

**ON Q GROUP LIMITED (*the Company*)**  
**ACN 009 104 330**

## **NOTICE OF EXTRAORDINARY GENERAL MEETING**

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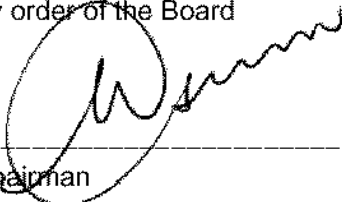
Notice is hereby given that, in response to a members' request to convene a general meeting of the Company pursuant to section 249D(1)(a) of the Corporations Act, an extraordinary general meeting of the Company will be held at 677 The Boulevard, Eaglemont, Victoria on 15 June 2007 at 11.00am.

### **Business**

To consider, and if thought fit to pass, the following resolutions as ordinary resolutions of the Company:

1. *"That Craig Wyllie be appointed as a director of On Q Group Limited effective as at the close of the meeting."*
2. *"That Paul Magee be appointed as a director of On Q Group Limited effective as at the close of the meeting."*

By order of the Board



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Chairman

Melbourne: 7<sup>th</sup> May 2007

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### **Memorandum to shareholders**

The Directors of the Company consider it necessary to provide the following background in relation to the proposed extraordinary general meeting.

On 18 April 2007, the Company received a notice in accordance with section 249D(1)(a) of the Corporations Act whereby certain members of the Company requisitioned the Directors to call and convene a general meeting of the Company (**Requisition**). The resolutions set out in the notice of meeting have been proposed by the requisitioning members. A copy of the Requisition is attached at annexure 'A' to this notice.

Section 249D(1)(a) allows members with at least 5% of the votes that may be cast at a general meeting (**5% Threshold**) to request the Directors to convene a general meeting with 21 days of

the date of the Requisition. The Company confirms that those members named in the Requisition satisfy the 5% Threshold.

In accordance with the Corporations Act, the costs of holding the extraordinary general meeting are to be borne by the Company.

Prior to the receipt of the Requisition, Mr Wyllie had agreed to refrain from seeking his appointment as a director of the Company until further discussions had taken place between the Directors and Mr Wyllie. This was set out in a letter from Mr Wyllie's legal representatives, Minter Ellison, dated 13 April 2007.

Notwithstanding the aforementioned correspondence, Mr Wyllie's legal representatives served the Requisition on the Company on 18 April 2007.

Upon receipt of the Requisition, in accordance with Principle 2, of ASX Principles of Good Corporate Governance, the Directors invited Mr Wyllie and Mr Magee (the **Candidates**) to provide full credentials to the Board to ensure that the Board had sufficient information to make an assessment of the suitability of the Candidates' request to be appointed as directors of the Company. It is an important part of the Company's corporate governance requirements that the Board assess whether potential directors have the appropriate skills and competencies to carry out their role as directors.

The request for further information was ignored or refused by the Candidates. The totality of the relevant experience and qualifications provided by the Candidates is attached to this notice as annexures 'B' and 'C'. Members are advised that this information has not been verified by the Directors.

Furthermore, the Company invited the Candidates to meet with the Board to provide an opportunity for the respective parties to mutually determine the suitability of the Candidate's proposed appointments. Given that this process would inevitably take some time and in an effort to avoid the costs to the Company of holding the extraordinary general meeting, the Directors offered to include the resolutions contained in the Requisition, as resolutions in the 2007 annual general meeting of the Company scheduled for November 2007.

This offer was also rejected by the Candidates.

The following Directors being Ian Christiansen, Julian Little, Hal Christiansen and Stephen Fitzgerald advise they intend to vote against the resolutions. Peter McDougall advises he intends to vote for the resolutions. The Chairman gives notice that any undirected proxies will also be voted against the resolutions.

