ZICOM AUSTRALIA LIMITED

ACN 009 816 871

(Company)

Notice of Annual General Meeting

NOTICE is given that the annual general meeting of Zicom Australia Limited ACN 009 816 871 (**Company**) will be held at **The Point Brisbane, 21 Lambert Street, Kangaroo Point, Brisbane** on **Monday, 21 November 2005 at 10.30am**.

Ordinary business

Item 1: Financial statements and reports

To receive and consider the Company's Financial Statements, Report of the Directors and the Independent Audit Report for the financial year ended 30 June 2005.

Item 2: Election of directors

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

Resolution 1 – Election of Mr R E Keevers

1 'That Mr R E Keevers, having been appointed to the Board since the last annual general meeting who ceases to hold office in accordance with clause 12.12 of the company's constitution, being eligible, is elected as a director of the Company.'

Resolution 2 – Re-election of Mr B H Cheak

2 'That Mr B H Cheak who retires by rotation in accordance with clause 12.3 of the Company's constitution, being eligible, is re-elected as a director of the Company.'

Item 3: Remuneration report

Resolution 3 - Adoption of remuneration report

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

3 'That the remuneration report included in the directors' report for the financial year ended 30 June 2005 be adopted.'

Please note that the vote on this resolution is advisory only and does not bind the directors or the Company.

Special business

Item 4: Constitution

Resolution 4 - Repeal and adoption of replacement constitution

To consider and, if thought fit, pass the following as a **special resolution**:

4 'That the Company's constitution be repealed and replaced by a new constitution in the form of constitution initialled by the Chairman, with the repeal and replacement having contemporaneous effect from the end of this meeting.'

By order of the Board

Ian Millard
Company Secretary

Date: 18 October 2005

Voting exclusion statement in relation to resolutions 1 and 2.

The Company will disregard any votes cast by:

- Mr Keevers or Mr Cheak in respect of resolutions 1 and 2 respectively; and
- any associate of those persons in relation to the relevant resolution.

However, the Company need not disregard a vote if either of the following apply:

- it is cast by a person as 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.

Resolution 3

While there is no legal requirement to abstain from voting, the Company believes it is appropriate that none of the directors, the executive's named in the remuneration report or their respective associates vote on the advisory remuneration resolution, except as directed by any proxy.

Appointment of proxy

A proxy form is enclosed for your use if required. Please note the following in relation to the appointment of a proxy:

- A member who is entitled to attend and vote at this meeting may appoint any person as his or her proxy to attend and vote for the member at the meeting.
- A proxy need not be a member of the Company.
- If a member is entitled to cast two or more votes at the meeting, the member may appoint two proxies to attend the same meeting. If two proxies are appointed and

the appointment does not specify the proportion or number of the member's votes, each proxy may exercise half of the member's votes.

- The appointment of the proxy may specify the proportion or number of votes that the proxy may exercise.
- If a proxy is given by a corporation, a form of proxy must be executed in writing under the common seal of the corporation or otherwise in accordance with section 127 of the Corporations Act 2001 or signed by an attorney.
- If a proxy is given by a natural person, a form of proxy must be executed under the hand of that person or that person's attorney.
- For a proxy appointment to be effective, the Company must receive the following documents (in the manner below) no later than 48 hours before the meeting, that is by 10.30am (Brisbane time) on 19 November 2005:
    - the proxy's appointment;
    - if the appointment is signed by the appointor's attorney – the authority under which the appointment was signed or a certified copy of the authority.

By posting, delivery or facsimile to:

The share registry at:
Locked Bag A14, Sydney South, NSW, 1235
or
Level 8, 580 George Street, Sydney, NSW, 2000
or
Facsimile + 61 2 9287 0309

The Company's registered office at:
39 Aquarium Avenue, Hemmant, QLD, 4174
or
PO Box 7138, Hemmant, QLD, 4174
or
Facsimile +61 7 3390 6898

Persons entitled to vote

Under regulation 7.11.37 of the Corporations Regulations 2001, the directors have determined that the shareholding of each member for the purposes of ascertaining their voting entitlements at the Annual General Meeting will be as it appears in the Company's register of members at 10.30am (Brisbane time) on 19 November 2005.

Corporate representatives

A member, that is a body corporate, may appoint an individual as its representative to exercise all or any of the powers the body corporate may exercise at the meeting. The appointment may be a standing one.

Necessary information

Information relevant to each resolution is set out in the attached explanatory notes which form part of this notice to members.

