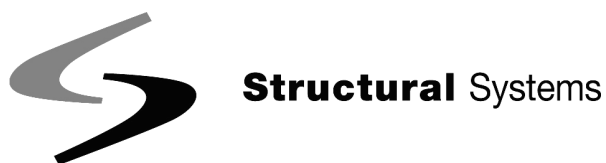


Notice of 2009 AGM

Structural Systems Limited ABN 57 006 413 574

Parkside Room 3, Bayview Eden Hotel, 6 Queens Road, Melbourne, Victoria

Thursday 29 October 2009 at 11.00am.



Items of Business

Shareholders are advised that the Annual General Meeting (**AGM**) of Structural Systems Limited (the **Company**) will be held at Parkside Room 3, Bayview Eden Hotel, 6 Queens Road, Melbourne, Victoria on Thursday 29 October 2009 at 11.00am.

RECEIPT OF FINANCIAL STATEMENTS AND REPORTS

1. To receive and discuss the Company's Financial Report, Directors' Report and Auditor's Report for the financial year ended 30 June 2009.

RE-ELECTION OF DIRECTOR (RESOLUTION 1)

2. 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 clause 6.5(a) of the Company's Constitution and ASX Listing Rule 14.4 and, being eligible, offers himself for re-election, be re-elected as a Director of the Company."

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 2009 in the form set out in the Company's Annual Report be adopted".

RATIFICATION OF PRIOR ISSUE OF SHARES (RESOLUTION 3)

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

"That pursuant to ASX Listing Rule 7.4 and for all other purposes, shareholders ratify and approve the issue by the Company on 19 August 2009 of 7,371,000 fully paid ordinary shares in the Company at an issue price of AU\$0.78 per share to institutional and sophisticated investors (being persons described in Sections 708(8) and 708(10) of the Corporations Act 2001) on the terms set out in the Explanatory Notes which accompanies this Notice of Annual General Meeting."

ELECTION OF AUDITOR (RESOLUTION 4)

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

"That William Buck Audit (Vic) Pty Ltd be hereby appointed auditor of the company"

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 Tuesday 27 October 2009.

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 1800 783 447 (within Australia) +61 3 9473 2555 (outside Australia)
- (iii) by hand delivery to Computershare, 452 Johnston 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 7.00pm Sydney time on Tuesday 27 October 2009.

Dated 18 September 2009
By order of the Board of Directors

Stuart Gray
Company Secretary



Explanatory Notes

The following Explanatory Notes explain the items of business to be discussed at the Company's 2009 Annual General Meeting (**AGM**) to be held at Parkside Room 3, Bayview Eden Hotel, 6 Queens Road, Melbourne, Victoria on Thursday 29 October 2009 at 11.00am .

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 : 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.

Shareholders should note that the Financial Statements and Reports will be received in the form presented. It is not the purpose of the meeting that the Financial Statements and Reports be accepted, rejected or modified in any way and accordingly there will be no formal resolution put to the meeting

ITEM 2 : 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.

Clause 6.5(a) of 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, clause 6.5(c) of the Constitution provides that a Director must retire from that 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 this AGM.

The Board (in the absence of Mr Fraser) recommends that shareholders vote in favour of Resolution 1

The Chairman in his capacity as proxy holder intends to vote undirected proxies in favour of approving this Resolution 1

Experience & Qualifications

Mr Fraser was originally appointed as a Director of the Company in 2004

Mr Fraser has held several senior management positions including Managing Director of Pioneer Sugar Mills Limited, Clyde Industries Limited, Australian Chemical Holdings Limited and TNT Australia Pty Limited. Mr Fraser also has substantial international experience having worked and lived in South East Asia and the United States.

He is currently the non-executive Chairman of Forest Place Group Limited and a non-executive Director of Watty Limited, PMP Limited and Legend Corporation Limited. Directorships held in the past three years were: -

- Nylex Limited (Jan2007 to Nov 2008)
- Lighting Corporation Limited (June 2006 to Jan 2008)
- Promentum Limited (Jan 2005 to May 2007)
- B Digital Limited (May 2006 to Dec 2006)
- Occupational and Medical Innovations Limited (Nov 2004 to Jan 2007)

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 and, under section 250SA of the Corporations Act, the Chairman must allow the Shareholders a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report. The Company's Remuneration Report is set out on page 8 of the Company's 2009 Annual Report.

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

The Board unanimously recommends that shareholders vote in favour of Resolution 2



ITEM 4 : RATIFICATION OF PRIOR ISSUE OF SHARES (RESOLUTION 3)

Application of ASX Listing Rule 7.1

ASX Listing Rule 7.1 provides that the Company must not issue more than 15% of its equity securities (which includes shares and options to acquire shares) in any 12 month period without prior shareholder approval.

On 19 August 2009 the Company raised approximately \$5,750,000 by the issue of 7,371,000 fully paid ordinary shares (being less than 15% of its equity securities, and therefore not requiring prior shareholder approval) at an issue price of AU\$0.78 per share to institutional and sophisticated investors - being persons described in Sections 708(8) and 708(10) of the Corporations Act 2001 (**Private Placement**).

Structural Systems' shareholder ratification and approval is now sought in respect of the Private Placement under ASX Listing Rule 7.4. On obtaining this ratification and approval, the authority of the Company's Board to issue up to 15% of its equity securities will be refreshed – such that the Company could after the passing of this Resolution 3, issue up to 15% of its expanded share capital without reference to its shareholders. This, combined with the funds secured pursuant to the (oversubscribed) share purchase plan completed on 4 September 2009 (**SPP**) will enable the Company to be in a better position to take advantage of any potential growth opportunities that may arise in the future.

