

# **TRANSERV AUSTRALIA LIMITED**

**ABN 68 079 432 796**

## **NOTICE OF ANNUAL GENERAL MEETING EXPLANATORY STATEMENT AND PROXY FORM**

**For the Annual General Meeting to be held on  
Tuesday 30 November 2004 at 9.00am (WST) at  
The Grove Restaurant, Wattle Grove Motel  
610 Welshpool Road East  
Wattle Grove,  
Western Australia**

*This is an important document. Please read it carefully.*

*If there is any matter that you do not understand, you should contact your financial  
adviser, stockbroker or solicitor.*

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## TIME AND PLACE OF MEETING AND HOW TO VOTE

### Venue

The Annual General Meeting of the Shareholders of TranServ Australia Limited will be held at:

**The Grove Restaurant  
Wattle Grove Motel  
610 Welshpool Road East (extension of Orong Road)  
WATTLE GROVE WA 6107**

**Commencing at  
9.00am (WST)  
on Tuesday 30 November 2004**

**Ample parking at the rear**

### How to Vote

You may vote by attending the meeting in person, by proxy or authorised representative.

### Voting in Person

To vote in person, attend the meeting on the date and at the place set out above. The meeting will commence at 9.00am (WST).

### Voting by Proxy

To vote by proxy, please complete and sign the proxy form enclosed with this Notice as soon as possible and either:

- (a) send the proxy form by facsimile to the Company on facsimile number (08) 9356 3955 (International: + 61 8 9356 3955); or
- (b) deliver or post the proxy form to the Company's head office at 278 Welshpool Road, Welshpool 6106 (PO Box 99 Welshpool, WA 6986),

so that it is received no later than 9.00am (WST) on 28 November 2004.

**Your proxy form is enclosed.**

**TRANSERV AUSTRALIA LIMITED**  
**ABN 68 079 432 796**

**NOTICE OF ANNUAL GENERAL MEETING**

Notice is given that the Annual General Meeting of Shareholders of TranServ Australia Limited (**TranServ** or **Company**) will be held at The Grove Restaurant, Wattle Grove Motel, 610 Welshpool Road East (Orong Road extension), Wattle Grove, Western Australia, at 9.00am (WST) on Tuesday 30 November 2004.

**AGENDA**

The Explanatory Statement that accompanies and forms part of this Notice describes the matters to be considered as ordinary business.

**Financial Report**

To receive the financial statements of the Company for the year ended 30 June 2004 together with the Directors' Declaration, the Directors' Report and the Auditors' Report.

**Resolution 1 – Re-election of Mr Ian Sandover**

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

*"That, Mr Ian Sandover who retires by rotation in accordance with clause 13.2 of the Company's Constitution and, being eligible, be re-elected as a Director."*

**Short Explanation:** Clause 13.2 of the Company's Constitution provides that at the first annual general meeting of the Company all of the directors must retire from office. A retiring Director is eligible for re-election. Please refer to the Explanatory Statement for further details.

**Resolution 2 – Re-election of Mr Robert Gould**

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

*"That, Mr Robert Gould who retires by rotation in accordance with clause 13.2 of the Company's Constitution and, being eligible, be re-elected as a Director."*

**Short Explanation:** Clause 13.2 of the Company's Constitution provides that at the first annual general meeting of the Company all of the directors must retire from office. A retiring Director is eligible for re-election. Please refer to the Explanatory Statement for further details.

**Resolution 3 – Re-election of Mr Kim Gardner**

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

*"That, Mr Kim Gardner who retires by rotation in accordance with clause 13.2 of the Company's Constitution and, being eligible, be re-elected as a Director."*

**Short Explanation:** Clause 13.2 of the Company's Constitution provides that at the first annual general meeting of the Company all of the directors must retire from office. A retiring Director is eligible for re-election. Please refer to the Explanatory Statement for further details.

## **SPECIAL BUSINESS**

### **Resolution 4 – Approval for the allotment and issue of Shares**

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

*"That, for the purposes of Listing Rule 7.1 of the ASX Listing Rules and for all other purposes, approval is given for the Directors to allot and issue up to 4,500,000 fully paid ordinary shares in the capital of the Company on the terms and conditions in the Explanatory Memorandum."*

**Short Explanation:** Under the Listing Rule 7.1, the Company may issue up to 15% of its ordinary share capital in any 12 month rolling period without Shareholder approval. Shareholder approval is being sought for the purposes of ASX Listing Rule 7.1 to enable the Company to issue these securities without using its 15% placement capacity.

**Voting Exclusion:** The Company will disregard any votes cast on this resolution by any person who may participate in the proposed issue and any person who might obtain a benefit, except a benefit solely in the capacity of a security holder if the resolution is passed, and any associates of those persons.

