Total Communications Infrastructure Limited
NOTICE OF ANNUAL GENERAL MEETING

to be held at 11.00am on
Wednesday 9 November 2005 at
The Grace Hotel
77 York Street
Sydney NSW 2000

Registered Office:
C/- Australian Company Secretaries Pty Ltd
GPO Box 4231
Level 5
255 George Street
SYDNEY NSW 2001

Telephone (02) 9252 1933
Facsimile (02) 9252 2487

Total Communications Infrastructure Limited

ACN 072 369 870

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting ("the Meeting") of Total Communications Infrastructure Limited ("the Company") will be held at The Grace Hotel, 77 York Street, Sydney, NSW, 2000 on Wednesday 9 November 2005 at 11.00am.

ORDINARY BUSINESS

Consideration of Financial Report

To consider the Financial Report and the reports of the Directors and Auditors for the year ended 30 June 2005.

Election of Directors

Resolution 1 To consider and, if thought fit, pass the following ordinary resolution:

"That Mr Jim Cooney, who was appointed a Director in 2004, retires in accordance with Clause 7.1(d) of the Company's Constitution and being eligible, offers himself for re-election".

Resolution 2 To consider and, if thought fit, pass the following ordinary resolution:

"That Mr Trevor Duff, who was appointed a Director in 2004, retires in accordance with Clause 7.1(d) of the Company's Constitution and being eligible, offers himself for re-election".

Resolution 3 To consider and, if thought fit, pass the following ordinary resolution:

"That Mr Mark Stackpool, who was appointed a Director in 2001, retires in accordance with Clause 7.1(d) of the Company's Constitution and being eligible, offers himself for re-election".

Resolution 4 To consider and, if thought fit, pass the following ordinary resolution:

"That Mr Rod Stanton, who was appointed a Director in 2001, retires in accordance with Clause 7.1(d) of the Company's Constitution and being eligible, offers himself for re-election".

Resolution 5 To consider and, if thought fit, pass the following ordinary resolution:

"That Mr Ian Thorley, who was appointed a Director in 2004, retires in accordance with Clause 7.1(d) of the Company's Constitution and being eligible, offers himself for re-election".

Resolution 6 To consider and, if thought fit, pass the following ordinary resolution:

"That Mr Stephe Wilks, who was appointed a Director during the year, retires in accordance with Clause 7.1(d) of the Company's Constitution and being eligible, offers himself for re-election".

Adoption of the Remuneration Report for the year ended 30 June 2005

Resolution 7 To consider and put to a non-binding vote the following resolution:

"That the Remuneration Report required by section 300A of the Corporations Act, as contained in the Director's Report of the Company, for the year ended 30 June 2005 be adopted."

Dated 29th September 2005

BY ORDER OF THE BOARD

N J V Geddes
Company Secretary

Total Communications Infrastructure Limited

ACN 072 369 870

EXPLANATORY NOTES:

Resolution 7 Adoption of the Remuneration Report

Consistent with section 250R of the Corporations Act, the Company submits to shareholders for consideration and adoption by way of a non-binding resolution its Remuneration Report for the year ended 30 June 2005. At the meeting there will be a reasonable opportunity for discussion of the report.

The Remuneration Report is a distinct section of the annual Directors' Report which deals with the remuneration of Directors and executives (which include senior managers) of the Company. The Remuneration Report can be located in the Company's Annual Report on pages 20 to 21.

NOTES:

1. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote on the member's behalf. If the member is entitled to cast two or more votes at the meeting, the member may appoint not more than two proxies to attend and vote on the member's behalf.

2. If a member appoints two proxies, each proxy should be appointed to represent a specified proportion or number of the member's votes. In the absence of such a specification, each proxy will be entitled to exercise half the votes.

3. A proxy need not be a member of the Company.

4. To appoint a proxy (or two proxies), a proxy form must be signed by the member or the member's attorney duly authorised in writing. If the member is a corporation, the proxy form must be signed either under the corporation's common seal (if any) or under the hand of its attorney or officer duly authorised.

5. To be effective, a proxy form (and, if it is signed by an attorney, the authority under which it is signed or a certified copy of the authority) must be received by the Company not later than 48 hours prior to the Meeting. Proxy forms and authorities may be sent to the Company by post, personal delivery or fax:

   Total Communications Infrastructure Limited
   C/- Australian Company Secretaries Pty Ltd
   Street address: Level 5, 255 George Street
   Sydney NSW 2000
   Mailing address: GPO Box 4231
   Sydney NSW 2001

   Fax: (02) 9252 2487

   provided that members who forward their proxy forms by fax are required to make available the original executed form of the proxy for production, if called upon at the meeting to do so.