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## Information for shareholders

1. A member entitled to attend and vote is entitled to appoint a proxy.
2. If a member may cast 2 or more votes at a meeting, the member may vote by two proxies.
3. Where more than one proxy is appointed, a member may specify the proportion or number of votes each proxy is appointed to exercise. If the proportion is not specified, each proxy may exercise half of the member's voting rights.
4. Where more than one proxy is appointed, neither proxy is entitled to vote on a show of hands.
5. If it is desired to appoint two proxies, then an additional proxy form can be obtained by telephoning the Company.
6. A proxy need not be a member of the Company.
7. Proxy forms must be signed by the member or the member's attorney or, if a corporation, executed in accordance with the Corporations Act or signed by an authorised officer or attorney.
8. If the proxy form is signed by a person who is not the registered holder, then the relevant authority must either have been exhibited previously to the Company or be enclosed with the proxy form.
9. For a proxy form to be valid, it must be received by the Company, together with the power of attorney or other authority (if applicable) under which it is signed, or a certified copy of that power or authority not less than 48 hours before the time for holding the meeting, by sending to the Company.
10. For a corporate representative to vote, they will require a Certificate of Appointment of Corporate Representative as required under the Corporations Act.

*The Board has determined that a shareholder's voting entitlement at a meeting will be taken to be the entitlement of that person shown in the register of members at 7pm on 13 June 2007.*

ANNEXURE A

REQUISITION

## NOTICE UNDER S249D OF THE CORPORATIONS ACT 2001

18 April 2007

### BY HAND

The Directors  
On Q Group Limited ACN 009 104 330  
677 The Boulevard  
Eaglemont VIC 3084

### Notice under s249D of the Corporations Act 2001 (Cth)

The shareholders of On Q Group Limited ACN 009 104 330 (**Company**) named below, being shareholders with at least 5% of the votes that may be cast at the general meeting of the Company, request in accordance with section 249D of the *Corporations Act 2001* (Cth) that the directors of the Company call and arrange to hold a general meeting of the Company:

- Jindra Energy Conversions Pty Ltd;
- Shiraz Nominees Pty Ltd;
- Wyllie Corporation Pty Ltd;
- Garrido Investments Pty Ltd;
- Jeremy Martin Cutts atf The Salisbury Cove Superannuation Fund; and
- Mr John Herman Wolfraad and Mrs Susan Elizabeth Wolfraad atf The Wolfraad Family Superannuation Fund.

This request was delivered by hand to the Company's registered office on 18 April 2007. Accordingly, you must call the meeting within 21 days after 18 April 2007 and the meeting must be held no later than 2 months after 18 April 2007.

### Resolutions to be proposed at the meeting

#### Resolution 1

*That Craig Wyllie be appointed a director of On Q Group Limited effective as at the close of the meeting.*

#### Resolution 2

*That Paul Magee be appointed a director of On Q Group Limited effective as at the close of the meeting.*

### Consents to act, notices of particulars and declarations of interest



Attached are consents to act, notices of particulars and declarations of interests by each of the directors proposed to be appointed.

**Requests under s249P of the Corporations Act**

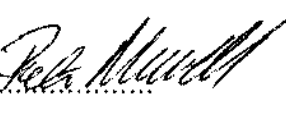
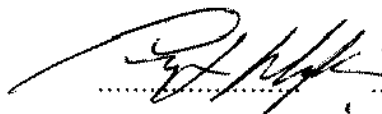
Please distribute to all shareholders of the Company the attached statement about the resolutions that are proposed to be moved at the meeting. We request that the statement be given to the shareholders of the Company at the same time, and in the same way, as it gives the notice of the meeting.

.....  
Paul Jindra      Heike Jindra  
Director          Director  
Jindra Energy Conversions Pty Ltd

.....  
Paul Jindra      Heike Jindra  
Director          Director  
Shiraz Nominees Pty Ltd



.....  
Craig Wyllie          Peter Maxwell  
Director                  Secretary  
Wyllie Corporation Pty Ltd



.....  
Craig Wyllie          Peter Maxwell  
Director                  Secretary  
Garrido Investments Pty Ltd

.....  
Mr Jeremy Martin Cutts  
as Trustee for  
The Salisbury Cove Superannuation Fund

.....  
Mr John Herman Wolfraad  
atf  
The Wolfraad Family Superannuation Fund

.....  
Mrs Susan Elizabeth Wolfraad  
atf  
The Wolfraad Family Superannuation Fund

