

NOTICE OF 2007 ANNUAL GENERAL MEETING

Structural Systems Limited ABN 57 006 413 574

Shareholders are advised that the Annual General Meeting (**AGM**) of Structural Systems Limited (the **Company**) will be held at Level 2, Bourke Room, RACV Club 501 Bourke Street, Melbourne, Victoria on Wednesday 7 November 2007 at 11.00am.

ITEMS OF BUSINESS

RE-ELECTION OF DIRECTOR (RESOLUTION 1)

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

“That Mr Ian Leslie Fraser who retires 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 2007.

REMUNERATION REPORT (RESOLUTION 2)

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 2007 in the form set out in the Company’s Annual Report be adopted”.

INCREASE THE AGGREGATE AMOUNT OF NON-EXECUTIVE DIRECTOR FEES (RESOLUTION 3)

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

“That the Company increase the aggregate amount allowed for non-executive director fees by \$150,000 from \$200,000 to \$350,000”.

Without limitation, Listing Rule 10.17 is relevant to this resolution.

The Company will disregard any votes cast on this resolution by the Company’s directors and any of their associates.

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 Monday 5 November 2007.

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

- (i) by post in the reply-paid envelope provided. Please allow sufficient time so that it reaches Computershare by the Proxy Deadline;
- (ii) by facsimile to Computershare on +61 3 9473 2555
- (iii) by hand delivery to Computershare, 452 Johnson Street, Abbotsford Victoria 3067.

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 5 November 2007.

Dated 21 September 2007
By order of the Board of Directors

A handwritten signature in black ink, appearing to read 'David Perry', written in a cursive style.

David Perry
Company Secretary

EXPLANATORY NOTES

The following Explanatory Notes explain the items of business to be discussed at the Company's 2007 AGM. The notes are set out in the order of the items in the Notice of Meeting and should be read with the Notice.

ITEMS OF BUSINESS

ITEM 1 : RE-ELECTION OF DIRECTOR (RESOLUTION 1)

Listing Rule 14.4 prohibits Directors from holding office without re-election past the third AGM following the Director's appointment, or 3 years, whichever is longer.

The Constitution of the Company provides that at each AGM one third of the Directors, and if their number is not a multiple of 3 then the number nearest to but not exceeding one third of the Directors, must retire from office. Further, the Constitution provides that a Director must retire from office at the conclusion of the third AGM after the Director was last elected, even if his or her retirement results in more than one-third of all Directors retiring from office.

In accordance with the Constitution of the Company, Ian Leslie Fraser, being the longest in office since last being elected or re-elected is due to retire, and being eligible for re-election has submitted himself for re-election at the AGM.

Experience & Qualifications

Mr Fraser was appointed as a non-executive director in 2004. Mr Fraser is an experienced non-executive director and currently serves as Chairman of the Audit Committee.

The Board, other than Mr Fraser being subject to re-election, recommends that Resolution 1 be approved by Shareholders and that Mr Fraser be re-appointed a Director of the Company.

ITEM 2 : RECEIPT OF FINANCIAL STATEMENTS AND REPORTS

This item allows Shareholders the opportunity to consider the Financial Report, Directors' Report and Auditor's Report of the Company. Under Section 317 of the Corporations Act, the Company is required to lay these 3 reports that together comprise the Company's Annual Report before its Shareholders at its AGM. There is no requirement either in the Corporations Act or in the Constitution of the Company for Shareholders to approve the Financial Report, the Directors' Report or the Auditor's Report. Shareholders will have a reasonable opportunity at the meeting to ask questions and make comments on these reports and on the business and operations of the Company.

ITEM 3 : REMUNERATION REPORT (RESOLUTION 2)

Item 3 provides Shareholders with the opportunity to vote on the Company's Remuneration Report. Under Section 250R(2) of the Corporations Act, the Company must put the adoption of its Remuneration Report to the vote at the AGM. The Company's Remuneration Report is set out on page 7 of the Company's 2007 Annual Report.

The vote to adopt the Remuneration Report is advisory only and does not bind the Directors or the Company.

ITEMS 4 : INCREASE THE AGGREGATE AMOUNT OF NON-EXECUTIVE DIRECTOR FEES (RESOLUTION 3)

Resolution 3 seeks Shareholder's approval for the increase in the aggregate amount allowed for fees payable to non-executive director fees from \$200,000 to \$350,000. The existing amount was approved at the November 1999 AGM. The current non-executive directors were paid a total of \$165,288 in the 2007 financial year and the increase in the aggregate limit is sought to make provision for the addition of further non-executive directors when deemed appropriate by the Board. The current non-executive directors of the Company are Bruce Crome and Ian Fraser.

Glossary

ASX means Australian Stock Exchange Limited.

ASX Listing Rules or Listing Rules means the Listing Rules of ASX.

Board means the Board of directors of the Company.

Company means Structural Systems Limited.

Corporations Act means the Corporations Act 2001 (Cth).

Director means a director of the Company.

Shareholder or Member means the holder of a Share.