



ASX Announcement Notice of Annual General Meeting and Proxy Form

23rd October 2009

The Annual General Meeting for Sirius Corporation Limited (ASX: SIU) will be held in Melbourne at 11.00am Tuesday 24th November 2009.

The following documents will be despatched by mail today to all shareholders:

- Annual Report 2009
- Notice of Annual General Meeting
- Explanatory Memorandum
- Proxy Form

For further information, please contact:

Frank Licciardello, Managing Director (03) 9520 7914 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

(ACN 050 240 330)

NOTICE OF ANNUAL GENERAL MEETING OF MEMBERS

Notice is hereby given that the 2009 Annual General Meeting of the members of Sirius Corporation Limited (**Sirius**) will be held on **Tuesday 24 November 2009** at **11:00 am** in the **Private Dining Room** at the **Sebel and Citigate Hotel Albert Park, 65 Queens Road, Melbourne, Victoria**.

Shareholders are referred to the Explanatory Memorandum accompanying and which forms 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 2009 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 2009".

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 Arthur Lagos as a Director of the Company

"That Mr Arthur Lagos, 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. ISSUE OF SHARES TO MR KEITH MOORING GOSS

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

"That, for the purposes of ASX Listing Rule 10.11 and for all other purposes, approval is given to the company to issue 3,126,667 ordinary shares to Mr Keith Mooring Goss in the manner and on the terms detailed in the accompanying Explanatory Memorandum".

BY ORDER of the Board:

Keith Goss
Non-Executive Chairman
23 October 2009

SIRIUS CORPORATION LIMITED

(ACN 050 240 330)

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 11:00 am (A.E.D.S.T) on Sunday 22 November 2009 (**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 11.00am (Eastern Daylight Saving Time) on Sunday 22 November 2009. 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.
- (l) Where a member has appointed an attorney, the form of proxy must be signed by the member's attorney duly authorised in writing. If an attorney is to attend the meeting, the relevant power of attorney must be submitted for noting.

3. VOTING EXCLUSION STATEMENT

Item 4

The Company will disregard any votes cast on Resolution 4 by Mr Keith Mooring Goss or any of his associates unless the vote is cast in the following circumstances:

- (a) By a person as proxy for a person who is entitled to vote in accordance with the directions on the proxy form; or;
- (b) By the person chairing the meeting as a proxy for a person who is entitled to vote in accordance with a direction on the proxy form to vote as the proxy decides.

SIRIUS CORPORATION LIMITED

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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 24 November 2009 at 11:00 am in the Private Dining Room at the Sebel and Citigate Hotel 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 2009 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 25 to 30) for the year ended 30 June 2009 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 Arthur Lagos

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 Lagos was re-elected at the 2007 AGM, he is now required to retire at the 2009 AGM and therefore offers himself for re-election in accordance with clause 7.1 of the Company's Constitution.

Recommendation

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

SIRIUS CORPORATION LIMITED

(ACN 050 240 330)

EXPLANATORY MEMORANDUM

4. ISSUE OF SHARES TO MR KEITH MOORING GOSS

Shareholder approval is sought for the issue of a total of 3,126,667 ordinary shares to Mr Keith Mooring Goss.

Mr Keith Goss, the Chairman of the Company, has elected to receive 946,667 ordinary shares in the capital of the Company in satisfaction of the amount of \$28,400.00 which is payable to him under his current employment contract for services provided in his position as Non-Executive Chairman of the Company for the 2008-09 financial year.

In addition Mr Keith Goss has elected to receive 2,180,000 ordinary shares in the capital of the Company in satisfaction of the amount of \$65,400.00 which is payable to him under his current employment contract for services to be provided by Mr Keith Goss in his position as Non-Executive Chairman of the Company for the 2009-10 financial year.

The Company's Remuneration and Nomination Committee unanimously support this share allotment as part of the Chairman's reasonable remuneration package.

Listing Rule 10.11 requires a listed company to obtain shareholder approval by ordinary resolution prior to the issue of securities to a related party of the Company. Mr Keith Goss is a related party due to the fact that he is a Director of the Company. Accordingly, Shareholder approval for the issue of shares to Mr Keith Goss is required pursuant to Listing Rule 10.11.

Separate approval pursuant to Listing Rule 7.1 is not required in order to issue shares to Mr Keith Goss, as approval is being obtained under Listing Rule 10.11. Shareholders should note that the issue of shares to Mr Keith Goss will not be included in the 15% calculation for the purposes of Listing Rule 7.1.