**CONSENT TO ACT, NOTICE OF PARTICULARS AND DECLARATION OF INTEREST**

To: On Q Group Limited ACN 009 104 330 (Company)

In compliance with ss201D, 205B and 205C of the *Corporations Act 2001 (Cth)* (Corporations Act), I confirm my consent to act as a director of the Company and I give notice of the following matters and particulars:

My present given or other names and family name: **Paul Francis Magee**

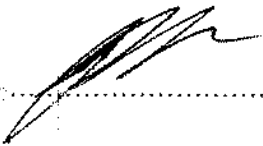
All former given or other names and family names: ..... *N/A* .....  
.....  
.....

My usual residential address: ...  
66 Alana drive West Pennant Hills NSW  
2065.....  
.....

My date and place of birth: ...Melbourne  
24/12/1958.....  
.....

For the purpose of sections 191 and 192 of the Corporations Act and to enable the information to be recorded in the minutes of the next meeting of directors, I confirm that I have the following interest(s) in a matter which may or does relate to the affairs of the Company:

29000 shares in Bill Express  
.....  
.....  
.....  
.....

Date:  .....

Signed *5/4/07* .....

**CONSENT TO ACT, NOTICE OF PARTICULARS AND DECLARATION OF INTEREST**

To: On Q Group Limited ACN 009 104 330 (Company)

In compliance with ss201D, 205B and 205C of the *Corporations Act 2001* (Cth) (**Corporations Act**), I confirm my consent to act as a director of the Company and I give notice of the following matters and particulars:

My present given or other names and family name: **Craig Lewis Wyllie**

All former given or other names and family names: ..... *Nil* .....

My usual residential address: ..... *223 Mount Morton Road,* .....  
..... *Belgrave Heights Vic 3160.* .....

My date and place of birth: ..... *Malaysia* ..... *27.10.61.* .....

For the purpose of sections 191 and 192 of the Corporations Act and to enable the information to be recorded in the minutes of the next meeting of directors, I confirm that I have the following interest(s) in a matter which may or does relate to the affairs of the Company:

..... *shares in On Q Limited.* .....

..... ~~500,000~~ shares in Wyllie Corporation Pty Ltd owns 500,000 shares in On Q Group Limited. ....

..... *Harrido Investments Pty Ltd owns 1,018,667 shares in* .....  
..... *On Q Group Limited.* .....

Date ..... *5.4.2007.* .....

Signed ..... *[Signature]* .....

## STATEMENT UNDER S249P OF THE CORPORATIONS ACT 2001

The following biographies of the proposed directors of On Q Group Limited ACN 009 104 330 are requested in accordance with section 249P of the *Corporations Act 2001 (Cth) (Act)* to be attached to the notice of meeting for the meeting requested under section 249D of the Act.

### **Craig Wyllie**

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Craig Wyllie has extensive corporate experience working in financial services funds management, corporate rescue and mergers and acquisitions for over 25 years.

He commenced work at Melbourne based Tech Rentals, where he achieved the position of manager of the information technology group. In 1984, Craig moved to Hong Kong to assist his father in the family business, Asia Securities Limited, as the group's fund manager. Craig's role involved identifying and acquiring interests in potential takeover targets. Specifically, he was involved in the successful takeover, and subsequent sale, of Regal Hotels and Paliburg International Limited. He assisted Asia Securities Limited in its successful bid for Wah Kwong Properties and its acquisition of a significant holding in China Entertainment Holdings. More recently, Craig was involved in the sale of the Wyllie Group's shares in the Burswood Casino. Craig also advised his father regarding a stake in Perth based property group Aspen, as a result of this Craig facilitated a meeting between the Managing Director and their Property Director regarding taking a significant stake in the Dunsborough Lakes project which has proved to be enormously successful.

Craig worked as a consultant to the family company, the Wyllie Group having served on the Board of several family companies including Asia Securities Australia, and served as Managing Director of Asia Securities Limited. Upon the death of Craig's father in March 2006 he made the decision to sell out of the family business to pursue his own interests.

