

10 October 2007

The Manager

Company Announcements Office
Australian Stock Exchange

Hansen Technologies Limited
ABN 90 090 996 455

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re : Hansen Technologies Limited (ASX CODE : HSN)

Please find attached a copy of the Notice of Meeting, Explanatory Notes and Proxy Form in relation to the Hansen Technologies Limited AGM to be held on Wednesday 14 November 2007 at 11am at 2 Frederick Street, Doncaster, Victoria.

Yours faithfully

Hansen Technologies Limited



Grant Lister
Company Secretary

Dear Shareholder,

On behalf of the Board of Hansen Technologies Limited, I have pleasure in inviting you to our Annual General Meeting to be held at 2 Frederick Street, Doncaster, Victoria on Wednesday 14 November 2007 at 11am.

The Notice of Meeting, Explanatory Notes and Proxy Form are all enclosed.

Registration will commence at 10.30am and is essential for admittance to the meeting. If you are attending the meeting, please bring this letter with you to assist in registering.

If you are unable to attend the meeting and would like to vote, you are entitled to appoint a proxy. This is not compulsory; however, I encourage you to do so by completing the attached Proxy Form and returning it to Link Market Services in the enclosed return addressed envelope or by facsimile. Link Market Services must receive the completed Proxy Form by 7pm on Monday 12 November 2007, or the proxy will be deemed invalid.

I look forward to seeing you at the meeting.

Yours sincerely



Kenneth Hansen

Chairman

Hansen Technologies Limited

10 October 2007

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Hansen Technologies Limited will be held at 2 Frederick St, Doncaster, Victoria 3108 on Wednesday 14 November 2007 at 11 am.

BUSINESS

A. Accounts and reports:

To table the financial report of the Company and its controlled entities and the related reports of the Directors and Auditors for the year ended 30 June 2007 and to provide members with the opportunity to raise any issues or ask any questions generally of the Directors.

B. Resolutions:

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

1. Adoption of Directors' Remuneration Report:

'In accordance with the requirements of the Corporations Act, adopt the Remuneration Report for the year ended 30 June 2007 as it appears in the Directors' Report within the Annual Report 2007.'

2. Capital Return to Shareholders:

'That subject to the Company receiving confirmation from the Australian Taxation Office that the payment proposed by this resolution will be treated as a return of capital for Australian taxation purposes, the capital of the Company will be reduced by paying the sum of \$0.03 per fully paid ordinary share to each holder of ordinary shares of the Company on the Record Date and otherwise on the terms and conditions set out in the explanatory notes attached to this Notice of Annual General Meeting.'

3. Re-election of Mr Kenneth Hansen:

'That Mr Kenneth Hansen, a Director retiring by rotation in accordance with the Company's Constitution and being eligible and having signified his candidature for Office, be and is hereby re-elected a Director of the Company.'

By Order of the Board



Grant Lister

Company Secretary

10 October 2007

EXPLANATORY NOTES

RESOLUTION 1 - ADOPTION OF DIRECTOR'S REMUNERATION REPORT:

The Annual Report for the year ended 30 June 2007 contains a Remuneration Report (refer pages 10-12) which sets out the remuneration policy for the Company and reports remuneration arrangements in place for Directors and the five key management personnel.

The Corporations Act requires the agenda of an Annual General Meeting (AGM) to include a resolution for the adoption of the Remuneration Report. The vote on the resolution is advisory only and is not binding on the Directors or the Company.

A reasonable opportunity will be allowed to the shareholders as a whole for questions and comments on the Remuneration Report.

RESOLUTION 2 - CAPITAL RETURN TO SHAREHOLDERS:

2.1 Terms of the Proposal

The Company proposes a return of capital of \$0.03 per fully paid ordinary share in the Company representing a return to shareholders of a total of approximately \$4,523,695 (the Capital Return). The Capital Return is to be effected by way of an equal reduction of capital per share and requires shareholder approval by ordinary resolution.

However the Capital Return is conditional upon the Company receiving confirmation from the Australian Taxation Office (ATO) that any such payment will be treated as a return of capital for Australian taxation purposes.

The date for determining the persons entitled to participate in the Capital Return (the Record Date), will depend on when confirmation is received from the ATO that the Capital Return will be treated as a return of capital for Australian taxation purposes. If this confirmation is received:

- (a) prior to the date of the AGM being held, the Record Date will be 26 November 2007; or
- (b) after the date of the AGM being held, the Record Date will be 7 days after the Company has informed the ASX that it has received the confirmation from the ATO.

