



Structural Systems

Structural Systems Limited

ABN 57 006 413 574

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

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



Proxy Form

For your vote to be effective it must be received by 10.30 am (AWST) Tuesday 27 November 2012

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. Delete titles as applicable.

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.investorcentre.com under the information tab, "Downloadable Forms".

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: I9999999999



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

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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, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Structural Systems Limited to be held at River Room, Royal Perth Yacht Club, Australia II Drive, Crawley, WA on Thursday, 29 November 2012 at 10.30 am (AWST) and at any adjournment or postponement of that Meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Items 3 and 4 (except where I/we have indicated a different voting intention below) even though Items 3 and 4 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Items 3 and 4 by marking the appropriate box in step 2 below.

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.

| | For | Against | Abstain |
|---|--------------------------|--------------------------|--------------------------|
| Item 2 Re-election of Mr Peter John McMorrow as a Director of the Company | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Item 3 Increase the aggregate amount of Non-executive Director fees | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Item 4 Remuneration Report | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

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

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

| | | |
|---|---|---|
| Individual or Securityholder 1 | Securityholder 2 | Securityholder 3 |
| <input style="width: 100%; height: 100%;" type="text"/> | <input style="width: 100%; height: 100%;" type="text"/> | <input style="width: 100%; height: 100%;" type="text"/> |
| Sole Director and Sole Company Secretary | Director | Director/Company Secretary |

Contact Name _____ Contact Daytime Telephone _____ Date ____/____/____



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Dear Securityholder,

We have been trying to contact you in connection with 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 notices of meeting.

Please note if you have previously elected to receive a hard copy Annual Report (including the financial report, directors' report and auditor's report) the dispatch of that report to you has been suspended but will be resumed on receipt of instructions from you to do so.

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;

- > Securityholder 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

Structural Systems Limited



NOTICE OF 2012 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 River Room, Royal Perth Yacht Club, Australia II Drive, Crawley, WA on Thursday 29 November 2012 at 10.30 am (AWST).

ITEMS OF BUSINESS

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 2012.

RE-ELECTION OF DIRECTOR (RESOLUTION 1)

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

"That Mr Peter John McMorrow, who retires by rotation in accordance with clause 6.5 of the Company's Constitution and ASX Listing Rule 14.5 and, being eligible, offers himself for re-election, be re-elected as a Director of the Company."

INCREASE THE AGGREGATE AMOUNT OF NON-EXECUTIVE DIRECTOR FEES (RESOLUTION 2)

3. 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 \$350,000 to \$500,000".

REMUNERATION REPORT (RESOLUTION 3)

4. 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 2012 in the form set out in the Company's Annual Report be adopted".

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.



Voting and Proxies

A member entitled to vote may vote their shares directly by completing the enclosed Proxy Form and returning the Proxy Form as indicated below. Members voting directly should complete a "for" or "against" for each resolution. A vote of "abstain" for a direct vote will result in the shares represented by that vote not counting towards a majority vote. If no direction is given for a particular resolution and no proxy appointed, the vote (other than a vote with respect to Resolution 2) will be passed to the Chairman of the meeting to vote as that member's undirected proxy.

A member entitled to attend and cast a vote at this meeting also has a right to appoint a proxy to attend and vote instead of the member by completing Step 1 on the Proxy Form.

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 there is more than one proxy appointed, on a show of hands only one of the proxies may vote, but on a poll, each proxy may exercise votes in respect of those shares the proxy represents.

The Chairman intends to vote all undirected proxies in favour of the resolutions put in the Notice of Meeting.

Subject to the specific proxy provisions applying to Resolution 3 (refer below):

- if a member has not directed their proxy how to vote, the proxy may vote as the proxy determines, and
- 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 accordance with his voting intention as stated in this Notice of Meeting, namely in favour of each of the proposed resolutions set out in the Notice of Meeting.

If a member (who is not a Prohibited Voter) has appointed as their proxy a Prohibited Voter, and directed that proxy how to vote with respect to Resolution 3, the Prohibited Voter may only vote upon Resolution 3 as directed by the member. To direct the Prohibited Voter as proxy the member must complete a "for" or "against" or "abstain" for Resolution 3 (Item 4 of the Items of Business).

A **Prohibited Voter** for these purposes means collectively one of the Key Management Personnel (as set out on page 18 of the Company's 2012 Annual Report, and is defined in the *Corporations Act 2001* to include the Chairman) (**KMP**) or one of KMP's closely related parties (which includes a spouse, dependent and certain other close family members and companies controlled by the KMP).

To be valid, Proxy Forms must be received by the Company's Share Registrar, Computershare Investor Services Pty Limited (**Computershare**), before 10.30am (AWST) on Tuesday 27 November 2012.



