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# **SERVCORP LIMITED**

ABN 97 089 222 506

## Notice of Annual General Meeting 2007 and explanatory notes

Date: **Thursday 8 November 2007**

Time: **5.00pm**

Place: **The Chifley Tower**

Level 29

2 Chifley Square

Sydney NSW 2000

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## Notice of Annual General Meeting 2007

Servcorp Limited (SRV) will hold its eighth Annual General Meeting of Members at The Chifley Tower, Level 29, 2 Chifley Square, Sydney at 5.00pm on Thursday 8 November 2007.

### Business

#### **Item 1 Annual financial report, directors' report and auditor's report**

To receive and consider the financial report, the directors' report and the auditor's report in respect of the financial year ended 30 June 2007.

#### **Item 2 Adoption of the remuneration report**

To adopt the remuneration report for the financial year ended 30 June 2007.

#### **Item 3 Election of director**

To elect a director.

- (a) Mr Rick Holliday-Smith retires by rotation in accordance with rule 6.1(f) of the Company's Constitution and, being eligible, offers himself for re-election.

#### **Item 4 Other business**

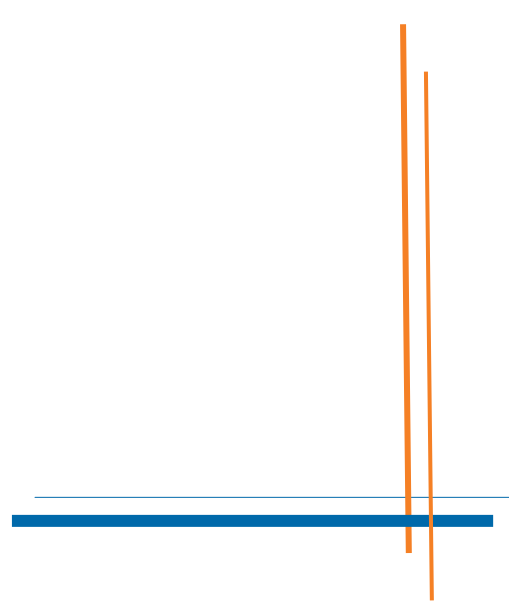
To transact any other business that may be legally brought forward.

The Explanatory Notes form part of this Notice of Meeting.

By Order of the Board



G L Pearce  
Company Secretary  
4 October 2007

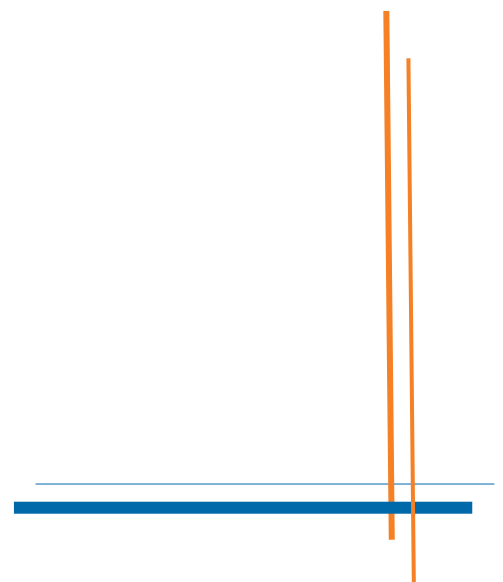


## Entitlement to vote

The Board has determined, for the purposes of voting at the general meeting being convened by this notice, that shares will be taken to be held by the persons who are the registered holders at 5.00pm on 6 November 2007. Accordingly, those persons will be entitled to attend and vote at the Annual General Meeting. Share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

