DULHUNTY POWER

Notice of Annual General Meeting

Notice is hereby given that the **Annual General Meeting** of the members of
Dulhunty Power Limited will be held at the Company's new registered office,
Unit 2, 35 – 41 Waterloo Road, North Ryde, NSW 2113
on **24 November 2005 at 10.30 am**

Ordinary Business

1. Address by the Managing Director.

2. Financial Statements

To receive and consider the Audited Financial Statements and the Reports of the Directors and the auditor for the year ended 30 June 2005.

3. The following resolutions are to be considered and, if thought fit, passed as ordinary resolutions of the Members of the Company:

Resolution 1 Remuneration Report
That in accordance with section 250R(2) of the Corporations Act 2001, the Directors' remuneration report for the year ended 30 June 2005 be adopted.

The vote on this resolution does not bind the Directors of the Company.

Resolution 2 Re-election of Director
Mr. Philip W. Dulhunty retires by rotation in accordance with Article 14.3 (c) of the Company's Constitution, and being eligible, offers himself for re-election.

By order of the Board

Company Secretary
29th September 2005

Notes:

Proxies

1. A member entitled to attend and vote is entitled to appoint a proxy.
2. A person who is entitled to cast two or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy appointed is entitled to exercise.
3. Appointment of a proxy by a member who is a corporation must be under its common seal or the hand of its attorney or the hand of a person duly authorised by the corporation.
4. A proxy need not be a member of the Company.
5. To be effective, the proxy form must be received by the Company at Unit 2, 35-41 Waterloo Road, North Ryde, NSW 2113 or received by facsimile on (02) 9870 7299 not less than forty-eight (48) hours prior to the time for holding the meeting.

Corporate representation

If your holding is registered in a company name and you would like to attend the meeting (and do not intend to return a proxy form), please bring with you to the meeting a duly completed Appointment of Corporate Representative Form to enable you to attend and vote at the Annual General Meeting. Alternatively contact the share registry who will forward to you a form for completion.

Entitlement to Vote

For the purposes of the Corporations Regulation 7.11.37, the board has determined that in relation to the Annual General Meeting being convened by this Notice shares will be taken to be held by the persons who are registered holders at 7.00 pm (Sydney time) on 22th November 2005.
Accordingly share transfers registered after that date will be disregarded in determining entitlements to attend and vote at the meeting.

Voting Exclusion

There are no voting exclusions in relation to the above resolutions.

Explanatory Notes

These are the Explanatory Notes for the shareholders of Dulhunty Power Limited ("Company") for the Annual General Meeting to be held on 24 November 2005.The Explanatory Notes are provided to assist shareholders in their consideration of the proposed Ordinary Resolutions 1 to 2 inclusive, contained in the Notice of Meeting, and form part of that Notice of Meeting.

Resolution 1 (Item 3) To adopt the Directors' remuneration report

The Directors remuneration report can be found in the 2005 Dulhunty Power Limited Annual Report. The report sets out the remuneration of Directors and Executives of the Group. A Remuneration Committee has been established to evaluate and make recommendations to the Board regarding remuneration policy.

The remuneration report is submitted to Members for consideration in accordance with section 250R(2) of the Corporations Act 2001. The vote on this resolution does not bind the Directors of the Company.

Resolution 2 (Item 3) Re-election of Director

Philip W. Dulhunty OAM (Age 81) (Non-Executive Director) Appointed 31st March 2003.
Founder of Dulhunty Power (Australia) Pty Ltd, importers, exporters and distributors of electrical power transmission equipment. Honorary Life Member and distinguished member of the international electrical transmission industry body, CIGRE and Honorary Life Senior member of IEEE. Holder of Centenary Medal for Contribution to Australian Industry. Mr Dulhunty is a member of the remuneration committee and Nomination Committee.