### **Resolution 5 - Re-Appointment of Auditors**

To consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

*"That, effective at the end of the meeting, the Company's existing auditor, Hall Chadwick, who retires in accordance with Section 327 of the Corporations Act, be re-appointed as auditor of the Company."*

**Short Explanation:** Section 327 of the Corporations Act requires the Company to appoint a person or firm to act as auditors at the first Annual General Meeting. The Company seeks shareholder approval for Hall Chadwick to act as auditors of the Company.

**DATED THIS 28<sup>th</sup> DAY OF OCTOBER 2004  
BY ORDER OF THE BOARD**

**Brian Roberts CA FTIA  
COMPANY SECRETARY**

**NOTES:**

A Shareholder of the Company entitled to attend and vote is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the Shareholder's voting rights. If the Shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes. A proxy need not be a Shareholder of the Company.

Where a voting exclusion applies, the Company need not disregard a vote if it is cast by a person as a 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.

In accordance with Regulation 7.11.37 of the Corporations Act, the Directors have set a date to determine the identity of those entitled to attend and vote at the Meeting. This date is 1.00pm (WST) on 28 November 2004.

## EXPLANATORY STATEMENT

This Explanatory Statement is an important document. It should be read carefully.

If you have any questions regarding the matters set out in this Explanatory Statement or the preceding Notice, please contact the Company, your stockbroker or other professional adviser.

### 1. GENERAL INFORMATION

This Explanatory Statement has been prepared for Shareholders in connection with the 2004 Annual General Meeting of the Company to be held on 30 November 2004.

### 2. BUSINESS OF THE MEETING

#### 2.1 Resolutions 1, 2 and 3 – Re-election of Directors

Clause 13.2 of the Company's Constitution provides that at the first annual general meeting of the Company all of the Directors, other than the Managing Director, must retire from office. A retiring Director is eligible for re-election.

Each of Mr Ian Sandover, Mr Robert Gould and Mr Kim Gardner retire in accordance with clause 13.2 of the Company's Constitution and offer themselves for re-election.

Background details of each of the Directors is set out in the 2004 Annual Report of the Company which is available on the ASX announcements platform.

#### 2.2 Resolution 4 – Approval for the Allotment and Issue of Shares

##### *Background*

The Company proposes making an offer of up to 4,500,000 Shares by way of a prospectus or excluded offer placement (**Capital Raising**).

##### *ASX Listing Rules*

ASX Listing Rule 7.1 requires that a company obtain shareholder approval prior to the issue of securities representing more than 15% of the issued capital of the Company. To provide the Company with the flexibility to make future issues of securities, Resolution 4 seeks to authorise the Company to issue up to 4,500,000 Shares.

ASX Listing Rule 7.3 requires that the following information be provided to shareholders when seeking an approval for the purposes of ASX Listing Rule 7.1:

- (a) the Shares will be issued at an issue price of not less than 80% of the daily weighted average sales price of the Shares on ASX over the 5 consecutive business days prior to the issue of the prospectus or the making of a placement for the Capital Raising;
- (b) the maximum number of Shares to be issued is 4,500,000;

- (c) the Shares will be issued no later than 3 months after the date of this Meeting (or such later date to the extent permitted by any ASX waiver or modification of the Listing Rules);
- (d) the Shares issued will rank equally with the existing Shares on issue;
- (e) it is intended that the allotment of the Shares will occur on one date;
- (f) the offer of the Shares will be made by a prospectus or excluded offer placement (or both). The identity of the allottees of the Shares is not yet known. None of the allottees will be related parties or associates of the Company; and
- (g) the Company intends to use the funds raised from the issue of the Shares for the following purposes:
  - (i) due diligence enquiries and feasibility studies in respect of potential future acquisitions;
  - (ii) replenish working capital; and
  - (iii) costs associated with the Capital Raising.

### **2.3 Resolution 5 - Re-Appointment of Auditors**

Section 327(2) of the Corporations Act states that an Auditor appointed at the time of the Company's incorporation will hold office until the first Annual General Meeting, at which time the Company must appoint a person or firm to act as auditors of the Company.

Resolution 5 seeks your approval to re-appoint Hall Chadwick as the auditor of the Company. A shareholder of the Company has nominated Hall Chadwick as auditor of the Company. A copy of this nomination is annexed to this Notice. Hall Chadwick has consented to act as the Company's auditor.

### **3. ENQUIRIES**

Shareholders are invited to contact the Company Secretary, Mr Brian Roberts on (08) 9356 1333 if they have any queries in respect of the matters set out in this Notice.