## Proxies

- (a) Any member entitled to attend and vote at the meeting may appoint not more than two proxies to attend and vote on their behalf.
- (b) The proxy so appointed need not necessarily be a member of Servcorp.
- (c) Where a member appoints two proxies, the appointment may specify the proportion or number of that member's votes each proxy may exercise. If the appointment does not specify the proportion or number of the member's votes each proxy may exercise, each proxy may exercise half of the votes.
- (d) Where a member appoints two proxies, neither proxy is entitled to vote on a show of hands.
- (e) To be effective, the proxy form and, if the form is signed by the member's attorney, the authority under which the proxy form is signed (or a certified copy of the authority) must be lodged no later than 48 hours before the meeting. Proxies may be lodged:
  - ◆ by mail, to Servcorp's share registry:  
Registries Limited  
PO Box R67 Royal Exchange, Sydney, NSW 1223
  - ◆ by facsimile: (02) 9279 0664
  - ◆ by delivery to Servcorp's registered office:  
Level 17, 60 Castlereagh Street, Sydney, NSW 2000
- (f) If a proxy is not directed how to vote on an item of business, the proxy may vote, or abstain from voting, as he or she thinks fit.
- (g) If a member appoints the Chairman of the meeting as the member's proxy and does not specify how the Chairman is to vote on an item of business, the Chairman will vote, as proxy for that member, in favour of that item.



## Explanatory notes

### **Item 1 Annual financial report, directors' report and auditor's report**

The Chairman will take members' questions and comments about the management of Servcorp.

The auditor of Servcorp will be available to take members' questions and comments about the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted in relation to the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.

The financial report will be laid before the meeting in accordance with the Corporations Act 2001.

### **Item 2 Adoption of the remuneration report**

During this item there will be opportunity for members at the meeting to comment on and ask questions about the remuneration report. The remuneration report is available on pages 27 to 29 of the annual report.

The vote on the proposed resolution in item 2 is advisory only and will not bind the directors or the Company. However, the Board will take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the Company.

*The directors recommend that members vote in favour of this resolution.*

### **Item 3 Election of director**

The Company's Constitution specifies that an election of directors must take place each year. Any director appointed by the Board since the last Annual General Meeting, and one-third of the Board (rounded down, if necessary, to the nearest whole number), excluding the Managing Director, and any other director who has held office for three or more years since they were last elected, must retire from office at each annual general meeting.

#### **(a) Rick Holliday-Smith**

Independent non-executive Director  
Chairman of Audit and Risk Committee

Rick Holliday-Smith joined Servcorp's Board in October 1999.

Rick spent over 11 years in Chicago in the roles of Divisional President of global trading and sales for NationsBank, N.A. and, prior to that, Chief Executive Officer of Chicago Research and Trading Group Limited. Rick also spent over 4 years in London as Managing Director of HongKongBank Limited, a wholly owned merchant banking subsidiary of HSBC Bank.

Rick is currently a director of ASX Limited, Cochlear Limited and St George Bank Limited. He is also Chairman of Snowy Hydro Limited. Rick has a Bachelor of Arts (Hons) from Macquarie University, is a Chartered Accountant and is a Fellow of the Australian Institute of Company Directors.

*The directors (with Mr Holliday-Smith abstaining) recommend that members vote in favour of this resolution.*



# Proxy Form

## 1. Registered name and address


## Shareholder reference number (SRN)

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To complete the proxy form, please see the instructions on the back of this form and refer to the accompanying documents for details of each item of business.

## 2. Appointment of proxy

I/We being a member/s of Servcorp Limited and entitled to attend and vote hereby appoint

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Write here the name of the person you are appointing if this person is **someone other than** the Chairman of the meeting

**OR**

Failing the person named, or if no person 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 directions (or, if no directions have been given, as the proxy sees fit) at the Annual General Meeting of Servcorp Limited to be held on **8 November 2007** and at any adjournment of that meeting.

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**Mark the box with "X" if you are appointing the Chairman of the meeting**

If you are appointing a second proxy please state the number of shares **OR** the percentage of your voting rights applicable to **this** proxy form.

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Number of shares

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%

## 3. Directions to proxy

Your proxy may decide whether or how to vote on any item of business, except where specifically directed below.

