



Ambertech Limited
ACN 079 080 158

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of Ambertech Limited ("the Company") will be held at the Parkway Hotel, 5 Frenchs Forest Road, Frenchs Forest, on Wednesday 21 November 2007 at 12:00pm.

Agenda

Ordinary Business

Item 1: Reports

To receive the Financial Report and the Reports of the Directors and Auditors thereon for the year ended 30 June 2007.

Item 2: Election of Directors

Resolution 1

Re-election of Mr Edwin Goodwin as a Director

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

"That Mr Edwin Goodwin, who retires by way of rotation in accordance with Article 6.1 of the Company's Constitution, and, being eligible offers himself for election, is hereby re-appointed a director of the Company."

Item 3: Remuneration Report

Resolution 2

Non-binding vote on the Directors' Remuneration Report

To consider and, if thought fit, to pass, with or without amendment, the following resolution as a non-binding vote of shareholders:

"That pursuant to and in accordance with section 250R(2) of the Corporations Act the Directors' Remuneration Report, as contained within the Directors' Report, and remuneration policies disclosed therein be adopted."

Other Business

To deal with any other business which may be brought forward in accordance with the Company's Constitution and the Corporations Act 2001.

By order of the Board

Robert Glasson
Company Secretary
12 October 2007



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Explanatory Memorandum

This explanatory memorandum is intended to provide shareholders with sufficient information to assess the merits of the Resolutions contained in the accompanying Notice of Annual General Meeting ("Notice") of the Company.

The Directors of the Company recommend shareholders read this explanatory memorandum in full before making any decision in relation to the resolutions.

The following information should be noted in respect of the various matters contained in the accompanying Notice:

Resolution 1 – Re-election of Mr Edwin Goodwin as a Director of the Company

Article 6.1 of the Company's Constitution provides that at every Annual General Meeting of the Company one-third of the Directors (other than the Managing Director) shall retire from office. A retiring Director is eligible for re-election.

Accordingly, pursuant to Article 6.1 of the Company's Constitution, Mr Edwin Goodwin, being a Director of the Company, retires by way of rotation and, being eligible, offers himself for re-election as a Director of the Company.

Resolution 2 -Non-binding vote on the Directors' Remuneration Report

Pursuant to Section 250R (2) of the Corporations Act, a resolution adopting the Directors' Remuneration Report contained within the Directors' Report must be put to the vote. Shareholders are advised that pursuant to Section 250R (3) of the Corporations Act, this resolution is advisory only and does not bind the Directors or the Company.

The Directors' Remuneration Report is set out within the Directors' Report. The Report:

- explains the Board's policy for determining the nature and amount of remuneration of executive and non-executive Directors and specified executives of the Company;
- sets out remuneration details for each Director and specified executive of the Company;
- details and explains any performance conditions applicable to the remuneration of executive Directors and specified executives of the Company; and
- provides an explanation of the option-based compensation payments for each Director and specified executive of the Company.

A reasonable opportunity will be provided for discussion of the Directors' Remuneration Report at the meeting.

The Board unanimously recommends that the shareholders vote in favour of adopting the Directors' Remuneration Report.

APPOINTMENT OF PROXY

Please return your Proxy forms to:

Link Market Services Limited
Level 12, 680 George Street, Sydney NSW 2000
Locked Bag A14, Sydney South NSW 1235 Australia
Telephone: (02) 8280 7111
Facsimile: (02) 9287 0309
ASX Code: AMO
Website: www.linkmarketservices.com.au

If you would like to attend and vote at the Annual General Meeting, please bring this form with you. This will assist in registering your attendance.

You can also lodge your vote on-line at
www.linkmarketservices.com.au

I/We being a member(s) of Ambertech Limited and entitled to attend and vote hereby appoint

A the **Chairman of the Meeting**
(mark box)

☐

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy

or failing the person/body corporate named, or if no person/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 instructions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **12 noon on Wednesday, 21 November 2007, at Parkway Hotel, 5 Frenchs Forest Road, Frenchs Forest, NSW**, and at any adjournment of that meeting.

Where more than one proxy is to be appointed or where voting intentions cannot be adequately expressed using this form an additional form of proxy is available on request from the share registry. **Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the meeting ie by 12 noon Monday, 19 November 2007.** The Chairman of the Meeting intends to vote undirected proxies in favour of all items of business.

B To direct your proxy how to vote on any resolution please insert ☒ in the appropriate box below.

Resolution 1

Re-election of Mr. Edwin Goodwin as a Director

For Against Abstain*

☐	☐	☐
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Resolution 2

Non-binding vote on the Directors' Remuneration Report

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

C SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED

Securityholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Securityholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Securityholder 3 (Individual)

Director

This form should be signed by the securityholder. If a joint holding, either securityholder may sign. If signed by the securityholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the securityholder's constitution and the *Corporations Act 2001* (Cwlth).

Link Market Services Limited advises that Chapter 2C of the *Corporations Act 2001* requires information about you as a securityholder (including your name, address and details of the securities you hold) to be included in the public register of the entity in which you hold securities. Information is collected to administer your securityholding and if some or all of the information is not collected then it might not be possible to administer your securityholding. Your personal information may be disclosed to the entity in which you hold securities. You can obtain access to your personal information by contacting us at the address or telephone number shown on this form. Our privacy policy is available on our website (www.linkmarketservices.com.au).

AMO PRX741