Zicom Australia Limited

ACN 009 816 871

(Company)

Explanatory notes to notice of annual general meeting

The resolutions proposed in this notice of meeting are required for the purposes of the ASX Listing Rules (**Listing Rules**) and the Corporations Act 2001 (**Corporations Act**). The following information has been provided to enable you to make an informed decision in relation to the business to be conducted at this annual general meeting.

Ordinary business

Item 2: Election of directors

Mr Keevers

Since the last annual general meeting, the Board appointed Mr Richard Keevers as a director of the Company and as its chairman. In accordance with clause 12.12 of the Company's constitution, Mr Keevers holds office until the annual general meeting following his appointment and is eligible for election. Mr Keevers seeks election as a director of the Company.

Mr Cheak

Clause 12.3 of the Company's constitution requires one third of the directors (excluding any director appointed to fill a casual vacancy) must retire at each annual general meeting and is eligible for re-election. Accordingly, Mr Cheak retires by rotation and seeks re-election as a director of the Company.

Item 3: Remuneration report

A remuneration report is included as part of the annual report provided to shareholders. That report:

- sets out details of remuneration received by the directors, the five highest paid Company executives and the five highest paid executives in the consolidated group; and
- describes the Company's remuneration policy and performance conditions.

The Company is seeking shareholder approval of the adoption of the remuneration report by the Board. However, please note that this resolution is advisory only and not binding on the Company or the Board.

Special business

Item 4: Repeal and adoption of replacement constitution

Since the Company adopted its current constitution on 15 October 1997 there have been a number of changes to company law. So that the Company's constitution is consistent with the Corporations Act, the directors have determined to recommend that shareholders repeal the current constitution and adopt a replacement constitution.

The following is a summary of the material provisions of the replacement constitution. The summary is not exhaustive and is not a definitive statement of the rights and liabilities of shareholders of the Company. A full copy of the proposed replacement constitution is available for no charge on request from the Company.

General

The rights and liabilities attaching to fully paid ordinary shares in the Company (**Shares**) are set out in the replacement constitution, and are regulated by the Corporations Act, the Listing Rules, the ASX Settlement and Transfer Corporation (**ASTC**) Settlement Rules and general law. Set out below is a summary of the principal rights and liabilities attaching to the Shares.

Voting rights

Subject to any rights or restrictions for the time being attached to any class or classes of Shares, at a general meeting, every shareholder present in person or by proxy, representative or attorney has one vote on a show of hands and on a poll, one vote for each fully paid Share. Where a Share is jointly held, only one of the joint holders may vote.

The holder of partly paid Shares (if the Company issues such Shares) has a vote in respect of the Share on a poll in the same proportion that the amount paid (excluding any amount paid or credited as paid in advance of a call) on the Share bears to the total issue price of the Share. A shareholder is not entitled to vote at a general meeting unless all calls and other sums presently payable by the Shareholder in respect of a Share have been paid.

Forfeiture after failure to pay calls on partly paid Shares

If a shareholder fails to pay a call or another amount that is payable on partly paid Shares on the due date, then after notification, and before payment, the directors may resolve that the shareholder has forfeited those Shares. A forfeited Share shall be deemed to be the property of the Company, and subject to the Listing Rules and the ASTC Settlement Rules, may be sold or otherwise disposed of on such terms and in such manner as the directors think fit.

General meeting and notices

Each Shareholder will be entitled to receive notice of and attend and vote at the Company's general meetings and to receive all notices, accounts and other documents required to be sent to shareholders under the constitution, the Corporations Act or the Listing Rules.

Dividends

Subject to the Corporations Act and the rights of persons (if any) entitled to Shares with special rights to dividends, the Company's profits which the directors determine to distribute by way of dividends are divisible amongst the holders of Shares in proportion to the amounts paid (excluding any amount paid or credited as paid in advance of a call) on the Shares.

Variation of class rights

At present, the Company only has ordinary Shares on issue and has no current plans to create further classes of Shares. The rights and restrictions attaching to a class of the Company's Shares can only be altered with the consent of a special resolution passed at a separate meeting of the holders of that class of shares by 75% of those holders, who being entitled to do so, vote at that meeting or with the written consent of members with at least 75% of votes in the class.

Further issues of Shares and options

The directors may, subject to the Corporations Act, the Listing Rules or any special rights conferred on the holders of any Share or class of Shares, issue or dispose of Shares or grant options over Shares to any person at any time and on any terms and conditions as they think fit.