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) and +61 3 9473 2555 (Outside Australia);
- (iii) by hand delivery to Computershare, 452 Johnston Street, Abbotsford Victoria 3067;
- (iv) For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions.

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 **7pm (AEDT) on Tuesday 27 November 2012.**

Dated 28 September 2012
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 2012 Annual General Meeting (**AGM**) to be held at River Room, Royal Perth Yacht Club, Australia II Drive, Crawley, WA on Thursday 29 November 2012 at 10.30am.

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 14.5 states an entity which has directors must hold an election of directors each year.

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.

In accordance with the Constitution of the Company, Peter John McMorrow, being eligible for re-election has submitted himself for re-election at this AGM.

The Board (in the absence of Mr McMorrow) 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 Resolution 1.

Experience & Qualifications

Mr McMorrow was originally appointed as a Director of the Company in 2010. He holds an Associateship in Highway Engineering, Western Australia Institute of Technology.

Peter was Managing Director of Leighton Contractors from 2004 until September 2010. Under his guidance, Leighton Contractors expanded considerably, with its workforce increasing fourfold. Peter has more than 30 years experience in the construction industry particularly in the management of dynamic, profitable and long lasting business operations. His experience covers many disciplines of engineering including marine works, steel fabrication, civil, building, petrochemical, mechanical and telecommunications.

He is currently Chairman of Broad Group Holdings Pty Ltd, a wholly owned subsidiary of Leighton Contractors Pty Ltd. Mr McMorrow is not a director of any companies listed on the ASX.



ITEM 3 : INCREASE THE AGGREGATE AMOUNT OF NON-EXECUTIVE DIRECTOR FEES (RESOLUTION 2)

Resolution 2 seeks Shareholder's approval for the increase in the aggregate amount allowed for fees payable to non-executive director fees from \$350,000 to \$500,000. The existing amount was approved at the November 2007 AGM. The current non-executive directors were paid a total of **\$329,077** in the 2012 financial year and the increase in the aggregate limit is sought to:

- Cover the extra costs incurred with the establishment of a Remuneration Committee, and a Nominations Committee, and
- Make provision for the possible addition of further non-executive directors when deemed appropriate by the Board.

As required by ASX Listing Rule 10.17, Structural Systems will disregard any votes cast by the non-executive directors listed immediately below, with the exception of:

- A director as proxy for a person who is entitled to vote, in accordance with the directions of the proxy form, or
- The Chairman of the AGM as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

The current non-executive directors of the Company are Mr Robert Freedman, Mr Peter McMorrow and Mr Ian Fraser.

ITEM 4 : REMUNERATION REPORT (RESOLUTION 3)

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 Remuneration Report:

- explains the Board's policies in respect of the nature and level of remuneration paid to Directors and senior management of the Company;
- discusses the link between the Board's policies and the Company's performance;
- explains why the performance conditions were chosen and how performance is measured against them;
- sets out the remuneration details for each Director and each member of the Company's senior management team; and
- makes clear that the basis for remunerating non-executive Directors is distinct from the basis for remunerating executives and executive Directors.

The Company's Remuneration Report is set out **on page 17 of the Company's 2012 Annual Report**.

The vote to adopt the Remuneration Report is advisory only and does not bind the Directors or the Company, but it will still be put to members at the AGM.

As a result of changes to the Corporations Act 2001 becoming effective as from 1 July 2011:

- (a) members of the key management personnel whose remuneration details are included in the remuneration report (and any closely related party of those members) are not permitted to vote on a resolution to approve the Remuneration Report, and
- (b) if the vote to approve the Remuneration Report receives a "no" vote by at least 25% of the votes cast, this will constitute a "first strike".



Where a "first strike" occurs at this AGM:

- (c) the Company's subsequent remuneration report (in other words, the Company's remuneration report to be included in the 2013 Annual Report) must include an explanation of the Board's proposed action in response to the "no vote" or an explanation of why no action has been taken, and
- (d) if the Company's subsequent remuneration report also receives a "no vote" at the 2013 AGM of at least 25% of the votes cast, then shareholders at the 2013 AGM will be asked (at that 2013 AGM) to vote on whether or not the Company is to hold another general shareholder's meeting (within the following 90 days) to vote upon a "spill resolution" under section 250V of the Corporations Act.

Due to these changes to the Corporations Act (described above) the Board abstains from making a recommendation in relation to Resolution 3.

VOTING PROHIBITION STATEMENT

A vote on Resolution 3 must not be cast (in any capacity) by or on behalf of any of the following persons:

- (a) a member of the key management personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a closely related party of such a member.

However, a person described above may cast vote on Resolution 3 if:

- (c) the person does so as a proxy appointed by writing that specifies how the proxy is to vote on the proposed resolution; and
- (d) the vote is not cast on behalf of a person described in subparagraphs (a) or (b) above.

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 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.