The Directors will not proceed with the payment contemplated by this Resolution 2 if the ATO does not provide confirmation that the Capital Return will be treated as a return of capital for Australian taxation purposes.

2.2 Timing of the Capital Return

A summary timetable for the Capital Return is set out below. The timetable is subject to shareholders approving the Capital Return at the AGM and notification from the ATO that the Capital Return will be treated as a return of capital being available in time for the AGM.

Event	Date
Record Date for determining entitlements to participate in the Capital Return	26 November 2007
Proposed date of payment of Capital Return	10 December 2007

If the ATO's confirmation is not received prior to the date of the AGM contemplated by this notice, then a subsequent announcement will be made to the ASX once the confirmation has been received and the new timetable for making of the payment will be detailed at that time.

2.3 Reasons for the Proposal

Following a review of the Group's cash requirements for potential acquisitions and the funding of organic growth, the Directors have formed the opinion that approximately \$4.5 million of the funds held in cash are surplus to the medium term requirements of the Company. In addition, the Directors believe that the value of the cash holdings of the Group is not being reflected in the Company's share price.

In considering the options available for utilisation of this cash the Directors acknowledge that the Company undertook a rights issue in September 2005 resulting in the raising of \$6,439,694 of additional Capital to finance the needs of the Group at that time.

The Directors have determined that a return of capital representing approximately 70% of the equity raised in 2005 is the most appropriate use for the surplus cash currently held by the Company. A proportionate Capital Return to all shareholders of \$0.03 per share was judged to be a simpler, more equitable, treatment for all shareholders than the alternative of a partial share buy back. The Directors believe that the Capital Return will not prejudice the Company's ability to meet its obligations or implement its short and medium term business plans.

2.4 Who will Participate?

Subject to shareholder approval being obtained, the distribution will be made to the holders of fully paid ordinary shares in the Company, proportionate to the

number of ordinary shares held by each shareholder as at the Record Date.

2.5 Impact on Capital Structure

The Company has 150,789,826 fully paid ordinary shares on issue at 10 October 2007.

After the Capital Return, all shareholders will hold the same number of shares in the Company as they held immediately before the Capital Return. However, the value of each share in the capital of the Company will be reduced by \$0.03. The Capital Return will not result in the cancellation of any shares or the dilution of any shareholder's shareholding in the Company.

2.6 Tax Implications for Shareholders

The tax implications of the Capital Return may vary depending upon the particular circumstances applicable to each shareholder. The information set out below should not be viewed as tax advice in relation to the specific circumstances of any individual shareholders or of the Company's shareholders as a whole. The information is intended as a general guide only as to the ATO's tax treatment of returns of capital. Accordingly, shareholders are urged to seek their own tax advice based on their own particular circumstances in relation to the tax consequences of the Capital Return.

The ATO generally treats returns of capital as follows:

- (a) a return of capital on shares acquired after 19 September 1985 will generally reduce the capital gains tax cost base of the shares;
- (b) a return of capital, resulting in a reduced cost base, may result in an increased capital gain, or reduced capital loss, upon eventual disposal of the shares; and
- (c) a return of capital generally only creates a capital gain at the time of the return of capital if the return of capital is in excess of the cost base of the relevant share.

2.7 Tax Implications for the Company

No adverse income tax consequences should arise for the Company from the Capital Return.

2.8 Impact on the Company's Employee Share Plan

Any shares held under the Hansen Employee Share Plan will participate in the Capital Return.

2.9 Options

In accordance with the ASX Listing Rules, options over shares in the Company will have their exercise price reduced by the amount of the \$0.03 per share. Option holders will not be entitled to receive any return of capital.

2.10 Directors' Interest

The Directors have interests in ordinary shares of the Company. No Director of the Company will receive any payment or benefit of any kind as a consequence of the Capital Return other than as a shareholder of the Company.

2.11 Payment Methods

If the Capital Return is approved by shareholders, payment will be made to holders of ordinary shares as follows:

- (a) shareholders who have provided the Company or the Company's share registry an instruction for direct crediting of payments – Payment will be credited to the account credited in that instruction; or

- (b) shareholders who have not provided the Company or the Company's share registry an instruction for direct crediting of payments – Payment will be made by cheque.

2.12 Financial Implications

The abridged pro-forma financial statements are provided as a guide to assist shareholders to assess the effect of the Capital Return on the capital position of the Company. The abridged pro-forma financial statements do not constitute a representation of the future financial position of the Company. Further information about the Company, its business and factors affecting its operations is contained in the 2007 Annual Report and other ASX announcements.