Pre-emptive rights

Holders of Shares do not have any pre-emptive rights under the constitution. Under the Listing Rules, certain restrictions apply to a listed company offering its Shares otherwise than pro rata among shareholders.

Winding up

Subject to the rights of holders of Shares issued on special terms and conditions, on a winding up of the Company, the liquidator may, with the sanction of a special resolution of the Company, divide among the shareholders in kind the whole or any part of the Company's property.

The liquidator may set such value as it deems fair on any property to be so divided and may determine how the division is to be carried out as between shareholders or different classes of shareholders.

Small holdings

Subject to the Listing Rules and ASTC Settlement Rules, the Company may sell the Shares of a shareholder who holds less than a marketable parcel of shares.

Buy backs

Subject to applicable laws, in particular the Corporations Act and the Listing Rules, the Company may buy back Shares on such terms and conditions as the Board may determine from time to time.

Transfer of Shares

Subject to the Listing Rules and the constitution, the Shares are transferable in accordance with CHESS (for CHESS approved securities), by instrument in writing in any usual or common form or in any other form that the directors approve. The directors may, subject to the requirements of the Listing Rules, request ASTC to apply a holding lock to prevent a transfer of Shares in the Company.

Directors

The minimum number of directors is three and the maximum seven. The Board may appoint new directors subject to the number of directors not being more than the permitted maximum of seven. The directors may not reduce the number below the number of directors in office at the time of the reduction. At each annual general meeting of the Company, one-third of the directors (or if the number of directors is not a multiple of three, then the number nearest one-third) and any other director who has held office for three years or more must retire from office. The Managing Director is exempted from retirement by rotation. A director retiring by rotation is eligible for re-election.

Indemnities and insurance

The Company must, to the extent permitted by law and subject to the Corporations Act, indemnify current and past directors, secretaries and executive officers of the Company and of any subsidiary of the Company against any liability incurred by the person acting in that capacity and against all legal costs incurred in connection with proceedings in which the person becomes involved because of that capacity. The Company may pay the premium on a policy of insurance in respect of a person who is or has been an officer of the Company to the full extent permitted by the Corporations Act.

Amendment of the constitution

The Corporations Act provides that the constitution of a company may be modified or repealed by a special resolution passed by the members of the Company.

The replacement constitution does not impose any further requirements to be complied with to effect a modification of the constitution, or to repeal it.

Proportional takeover provisions

The Company is prohibited from registering a transfer giving effect to a contract resulting from the acceptance of an offer made under a proportional takeover bid (being an off-market bid for a specific proportion of a class of Shares) unless and until an ordinary resolution approving the proportional takeover bid is passed by the holders of the bid class Shares. In accordance with the Corporations Act, the proportional takeover provisions will automatically cease to have effect on the third anniversary of the date of the adoption of the replacement constitution or as of the most recent renewal term, but can be renewed by the Company in general meeting.

Reasons for proportional takeover provisions

A proportional takeover bid is a bid to buy a specified portion of each shareholder's shares. Without the proposed provision, a proportional takeover bid for the Company might enable a bidder to obtain control of the Company without shareholders having an opportunity to sell all their Shares.

The provision gives shareholders the opportunity to decide whether a proportional takeover bid should proceed. If a meeting of shareholders approves such a bid, individual shareholders can make separate decisions as to whether or not they wish to accept that bid for the specified proportion of their shares.

Potential advantages and disadvantages

The proposed provision is advantageous as it gives shareholders a mechanism to decide whether any proportional takeover bid should proceed or not.

The provisions will ensure that all shareholders have the opportunity to consider a proportional takeover bid and vote on whether it should be permitted to proceed. This should ensure that any future proportional takeover bid is structured to be attractive to a majority of independent shareholders.

However, it may be argued the takeover approval provisions make a proportional takeover more difficult to achieve and therefore proportional bids will be discouraged. This in turn, may reduce opportunities that shareholders may have to sell shares in the Company at an attractive price to persons seeking control of the Company and may therefore eliminate any element of takeover speculation from the Company's share price.

It may also be argued that the provisions constitute an additional restriction on the ability of shareholders to deal freely with their Shares.

There is no specific advantage or disadvantage for directors (in their capacity as directors of the Company) of the proportional takeover provision.

Present acquisition proposals

At the date of this notice, none of the directors is aware of any proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.

Directors' recommendation

Your directors (with Mr Keevers and Mr Cheak abstaining in relation to resolutions 1 and 2 respectively) consider that each of the proposed resolutions is in the best interests of shareholders and accordingly recommend that you vote in favour of each resolution.