### **Paul Magee**

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Paul Magee has worked in the technology and engineering industry for over 30 years and has management of public company experience.

He worked at Lend Lease for 15 years in various technical, marketing, sales and management roles. For four years he was Chief Executive Officer of the D.K.S. Group, a trading division of James Hardie Building Services & Technologies Pty Ltd. Paul was also General Manager of James Hardie Building Automation for two years and General Manager of Marketing for James Hardie Building Services for one year. Until recently he was Managing Director of VeCommerce Limited, an ASX listed company. He will now step down following the takeover by Salmat Limited in November 2006. Craig joined VeCommerce Limited in 1996 and since that time, it has become a global leader in communications and speech technologies with a world wide software development team.

Paul holds a Masters Degree in Management from Macquarie University and is Governor of the Warren Centre for advanced Engineering.

## NOTICE UNDER S249D OF THE CORPORATIONS ACT 2001

18 April 2007

### BY HAND

The Directors  
On Q Group Limited ACN 009 104 330  
677 The Boulevard  
Eaglemont VIC 3084

### Notice under s249D of the Corporations Act 2001 (Cth)

The shareholders of On Q Group Limited ACN 009 104 330 (**Company**) named below, being shareholders with at least 5% of the votes that may be cast at the general meeting of the Company, request in accordance with section 249D of the *Corporations Act 2001* (Cth) that the directors of the Company call and arrange to hold a general meeting of the Company:

- Jindra Energy Conversions Pty Ltd;
- Shiraz Nominees Pty Ltd;
- Wyllie Corporation Pty Ltd;
- Garrido Investments Pty Ltd;
- Capital Securities Pty Ltd; and
- Simon Bridger.

This request was delivered by hand to the Company's registered office on 18 April 2007. Accordingly, you must call the meeting within 21 days after 18 April 2007 and the meeting must be held no later than 2 months after 18 April 2007.

### Resolutions to be proposed at the meeting

#### Resolution 1

*That Craig Wyllie be appointed a director of On Q Group Limited effective as at the close of the meeting.*

#### Resolution 2

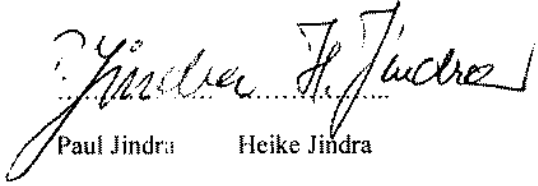
*That Paul Magee be appointed a director of On Q Group Limited effective as at the close of the meeting.*

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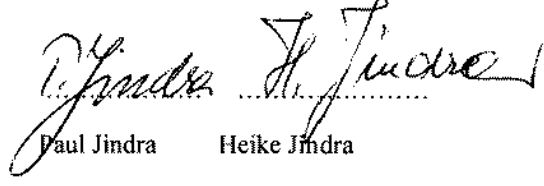
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Paul Jindra      Heike Jindra  
Director          Director

Jindra Energy Conversions Pty Ltd



Paul Jindra      Heike Jindra  
Director          Director

Shiraz Nominees Pty Ltd

.....  
Craig Wyllie          Peter Maxwell  
Director              Secretary  
Wyllie Corporation Pty Ltd

.....  
Craig Wyllie          Peter Maxwell  
Director              Secretary  
Garrido Investments Pty Ltd

.....  
Mr Jeremy Martin Cutts  
as Trustee for  
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All former given or other names and family names: ..... *N/A* .....  
.....  
.....

My usual residential address: ...

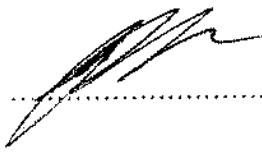
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29000 shares in Bill Express  
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Date ..... 

Signed ..... *5/4/07* .....

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All former given or other names and family names: Nil

My usual residential address: 223 Mount Morton Road, Belgrave Heights Vic 3160.

My date and place of birth: Malaysia 27.10.61.

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Shares in On Q Limited.
500,000 shares in Wyllie Corporation Pty Ltd owns 500,000 shares in On Q Group Limited.
Garrido Investments Pty Ltd owns 1,018,667 shares in On Q Group Limited.