As at 30 June 2007 (A\$000's)		
	As per Annual Report	Adjusted for capital distribution (and inclusive of a dividend of 1 cent per share)
Current assets		
Cash and cash equivalents	11,958	5,935
Receivables	8,422	8,422
Other current assets	1,441	1,441
Total Current Assets	21,821	15,798
Non-current assets	27,156	27,156
Total Assets	48,977	42,954
Current Liabilities	(12,186)	(12,186)
Non-current liabilities	(565)	(565)
Net assets	36,226	30,203
Equity		
Contributed equity	50,048	45,525
Reserves	(331)	(331)
Retained Losses	(13,491)	(14,991)
Total equity	36,226	30,203

2.13 Other Material Information

There is no other material information to the making of a decision by shareholders whether or not to vote in favour of the proposal (being information that is known to the Directors which has not previously been disclosed to holders of shares in the Company) other than as set out or referred to in these Explanatory Notes.

2.14 Board Recommendation

The Directors are of the opinion that the Capital Return is fair and reasonable to all shareholders and unanimously recommend that shareholders vote in favour of the resolution.

RESOLUTION 3 - ELECTION OF MR KENNETH HANSEN

Rule 16 of the Constitution requires one third of directors (except for the Managing Director) to retire each year (by rotation). Mr Kenneth Hansen retires this year in accordance with this Rule and is permitted to seek re-election. Personal particulars for Mr Hansen are set out in the Board of Directors information included in the Annual Report.

GENERAL NOTES

Entitlement to Vote

The Company has determined in accordance with Part 7.11 of the Corporations Regulations that for the purpose of voting at the meeting, shares will be taken to be held by those persons recorded in the Company's register as at 7pm AEST, Monday 12 November 2007.

Corporate Representatives

For a corporate representative to vote, they will require a Certificate of Appointment of Corporate Representative executed in accordance with the Corporations Act.

Voting

On a show of hands, every member present in person or by Proxy or by attorney or, in the case of a corporation, by a duly appointed representative, shall have one vote and on a poll one vote for every share held provided that if a member appoints two proxies or two attorneys, neither proxy or attorney shall be entitled to vote on a show of hands.

Proxies

A member entitled to attend and vote at the Annual General Meeting may appoint one or two persons to attend and vote at the meeting as the member's proxy. If you wish to appoint a second proxy you will need to complete a second form. Link Market Services will provide additional proxy forms upon request.

A Proxy need not be a member. If two proxies are appointed, each proxy must be appointed to represent a specified proportion of the member's voting rights. If the vote split is not specified, it is deemed to be equally divided between the two proxies.

The Proxy Form must be deposited at the Share Registry of the Company, Link Market Services, located at Level 9, 333 Collins Street, Melbourne, or by facsimile to Link Market Services on (02) 9287 0309, by no later than 11 am AEST, Monday 12 November 2007. The Proxy Form must be signed by the member or an attorney duly authorised in writing. If the member is a company, the form must be executed under seal of the company or by its duly authorised officer or attorney. Where two or more persons are registered as members, each person must sign the Proxy Form.

APPOINTMENT OF PROXY

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.

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: 1300 554 474
From outside Australia: +61 2 8280 7761
Facsimile: (02) 9287 0309
ASX Code: HSN
Website: www.linkmarketservices.com.au



X999999999999

I/We being a member(s) of Hansen Technologies 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 11:00am on Wednesday, 14 November 2007, at 2 Frederick Street, Doncaster Victoria 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. 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 **X** in the appropriate box below.

Resolution 1

Adoption of Director's Remuneration Report (non-binding advisory vote only)

For	Against	Abstain*
☐	☐	☐

Resolution 3

Re-election of Mr Kenneth Hansen

For	Against	Abstain*
☐	☐	☐

Resolution 2

Capital Return to Shareholders

For	Against	Abstain*
☐	☐	☐

* 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).

HSN PRX741



How to complete this Proxy Form

1 Your Name and Address

This is your name and address as it appears on the company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

2 Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in section A. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person in section A. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a shareholder of the company. A proxy may be an individual or a body corporate.

3 Votes on Items of Business

You should direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

4 Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the company's share registry or you may copy this form.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together.

5 Signing Instructions

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either securityholder may sign.

Power of Attorney: to sign under Power of Attorney, you must have already lodged the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the company's share registry.

Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by 11:00am on Monday, 12 November 2007, being not later than 48 hours before the commencement of the meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the reply paid envelope or:

- by posting, delivery or facsimile to Hansen Technologies Limited's share registry as follows:
Hansen Technologies Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Facsimile: (02) 9287 0309
- delivering it to Level 12, 680 George Street, Sydney NSW 2000.