



Notice of 2006 Annual General Meeting

Shareholders are advised that the Annual General Meeting (**AGM**) of Structural Systems Limited (the **Company**) will be held at the Threatrette, Ground Floor, 530 Collins Street Melbourne, Victoria on Wednesday 8 November 2006 at 11.00am.

Items of Business

Re-election of Director

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

"That Mr Bruce Andrew Crome who retired by rotation in accordance with the Company's Constitution, and being eligible, offers himself for re-election, be re-elected as a Director of the Company."

Without limitation, Listing Rule 14.4 is relevant to this resolution.

Receipt of Financial Statements and Reports

2. To receive and discuss the Company's Financial Report, Directors' Report and Auditor's Report for the financial year ended 30 June 2006.

Remuneration Report

3. 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 2006 in the form set out in the Company's Annual Report be adopted".

Issue of Options to Director

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

"That the issue of options to subscribe for up to 500,000 fully paid ordinary shares to Robert William Freedman at an exercise price of \$0.80 per share, exercisable over three years subject to profitability hurdles be approved".

Without limitation, Listing Rule 10.11 is relevant to this resolution.

Note: The Company will disregard any votes cast on this resolution by:

- Robert William Freedman: and
- An associate of Mr Robert William Freedman,

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 a 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.

Issue of Options to Director

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

“That the issue of options to subscribe for up to 500,000 fully paid ordinary shares to David Ross Perry at an exercise price of \$0.80 per share, exercisable over three years subject to profitability hurdles be approved”.

Without limitation, Listing Rule 10.11 is relevant to this resolution.

Note: The Company will disregard any votes cast on this resolution by:

- David Ross Perry; and
- An associate of Mr David Ross Perry,

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 a 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.

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.

Proxies

A member entitled to attend and cast a vote at this meeting has a right to appoint a proxy to attend and vote instead of the member.

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 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 favour of each of the proposed resolutions set out in the Notice of Meeting.

To be valid, Proxy Forms must be received by the Company's Share Registrar, Computershare Investor Services Pty Limited (**Computershare**), before 11.00am on Friday, 3 November 2006.

Proxy forms may be submitted in one of the following ways:

- by post in the reply-paid envelope provided. Please allow sufficient time so that it reaches Computershare by the Proxy Deadline;
 - by facsimile to Computershare on 1300 137 341
 - by hand delivery to Computershare, 452 Johnson Street, Abbotsford Victoria 3067.
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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 Sydney time on Monday 6 November 2006.

Dated 29 September 2006

By order of the Board of Directors



David Perry

Company Secretary