In seeking the approval of members Listing Rule 10.13 requires certain information to be provided to members to enable them to consider the resolution for the purposes of Listing Rule 10.13:

- The shares will be issued to Mr Keith Mooring Goss;
- Mr Keith Goss will receive a total of 3,126,667 ordinary shares;
- It is proposed that the shares will be issued to Mr Keith Goss as soon as practicable after the conclusion of the 2009 AGM and in any event no later than 1 month after the date of the meeting; and
- The shares have an implied issue price of 3 cents each, however as the shares are being issued to Mr Keith Goss in satisfaction of the Company's obligation to pay Mr Keith Goss his salary for services performed as Non-Executive Chairman no payment will be made to the Company for the issue of the shares

The ordinary shares proposed to be issued to Mr Keith Goss will rank equally in all respects with all existing shares in the capital of the Company.

The directors (other than Mr Keith Goss) are of the opinion, having had regard to the circumstances, that the proposed issue of ordinary shares to Mr Keith Goss will be conducted on arm's length terms and/or constitute reasonable remuneration in the circumstances. In either case the proposed issue will therefore be exempt from the requirement for shareholder approval under the Corporations Act.

Recommendation

The directors (other than Mr Keith Goss) unanimously recommend that shareholders approve the issue of shares to Mr Keith Goss. Mr Keith Goss makes no recommendation as he has a material personal interest in the outcome of the resolution.

SIRIUS CORPORATION LIMITED

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EXPLANATORY MEMORANDUM

Voting Exclusion Statement

In accordance with the ASX Listing Rules the Company will disregard any votes cast on this resolution by Mr Keith Mooring Goss and any associate of Mr. Keith Mooring Goss. 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.

Keith Goss
Non Executive Chairman
23rd October 2009



Sirius Corporation Limited
ABN 94 050 240 330

LODGE YOUR VOTE

By mail:
Sirius Corporation Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

By fax: +61 2 9287 0309

All enquiries to:
 Telephone: 1300 554 474
Overseas: +61 2 8280 7111



X99999999999

SHAREHOLDER VOTING FORM

I/We being a member(s) of Sirius Corporation Limited and entitled to attend and vote hereby appoint:

STEP 1 **APPOINT A PROXY**

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 shareholder) 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 and to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at 11:00am on Tuesday, 24 November 2009, at Private Dining Room, Sebel and Citigate Hotel Albert Park, 65 Queens Road, Melbourne Victoria and at any adjournment or postponement of the meeting.

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the meeting. Please read the voting instructions overleaf before marking any boxes with an

STEP 2 **VOTING DIRECTIONS**

Resolution 2 Adoption of Remuneration Report (non-binding advisory vote)	For <input type="checkbox"/>	Against <input type="checkbox"/>	Abstain* <input type="checkbox"/>	SPECIAL BUSINESS Resolution 4 Issue of shares to Mr. Keith Mooring Goss	For <input type="checkbox"/>	Against <input type="checkbox"/>	Abstain* <input type="checkbox"/>
Resolution 3 Election of Director To re-elect as a Director Mr. Arthur Lagos	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

On Resolutions 2 and 3 the Chairman of the meeting intends to vote undirected Proxies in favour of these items of business.

* 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.

STEP 3 **IMPORTANT - VOTING EXCLUSIONS**

If the Chairman of the Meeting is appointed as your proxy, or may be appointed by default and you do not wish to direct your proxy how to vote as your proxy in respect of Item 4 above, please place a mark in this box. By marking this box, you acknowledge that the Chairman of the Meeting may exercise your proxy even though he/she has an interest in the outcome of that Item and that votes cast by him/her for that Item, other than as proxyholder, would be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chairman of the Meeting will not cast your votes on Item 4 and your votes will not be counted in calculating the required majority if a poll is called on this Item.
The Chairman of the Meeting intends to vote undirected proxies in favour of Item 4.

STEP 4 **SIGNATURE OF SHAREHOLDERS - THIS MUST BE COMPLETED**

Shareholder 1 (Individual) <input type="text"/> Sole Director and Sole Company Secretary	Joint Shareholder 2 (Individual) <input type="text"/> Director/Company Secretary (Delete one)	Joint Shareholder 3 (Individual) <input type="text"/> Director
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This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder'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 company's constitution and the Corporations Act 2001 (Cth).

SIU PRX902



HOW TO COMPLETE THIS PROXY FORM

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.**

Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. 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 Step 1. 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.

Votes on Items of Business - Proxy Appointment

You may 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.

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 and return them both together.

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.

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 shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge 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.

Corporate Representatives

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 in accordance with the Notice of Meeting. A form of the certificate may be obtained from the company's share registry.

Lodgement of a Proxy Form

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, 22 November 2009, 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 mail:

Sirius Corporation Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



by fax:

+61 2 9287 0309



by hand:

delivering it to Link Market Services Limited, Level 12, 680 George Street, Sydney NSW 2000.

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.