For each item of business please mark an "X" in one box only to indicate your voting instruction.

		<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>No Direction</b>
Item 2: Adoption of the Remuneration Report		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3: Election of director					
(a) Rick Holliday-Smith		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

## 4. Signature(s) of member(s)

Individual or Member 1	Member 2	Member 3
<input type="text"/>	<input type="text"/>	<input type="text"/>
Director / Company Secretary	Director	Sole Director / Company Secretary
<input type="text"/>	<input type="text"/>	<input type="text"/>

# Instructions for completion of the Proxy Form

## 1. Name and address

Please complete your name and address as it appears on the Servcorp Limited share register.

## 2. Appointment of proxy

A member entitled to attend and vote is entitled to appoint not more than two proxies to attend and vote on behalf of the member. Insert the name of your proxy if your proxy is someone other than the Chairman of the Meeting. If you wish to appoint the Chairman of the Meeting as your proxy, cross the second box as indicated. If you leave this section blank or your named proxy is unable to attend, the Chairman of the Meeting will be your proxy to vote your shares. Your proxy need not be a member of Servcorp Limited. If you are appointing a second proxy, an additional proxy form may be obtained by telephoning the Servcorp Limited share registry. Alternatively, you may photocopy this form.

To appoint a second proxy:

- (a) On the first proxy form state the number of shares or the percentage of your voting rights applicable to the first proxy.
- (b) On the second proxy form state the number of shares or the percentage of your voting rights applicable to the second proxy.
- (c) Return both forms in the same envelope.

## 3. Directions to proxy

You may direct your proxy how to vote on an item of business by placing an "X" in one of the first three boxes opposite that item. All your shares will be voted in accordance with your direction unless you indicate a proportion of voting rights on any item by inserting the percentage or number of shares you wish to vote in the appropriate box/es.

If you mark more than one box on an item of business (other than to apportion your voting rights), your vote on that item will be invalid.

### No Direction

If you do not wish to direct your proxy how to vote on an item of business, please place an "X" in the "No Direction" box (i.e. the fourth box) opposite that item. If you mark the "No Direction" box or if you do not mark any of the boxes on a given item (either for all of your shares, or for some of them), your proxy may vote or abstain from voting those shares as he or she chooses.

If the Chairman of the Meeting is acting as your proxy he intends to vote any undirected proxies held on a particular item of business in favour of the relevant resolution on that item of business.

By marking the "No Direction" 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. If you do not mark the "No Direction" box, and you have not directed your proxy how to vote, the Chairman will not exercise your proxy if he has an interest in the outcome of the resolution.

## 4. Signature(s)

Each member must sign this form. If your shares are held in joint names, all members must sign in the boxes. If you are signing as an Attorney, then the Power of Attorney must have been noted by the Servcorp Limited share registry or a certified copy of it must accompany this form.

Only duly authorised officer/s can sign on behalf of a company. Please sign in the boxes provided which state the office held by the signatory i.e. Director and Director, or Company Secretary and Director, or the Sole Director and Sole Company Secretary.

## 5. Lodgement of proxy

Once duly completed, this proxy form (and where applicable the original or a certified copy of any power of attorney under which it is signed) must be received by Servcorp Limited not later than 48 hours before the time for commencement of the meeting. Any proxy form received after that time will not be valid for the scheduled meeting.

Documents may be lodged:

By posting, delivery or facsimile to:

### The Servcorp Share Registry

Registries Limited

PO Box R67, Royal Exchange, Sydney, NSW 1223; or  
Level 2, 28 Margaret Street, Sydney, NSW 2000; or  
Phone (02) 9290 9600      Facsimile (02) 9279 0664

By delivery to:

### Servcorp's Registered Office

Servcorp Limited

Level 17, BNP Paribas Centre  
60 Castlereagh Street, Sydney, NSW 2000