Date 5.4.2007

Signed [Signature]

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## NOTICE UNDER S249D OF THE CORPORATIONS ACT 2001

18 April 2007

### BY HAND

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This request was delivered by hand to the Company's registered office on 18 April 2007. Accordingly, you must call the meeting within 21 days after 18 April 2007 and the meeting must be held no later than 2 months after 18 April 2007.

### **Resolutions to be proposed at the meeting**

#### **Resolution 1**

*That Craig Wyllie be appointed a director of On Q Group Limited effective as at the close of the meeting.*

#### **Resolution 2**

*That Paul Magee be appointed a director of On Q Group Limited effective as at the close of the meeting.*

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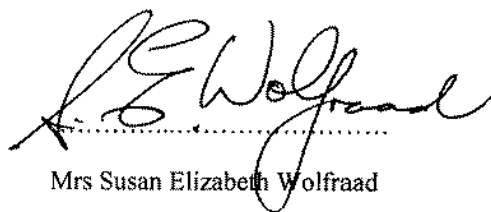
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Craig Wyllie     Peter Maxwell  
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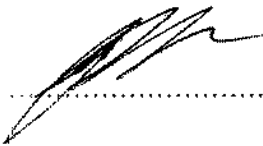
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Date  .....

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### Resolutions to be proposed at the meeting

#### Resolution 1

*That Craig Wyllie be appointed a director of On Q Group Limited effective as at the close of the meeting.*

#### Resolution 2

*That Paul Magee be appointed a director of On Q Group Limited effective as at the close of the meeting.*

### Consents to act, notices of particulars and declarations of interest

Attached are consents to act, notices of particulars and declarations of interests by each of the directors proposed to be appointed.

**Requests under s249P of the Corporations Act**

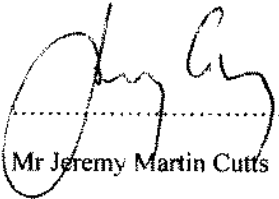
Please distribute to all shareholders of the Company the attached statement about the resolutions that are proposed to be moved at the meeting. We request that the statement be given to the shareholders of the Company at the same time, and in the same way, as it gives the notice of the meeting.

.....  
Paul Jindra      Heike Jindra  
Director          Director  
Jindra Energy Conversions Pty Ltd

.....  
Paul Jindra      Heike Jindra  
Director          Director  
Shiraz Nominees Pty Ltd

.....  
Craig Wyllie      Peter Maxwell  
Director          Secretary  
Wyllie Corporation Pty Ltd

.....  
Craig Wyllie      Peter Maxwell  
Director          Secretary  
Garrido Investments Pty Ltd

  
.....  
Mr Jeremy Martin Cutts

as Trustee for  
The Salisbury Cove Superannuation Fund

.....  
Mr John Herman Wolfraad  
atf  
The Wolfraad Family Superannuation Fund

.....  
Mrs Susan Elizabeth Wolfraad  
atf  
The Wolfraad Family Superannuation Fund

**CONSENT TO ACT, NOTICE OF PARTICULARS AND DECLARATION OF INTEREST**

To: On Q Group Limited ACN 009 104 330 (**Company**)

In compliance with ss201D, 205B and 205C of the *Corporations Act 2001* (Cth) (**Corporations Act**), I confirm my consent to act as a director of the Company and I give notice of the following matters and particulars:

My present given or other names and family name: **Paul Francis Magee**

All former given or other names and family names: ..... *N/A* .....  
.....  
.....

My usual residential address: ...

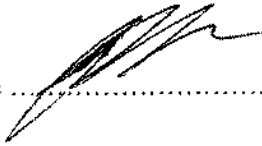
66 Alana drive West Pennant Hills NSW  
2065 .....  
.....

My date and place of birth: ...Melbourne

24/12/1958 .....  
.....

For the purpose of sections 191 and 192 of the Corporations Act and to enable the information to be recorded in the minutes of the next meeting of directors, I confirm that I have the following interest(s) in a matter which may or does relate to the affairs of the Company:

29000 shares in Bill Express  
.....  
.....  
.....  
.....