## GLOSSARY

**ASX** means Australian Stock Exchange Limited.

**Company** and **TransServ** means TransServ Australia Limited (ABN 68 079 432 796).

**Constitution** or **Company's Constitution** means the constitution of the Company as at the date of the Meeting.

**Corporations Act** means the Corporations Act 2001 (Cth).

**Directors** means the current directors of the Company.

**Explanatory Statement** means the explanatory statement to the Notice.

**Meeting** means the meeting convened by the Notice.

**Notice** means the notice of meeting.

**Resolutions** means the resolutions set out in the Notice, or any one of them, as the context requires.

**Share** means a fully paid ordinary share in the capital of the Company.

**WST** means Western Standard Time.

PO Box 264  
HILLARYS WA 6923  
PH: (08) 9402 1294  
FAX: (08) 9409 5944  
ACN: 009 436 355  
ABN: 20 009 436 355

# Striker Holdings Pty Ltd

26 October 2004

The Company Secretary  
TranServ Australia Limited  
Suite 8, 56 Creaney Drive  
KINGSLEY WA 6026

## **NOMINATION OF AUDITOR**

Striker Holdings Pty Ltd, a shareholder of TranServ Australia Limited, hereby nominates pursuant to section 328(1) of the Corporations Act (Cmth) 2001, Hall Chadwick of Level 41, 108 St George's Terrace, Perth, Western Australia for appointment as auditor of the Company at the next Annual General Meeting of the Company or any adjournment thereof.

Yours faithfully,

**Kim Gardner,**

**for and on behalf of**

**Striker Holdings Pty Ltd**

*Registered Office: c/o Brian Godfrey,  
Unit 8, 56 Creaney Drive  
KINGSLEY WA 6026*

PROXY FORM

APPOINTMENT OF PROXY  
TRANSERV AUSTRALIA LIMITED  
ABN 68 079 432 796

ANNUAL GENERAL MEETING

I/We

being a Member of TranServ Australia Limited entitled to attend and vote at the Meeting, hereby

Appoint

Name of proxy

or failing the person so named or, if no person is named, the Chairman of the Meeting or the Chairman's nominee, 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 to be held The Grove Restaurant, Wattle Grove Motel, 610 Welshpoll Road East, Wattle Grove, Western Australia at 9:00am (WST) on 30 November 2004 and at any adjournment thereof.

Voting on Business of the General Meeting

		FOR	AGAINST	ABSTAIN
Resolution 1	Re-election of Mr Ian Sandover	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Re-election of Mr Robert Gould	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Re-election of Mr Kim Gardner	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval for the Allotment and Issue of Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Re-appointment of Auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

OR

If you do **not** wish to direct your proxy how to vote, please place a mark in this box

By marking this box, you acknowledge that the Chairman may exercise your proxy even if he has an interest in the outcome of the resolution and votes cast by him other than as proxy holder will be disregarded because of the interest. The Chairman intends to vote in favour of all of the resolutions.

**YOU MUST EITHER MARK THE BOXES DIRECTING YOUR PROXY HOW TO VOTE OR MARK THE BOX INDICATING THAT YOU DO NOT WISH TO DIRECT YOUR PROXY HOW TO VOTE, OTHERWISE THIS APPOINTMENT OF PROXY FORM WILL BE DISREGARDED.**

If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item on a show of hands or on a poll and that your shares are not to be counted in computing the required majority on a poll.

If two proxies are being appointed, the proportion of voting rights this proxy represents is \_\_\_\_\_%

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2004

Individuals and joint holders

Signature

Signature

Signature

Companies (affix common seal if appropriate)

Director

Director/Company Secretary

Sole Director and Sole Company Secretary

**TRANSERV AUSTRALIA LIMITED**  
**ABN 68 079 432 796**

**Instructions for Completing 'Appointment of Proxy' Form**

1. A member entitled to attend and vote at a Meeting is entitled to appoint not more than two proxies to attend and vote on their behalf. Where more than one proxy is appointed, such proxy must be allocated a proportion of the member's voting rights. If the shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes.
2. A duly appointed proxy need not be a member of the Company. In the case of joint holders, all must sign.
3. Corporate shareholders should comply with the execution requirements set out on the Proxy Form or otherwise with the provisions of Section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:
  - 2 directors of the company;
  - a director and a company secretary of the company; or
  - for a proprietary company that has a sole director who is also the sole company secretary – that director.

For the Company to rely on the assumptions set out in Section 129(5) and (6) of the Corporations Act, a document must appear to have been executed in accordance with Section 127(1) or (2). This effectively means that the status of the persons signing the document or witnessing the affixing of the seal must be set out and conform to the requirements of Section 127(1) or (2) as applicable. In particular, a person who witnesses the affixing of a common seal and who is the sole director and sole company secretary of the company must state that next to his or her signature.

4. Completion of a Proxy Form will not prevent individual shareholders from attending the meeting in person if they wish. Where a shareholder completes and lodges a valid proxy form and attends the meeting in person, then the proxy's authority to speak and vote for that shareholder is suspended while the shareholder is present at the meeting.
5. Where a Proxy Form or form of appointment of corporate representative is lodged and is executed under power of attorney, the power of attorney must be lodged in like manner as this proxy.