



ASX Announcement Notice of Annual General Meeting and Proxy Form

23rd October 2008

The Annual General Meeting for Sirius Corporation Limited (ASX:SIU) will be held in Melbourne at 11.00am Tuesday 25th November 2008.

The following documents will be despatched by mail tomorrow to shareholders:

- Annual Report 2007/08
- Notice of Annual General Meeting
- Explanatory Memorandum
- Proxy Form

For further information, please contact:

Roger Mason, Chairman (03) 9520 7800

Frank Licciardello, Managing Director (03) 9520 7941 0411 708 933

About Sirius Corporation Ltd

Sirius is a long established software and services company that underwent a change in focus in 2006/07. Its focus is on providing software and services to large enterprises. The company operates via a federated or hub-and-spoke model which involves Sirius acting as a holding company (hub) for a number of software and service companies. The company is pursuing an acquisition-led growth strategy, which envisages strong growth and profitability over the next few years. www.sirius.com.au

SIRIUS CORPORATION LIMITED

(ABN 94 050 240 330)

NOTICE OF ANNUAL GENERAL MEETING OF MEMBERS

Notice is hereby given that the 2008 Annual General Meeting of the members of Sirius Corporation Limited (**Company** or **Sirius**) will be held on **Tuesday 25 November 2008** at **11:00 am** in **Club Room 1** at the **Albert Park Sebel, 65 Queens Road, Melbourne, Victoria**.

Shareholders are referred to the Explanatory Memorandum accompanying and forming part of this notice of meeting.

AGENDA ITEMS

ORDINARY BUSINESS

1. ACCOUNTS AND REPORTS

To receive and consider the financial statements of the Company and its controlled entities for the year ended 30 June 2008 together with the Directors' Report and Auditor's Report.

2. ADOPTION OF REMUNERATION REPORT

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

"To adopt the Remuneration Report for the financial year ended 30 June 2008".

Please note that section 250R(3) of the *Corporations Act 2001 (Cth)* provides that the vote on this resolution is advisory only and does not bind the directors or the Company.

3. ELECTION OF DIRECTORS

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

3.1 Election of Mr Roger Mason as a Director of the Company

"That Mr Roger Mason, being a Director of the Company, who retires by rotation in accordance with rule 7.1 of the Company's Constitution, and being eligible, is re-elected as a director of the Company".

SPECIAL BUSINESS

4. APPROVAL OF PREVIOUS SHARE ISSUES

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

"That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the previous issue of 3,147,727 ordinary shares by the Company as described in the accompanying Explanatory Memorandum, is approved and ratified".

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

BY ORDER of the Board:



Roger Mason
Non-Executive Chairman
21 October 2008

1. ENTITLEMENT TO VOTE

Pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001 (Cth)*, the holders of the Company's shares for the purposes of the meeting, will be those registered holders at 7:00 pm (A.E.S.T) on Friday 21 November 2008 (**Effective Time**). Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

2. INFORMATION FOR SHAREHOLDERS AND ON PROXIES

- (a) All holders of Ordinary Shares in the Company as at the Effective Time are entitled to attend the Meeting and vote at the Meeting.
- (b) A member entitled to attend and vote at the Meeting is entitled to appoint not more than 2 proxies.
- (c) Where more than 1 proxy is appointed, neither proxy may vote on a show of hands.
- (d) Where more than 1 proxy is appointed, each proxy must be appointed to represent a specified proportion of the member's voting rights. If the member appoints more than 1 proxy and the appointment does not specify the proportion or number of the member's votes each proxy may exercise, each proxy may exercise one half of the member's votes.
- (e) Where more than 1 proxy is appointed and a poll is demanded, each proxy may only exercise the voting rights for the portion of the votes the person holds.
- (f) A proxy need not be a member of the Company.
- (g) A member may direct their proxy how to vote by placing a mark in one of the boxes opposite each item of business on the proxy form. All the member's shares will be voted in accordance with that direction. If a member marks more than one box on an item, their vote on that item will be invalid.
- (h) Unless a member specifically directs the proxy how to vote, the proxy may vote as he or she thinks fit or abstain from voting.
- (i) To vote by proxy, please complete and sign the Proxy Form attached to this Notice of Annual General Meeting in accordance with the instructions set out in the Proxy Form so that it is received at the Company's Share Registry, Link Market Services Limited, Locked Bag A14, Sydney South, NSW 1235 or faxed to the Share Registry on facsimile number (02) 9287 0309 not later than 10.00am (Eastern Standard Time) on Sunday 23 November 2008. Any revocations of proxies must be received prior to the commencement of the meeting.
- (j) The Non-Executive Chairman will be chairing the meeting and intends to vote all undirected proxies in favour of all the resolutions. If you wish to appoint the Non-Executive Chairman or another director as your proxy and you do not wish to direct them how to vote, please tick the appropriate box on the proxy form.
- (k) If a corporate member wishes to appoint a person to act as its representative at the meeting that person should be provided with a letter or certificate authorising him or her as the company's representative. The appointment must comply with the requirements of section 250D of the Corporations Act and the representative should bring to the meeting evidence of their appointment, including any authority under which such appointment is signed.

3. VOTING EXCLUSION STATEMENT

Item 4

The Company will disregard any votes cast on Resolution 4 by:

- (a) any person who participated in the issue of shares; and
- (b) any associates of those persons who participated in the issue of shares.

SIRIUS CORPORATION LIMITED

(ABN 94 050 240 330)

EXPLANATORY MEMORANDUM

INTRODUCTION

This Explanatory Memorandum has been prepared to assist shareholders to understand the business to be put to shareholders at the Annual General Meeting of the Company to be held on **Tuesday 25 November 2008 at 11:00 am in Club Room 1 at the Albert Park Sebel, 65 Queens Road, Melbourne, Victoria.**

Members should read this Explanatory Memorandum in full and in conjunction with the Notice before making any decision in relation to the proposed Resolutions.