Date ..... 

Signed ..... *5/4/07* .....

CONSENT TO ACT, NOTICE OF PARTICULARS AND DECLARATION OF INTEREST

To: On Q Group Limited ACN 009 104 330 (Company)

In compliance with ss201D, 205B and 205C of the *Corporations Act 2001* (Cth) (Corporations Act), I confirm my consent to act as a director of the Company and I give notice of the following matters and particulars:

My present given or other names and family name: **Craig Lewis Wyllie**

All former given or other names and family names: ..... *Nic* .....

My usual residential address: ..... *223 Mount Morton Road.* .....  
..... *Belgrave Heights Vic 3160.* .....

My date and place of birth: ..... *Malaysia* ..... *27.10.61.* .....

For the purpose of sections 191 and 192 of the Corporations Act and to enable the information to be recorded in the minutes of the next meeting of directors, I confirm that I have the following interest(s) in a matter which may or does relate to the affairs of the Company:

..... *shares in On Q Limited.* .....

..... ~~500,000 shares in~~ *Wyllie Corporation Pty Ltd* owns *500,000* .....  
..... *shares in On Q Group Limited.* .....

..... *Harrido Investments Pty Ltd* owns *1,018,667* shares in .....  
..... *On Q Group Limited.* .....

Date ..... *5.4.2007.* .....

Signed ..... *[Signature]* .....

## STATEMENT UNDER S249P OF THE CORPORATIONS ACT 2001

The following biographies of the proposed directors of On Q Group Limited ACN 009 104 330 are requested in accordance with section 249P of the *Corporations Act 2001 (Cth) (Act)* to be attached to the notice of meeting for the meeting requested under section 249D of the Act.

### **Craig Wyllie**

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Craig Wyllie has extensive corporate experience working in financial services funds management, corporate rescue and mergers and acquisitions for over 25 years.

He commenced work at Melbourne based Tech Rentals, where he achieved the position of manager of the information technology group. In 1984, Craig moved to Hong Kong to assist his father in the family business, Asia Securities Limited, as the group's fund manager. Craig's role involved identifying and acquiring interests in potential takeover targets. Specifically, he was involved in the successful takeover, and subsequent sale, of Regal Hotels and Paliburg International Limited. He assisted Asia Securities Limited in its successful bid for Wah Kwong Properties and its acquisition of a significant holding in China Entertainment Holdings. More recently, Craig was involved in the sale of the Wyllie Group's shares in the Burswood Casino. Craig also advised his father regarding a stake in Perth based property group Aspen, as a result of this Craig facilitated a meeting between the Managing Director and their Property Director regarding taking a significant stake in the Dunsborough Lakes project which has proved to be enormously successful.

Craig worked as a consultant to the family company, the Wyllie Group having served on the Board of several family companies including Asia Securities Australia, and served as Managing Director of Asia Securities Limited. Upon the death of Craig's father in March 2006 he made the decision to sell out of the family business to pursue his own interests.

### **Paul Magee**

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Paul Magee has worked in the technology and engineering industry for over 30 years and has management of public company experience.

He worked at Lend Lease for 15 years in various technical, marketing, sales and management roles. For four years he was Chief Executive Officer of the D.K.S. Group, a trading division of James Hardie Building Services & Technologies Pty Ltd. Paul was also General Manager of James Hardie Building Automation for two years and General Manager of Marketing for James Hardie Building Services for one year. Until recently he was Managing Director of VeCommerce Limited, an ASX listed company. He will now step down following the takeover by Salmat Limited in November 2006. Craig joined VeCommerce Limited in 1996 and since that time, it has become a global leader in communications and speech technologies with a world wide software development team.

Paul holds a Masters Degree in Management from Macquarie University and is Governor of the Warren Centre for advanced Engineering.

ANNEXURE B

CREDENTIALS OF CANDIDATES

## **Craig Wyllie**

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Craig Wyllie has extensive corporate experience working in financial services funds management, corporate rescue and mergers and acquisitions for over 25 years.

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