6. For the purposes of the Annual General Meeting, persons on the register of members as at 11.00am on Monday 7 November 2005 will be treated as members. This means that if you are not the registered holder of a relevant share at that time you will not be entitled to vote in respect of that share.

PROXY FORM

Total Communications Infrastructure Limited

ACN 072 369 870

I/We...
(PLEASE PRINT NAME)

Of..
(ADDRESS)

being a member/members of Total Communications Infrastructure Limited

A Appoint ....
(PLEASE PRINT NAME)

or failing the person so named (or if no person is named) the **Chairman of the Meeting** ***[if appointing the Chairman see B below]*** as proxy to vote in accordance with the following directions (or if no directions have been given as the proxy or the Chairman sees fit) at the Annual General Meeting of members of Total Communications Infrastructure Limited to be held on Wednesday 9 November 2005 commencing at 11.00am and at any adjournment.

B Exercise of Proxy by Chairman

For undirected proxies, the Chairman intends to vote in favour of each resolution. If you do not wish to direct your proxy how to vote, please place a mark in the 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 that interest. ☐

C Business

	For	Against	Abstain
Resolution 1 – Re-election of Mr Jim Cooney			
Resolution 2 – Re-election of Mr Trevor Duff			
Resolution 3 – Re-election of Mr Mark Stackpool			
Resolution 4 – Re-election of Mr Rod Stanton			
Resolution 5 – Re-election of Mr Ian Thorley			
Resolution 6 – Re-election of Mr Stephe Wilks			
Resolution 7 – Adoption of the Remuneration Report			

D If Appointing a Second Proxy

State here the percentage of your voting rights	%
Or	Or
the number of shares applicable to this Form	**Number**

E Insert your daytime telephone number

(S T D)

F Signature(s)

Signatures if Corporate Shareholder (See Note F)

Executed in accordance with section 127 of the Corporations Act

Director/Sole Director sign and print name

Director/Secretary sign and print name

Note: For your proxy to be entitled to vote your shares at the Meeting, the completed Proxy Form must be received by the Company not later than 48 hours prior to the Meeting.

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INSTRUCTION FOR COMPLETION OF PROXY FORM

Your vote is important. Please direct your proxy how to vote. For your proxy to be entitled to vote your shares at the Meeting, the completed Proxy Form must be received by the Company not later than 48 hours prior to the Meeting. Any proxy received after this deadline will be treated as invalid.

A. Appoint

Insert here the name of the person you wish to appoint as proxy. Members cannot appoint themselves. If you submit a Proxy Form, which does not name a person to act as your proxy, the Chairman of the Meeting will act as your proxy. You can vote your shares by proxy even if you plan to attend the Meeting.

B. Exercise of Proxy by Chairman

For undirected proxies, Chairman intends to vote in favour of each resolution. If you do not wish to direct your proxy how to vote, please place a mark in the box. By marking the 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 that interest.

C. Business

If you wish to direct your proxy how to vote on any item, place a mark in the appropriate box. If a mark is placed in a box, your total shareholding will be voted in that manner. You may, if you wish, split your voting direction by inserting the number of shares you wish to vote in the appropriate box. The vote will be invalid if a mark is made against more than one box for a particular item or if the total shareholding shown in "For", "Against" and "Abstain" boxes is more than your total shareholding on the share register.

D. If Appointing a Second Proxy

A member is entitled to appoint up to two persons (whether members or not) to attend the Meeting as proxies and vote. If you wish to appoint two proxies please photocopy your proxy form or obtain another proxy form by calling the Company Secretary on (02) 9252 1933. Both Forms should be completed with the nominated percentage of your voting rights or number of shares on each Form. If you do not specify the nominated percentage of your voting rights or number of shares, each of the proxies may exercise half of the votes. Please return these Proxy Forms together.

E. Insert your daytime telephone number

This is required in case we need to contact you.

F. Signature(s)

This Form must be signed by the member. If the member is an Australian corporation, the Form must be executed in accordance with section 127 of the Corporations Act or by an attorney. If this Form is signed by a person who is not the registered shareholder then the relevant authority must either have been exhibited previously to the Company or be enclosed with this Form.

Further Important Information

Please return your completed Proxy Form to the Company Secretary c/- Australian Company Secretaries Pty Ltd, at Level 5, 255 George Street, Sydney, NSW, 2000 (GPO Box 4231, Sydney, NSW, 2001). Alternatively, your Form can be faxed to the Company on (02) 9252 2487. To be effective, the Form must be received by the Company at the above address not later than 48 hours prior to the Meeting. **If you require further information on how to complete the Proxy Form, telephone the Company Secretary on (02) 9252 1933.**