1. ACCOUNTS AND REPORTS

Section 317 of the Corporations Act requires the Financial Report, the Directors' Report and the Auditor's Report for the year ended 30 June 2008 to be laid before the Company's Annual General Meeting. There is no requirement either in the Corporations Act or in the Company's Constitution for shareholders to approve these reports (other than the Remuneration Report forming part of the Directors' Report).

Shareholders should note that the Financial Statements and Reports will be received in the form presented. It is not the purpose of the meeting that the Financial Statements and Reports be accepted, rejected or modified in any way and accordingly there will be no formal resolution put to the meeting.

However, the Chairman will allow a reasonable opportunity for shareholders to ask questions or make comments about those reports and the management of the Company. Shareholders will also be given a reasonable opportunity to ask the auditor questions about the conduct of the audit and the preparation and content of the auditor's report.

2. ADOPTION OF REMUNERATION REPORT

Shareholders are asked to adopt the Company's Remuneration Report.

The Remuneration Report, which explains the Board's policies in relation to the nature and level of remuneration paid to Directors and Executives of the Company and which sets out remuneration details for each Director and Executive, forms part of the Directors' Report included in the Annual Report (see pages 24 to 30) for the year ended 30 June 2008 which has been sent to shareholders with this Notice and Explanatory Notes.

Shareholders should note that, as specified by section 250R of the Corporations Act, the vote on Resolution 2 is advisory only and is not binding on the Board or the Company. Shareholders will be given the opportunity to ask questions about or make comments on the Remuneration Report.

3. ELECTION OF DIRECTORS

3.1 Election of Mr Roger Mason

Under Rule 7.1(f) of the Company's Constitution one third of the Directors must retire from office each year. In determining the number of Directors to retire, no account is to be taken of Directors appointed to fill casual vacancies (Rule 7.1(g)). Although Mr Mason was re-elected at the 2006 AGM, he is now required to retire at the 2008 AGM and offers himself for re-election in accordance with clause 7.1 of the Company's Constitution.

Recommendation

The directors (Mr Roger Mason not participating) unanimously support the re-election of Mr Mason as a director.

4. APPROVAL OF PREVIOUS SHARE ISSUES

ASX Listing Rule 7.1 limits the number of equity securities which a listed company may issue in any 12 month period without member approval (subject to certain exceptions). The maximum limit is 15% of the total number of fully paid ordinary shares on issue at the beginning of any 12 month period plus the number of fully paid ordinary shares issued with approval of members (or under one of the express exceptions to Listing Rule 7.1) during the previous 12 months.

ASX Listing Rule 7.4 provides that an issue of securities which is made without member approval under Listing Rule 7.1 is treated as having been made with approval for the purposes of Listing Rule 7.1 if the issue did not breach Listing Rule 7.1 and the holders of ordinary securities subsequently approve it.

The Company seeks shareholder approval and ratification for the issue of 3,147,727 Ordinary Shares on 25 February 2008.

In seeking the approval of members Listing Rule 7.5 requires certain information to be provided to members to enable them to consider the resolution. Details of the shares issued, the identity of the allottees and the issue price of those shares are as follows:

- 500,000 ordinary shares at an issue price of 5.5 cents a share to Ophot Pty Ltd ATF May Superannuation Fund
- 909,091 ordinary shares at an issue price of 5.5 cents a share to Mr Carlos Gil
- 363,636 ordinary shares at an issue price of 5.5 cents a share to E Trade Consultants Pty Ltd
- 365,000 ordinary shares at an issue price of 5.5 cents a share to Mr David Alexander McKenzie
- 750,000 ordinary shares at an issue price of 5.5 cents a share to David & Monique Perry ATF David Perry Superannuation Fund
- 260,000 ordinary shares at an issue price of 5.5 cents a share to Microequities Pty Ltd

The ordinary shares rank equally with all existing shares in the capital of the Company.

The funds received by the Company in respect of the above share issues were used to pay additional non-planned expenses associated with the Company's acquisition of IFMA Pty Ltd ACN 003 557 506 (IFMA) and general group sales and marketing activities.

The Board believes that it is in the best interests of the Company that it maintains its ability to issue up to a full 15% of the issued capital of the Company in accordance with listing Rule 7.1.

Voting Exclusion Statement

In accordance with the ASX Listing Rules the Company will disregard any votes cast on this resolution by any person who participated in the issue of the shares and any associates of those persons who participated in the issue of shares. However, 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 if 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.



Roger Mason
Non Executive Chairman
21 October 2008



Sirius Corporation Limited
ABN 94 050 240 330

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
(02) 8280 7111
Facsimile: (02) 9287 0309
ASX Code: SIU
Website: www.linkmarketservices.com.au

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.



X99999999999

I/We being a member(s) of SIRIUS Corporation 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 Tuesday, 25 November 2008, at Club Room 1, Albert Park Sebel 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 in the appropriate box below.

ORDINARY BUSINESS

Resolution 1

Adoption of the Remuneration Report (Non-binding Resolution)

For	Against	Abstain*
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Resolution 3

Approval of previous Share Issues

For	Against	Abstain*
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Resolution 2

Election of Director
Re-elect Mr Roger Mason as a Director of the Company

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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* 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).

SIU PRX841



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 Sunday, 23 November 2008, 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 or facsimile to SIRIUS Corporation Limited's share registry as follows:

SIRIUS Corporation 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.