the grant to Mr Eugene Fung, or his nominees of 250,000 options, on the terms and conditions in the explanatory memorandum attached the notice of meeting; and*
- b) *the issue and allotment of 250,000 fully paid ordinary shares to Mr Fung on exercise of the options in accordance with the terms and conditions of the grant.”*

### **Voting exclusion statement**

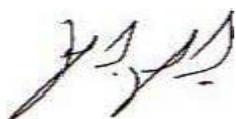
*The Company will disregard any votes cast on this resolution by Mr Fung or his associates*

*However, the Company will not disregard a vote if:*

- a) *it is cast by a person as the proxy for a person who is entitled to vote, in accordance with directions on the proxy form; or*
- b) *it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with directions on the proxy form to vote as the proxy decides.*

DATED 17 October 2006

**BY ORDER OF THE BOARD**



Johan Andersson  
Company Secretary

## Notice of Annual General Meeting

### NOTES

1. For the purposes of Regulation 7.11.37 of the Corporations Regulations 2001, the Directors have determined that the voting entitlements for the purposes of the Meeting will be based on the registered holdings as at 7.00pm (Brisbane time) on 15 November 2006. Accordingly those persons will be entitled to attend and vote at the meeting.
2. You may vote by attending the Meeting in person, by proxy, attorney or authorised representative.
3. A proxy form is enclosed with the Notice. If an additional proxy form is required, the Company's share register will supply it on request.
4. Each shareholder who is entitled to attend and vote at the General Meeting has a right to appoint a proxy. A shareholder who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, then each proxy may exercise one-half of the votes. Fractions of votes will be disregarded. A proxy need not be a shareholder of the Company.
5. To be effective, the Company must receive the completed proxy form and, if the form is signed by the shareholder's attorney, the authority under which the proxy form is signed (or a certified copy of the authority) by no later than 48 hours before the meeting:
  - a) at its registered office at 173 Cobalt Street, Carole Park, QLD, 4300;
  - b) by facsimile to its registered office on fax number +61 7 3271 3689; or
  - c) at its share registry, Advanced Share Registry Services, PO Box 1156, Nedlands, WA, 6909 or fax number +61 8 9389 7871.
6. Proxies given by any corporate shareholder must be executed in accordance with its constitution, or under the hand of a duly authorised officer or attorney.
7. A proxy may decide whether to vote on any motion, except where the proxy is required by law or the Company's constitution to vote, or abstain from voting, in their capacity as proxy. If a proxy is directed how to vote on an item of business, the proxy may vote on that item only in accordance with the direction. If a proxy is the Chairman, the proxy must vote on that item and in accordance with the direction.  
If a proxy is not directed how to vote on an item of business, the proxy may vote as he or she thinks fit.