Disclosure requirements under ASX Listing Rule 7.5

ASX Listing Rule 7.5 requires that a notice pursuant to which Shareholders are required to consider ratifying a resolution pursuant to ASX Listing Rule 7.4 must include certain specified information in relation to the equity securities issued. This information is set out below:

- (a) the maximum number of securities issued:

7,371,000 fully paid ordinary shares

- (b) the date which the securities were issued:

19 August 2009

- (c) the issue price of the issued securities:

Issue price of AU\$0.78 per share

- (d) the names of the allottees:

*A Page-Robertson & Associates
Aberford Pty Ltd
Aggregated Capital Pty Ltd
ANZ Nominees Limited
Argo Investments Limited
Avoca Capital Partners Pty Ltd
Blackwood Dell Pty Ltd
Cogent Nominees Pty Ltd
David Cooper Nominees Pty Ltd
Ephpheta Foundation
Escor Investments Pty Ltd
Joyful Holdings Pty Ltd
JP Morgan Chase Bank Australia
JP Morgan Nominees Australia Limited
Lastan Pty Ltd
Leaping Joey Pty Ltd*

*M & A Partners Pty Ltd
Miss Judith Camden Allen
Mr David John Milroy McLean
Mr Edward Delany
Mr John Horton Seymour
Mr John Sanderson
Mrs Helen Jean Taylor
Mrs Hilary Jean Hall
National Nominees Limited
Peacham Investments Pty Ltd
Rab Securities Pty Ltd
Renarta Pty Ltd
Sandhurst Trustees Ltd
Trafalgar Place Nominees
UBS Wealth Management
Wartax Gold Investments Pty Ltd*

- (e) the terms of the securities:

The shares issued were fully paid ordinary shares in the capital of the Company ranking equally in all respects with all other fully paid ordinary shares then on issue

- (f) the intended use of the funds raised:

The funds raised under the Private Placement are to be used by the Company to reduce the Company's debt, strengthen its balance sheet and for general working capital purposes.



Voting exclusion – Resolution 3

The Company will disregard any votes cast in respect of **Resolution 3** by:

- the allottees under the Private Placement which is the subject of this Resolution 3; and
- an associate of such allottees.

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 the 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.

ITEM 5 : ELECTION OF AUDITOR (RESOLUTION 4)

Currently our external audit services are provided by Anderson Roscoe. Due to recent personnel changes within that firm that have resulted in a reduction of audit staff, the Company has determined that a change of auditor is appropriate.

The Audit Committee recommends the appointment of William Buck Audit (Vic) Pty Ltd to assume the external role of the company and have been nominated by a member of the company to be auditor. William Buck is a medium-sized firm and has the capacity for greater rotation of partners and dedicated audit teams.



Directors' Recommendation

The Directors unanimously recommend that shareholders vote in favour of the ratification and approval of the prior issue of shares under the Private Placement. No related parties of the Company participated in the Private Placement.

The Chairman in his capacity as proxy holder intends to vote undirected proxies in favour of approving this Resolution 3.

Other Information

The Board is not aware of any other information which is relevant to the consideration by members of the proposed resolutions which are detailed in the Notice. Prior to making any decision, members may wish to seek advice from their own independent financial adviser or stockbroker as to the effect of the proposed resolutions.

Glossary

ASX means ASX 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.



Structural Systems

Structural Systems Limited

ABN 57 006 413 574

000001 000 STS
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Lodge your vote:



By Mail:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

(within Australia) 1300 850 505
(outside Australia) +61 3 9415 4000

Proxy Form

For your vote to be effective it must be received by 11.00am Tuesday 27 October 2009

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.computershare.com.

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Turn over to complete the form ➔



View your securityholder information, 24 hours a day, 7 days a week:

www.investorcentre.com

- ☒ Review your securityholding
- ☒ Update your securityholding

Your secure access information is:

SRN/HIN: I999999999



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

☐

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark ☒ to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Structural Systems Limited hereby appoint

☐

the Chairman
of the meeting OR



PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and 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 of Structural Systems Limited to be held at Parkside Room 3, Bayview Eden Hotel, 6 Queens Road, Melbourne, Victoria on Thursday 29 October 2009 at 11.00am and at any adjournment of that meeting.

STEP 2 Items of Business



PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

ORDINARY BUSINESS

		For	Against	Abstain
Resolution 1	Re-election of Director - Mr Ian Leslie Fraser	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Ratification of Prior Issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Election of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

SIGN

Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact
Name

Contact
Daytime
Telephone

Date / /

STS

999999A

Computershare +



Structural Systems

Structural Systems Limited

ABN 57 006 413 574

000001 000 STS
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Dear Securityholder,

We have been trying to contact you in connection with matters arising from your securityholding in Structural Systems Limited. Unfortunately, our correspondence has been returned to us marked "Unknown at the current address". For security reasons we have flagged this against your securityholding which will exclude you from future mailings, other than notice of meeting.

We value you as a securityholder and request that you supply your current address so that we can keep you informed about our Company. Where the correspondence has been returned to us in error we request that you advise us of this so that we may correct our records.

You are requested to include the following;

- > Security Reference Number (SRN);
- > ASX trading code;
- > Name of company in which security is held;
- > Old address; and
- > New address.

Please ensure that the notification is signed by all holders and forwarded to our Share Registry at:

Computershare Investor Services Pty Limited
GPO Box 2975
Melbourne Victoria 3001
Australia

Note: If your holding is sponsored within the CHESS environment you need to advise your sponsoring participant (in most cases this would be your broker) of your change of address so that your records with CHESS are also updated.

Yours sincerely

Stuart Gray
Company Secretary

