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ABN 60 066 153 982

**NOTICE OF ANNUAL GENERAL MEETING
EXPLANATORY MEMORANDUM
PROXY FORM**

Date of Meeting

Friday, 30 November 2009

Time of Meeting

10.00 am (WST)

Place of Meeting

Level 3, 9 Colin Street
West Perth, Western Australia

NOTICE OF ANNUAL GENERAL MEETING

The Annual General Meeting of WebSpy Limited (**Company** or **WebSpy**) is to be held on Monday, 30 November 2009, at Level 3, 9 Colin Street, West Perth, Western Australia, 6005, commencing at 10:00 a.m. (WST).

The Explanatory Memorandum that accompanies and forms part of this Notice describes the matters to be considered at this meeting.

BUSINESS

Financial Report

To receive and consider the financial report for the year ended 30 June 2009 together with the Directors' Report and Auditor's Report.

Resolution 1 – Adoption of Remuneration Report

To consider and, if thought fit, to pass the following resolution as a **non-binding resolution**:

“To adopt the Remuneration Report for the year ended 30 June 2009.”

Resolution 2 – Re-election of Director – Mr John Chua

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

“That Mr Chua, being a director of the Company who retires by rotation in accordance with clause 3.6 of the Company's Constitution and being eligible and offering himself for re-election, be re-elected as a Director of the Company.”

Resolution 3 – Re-election of Director – Mr Tom McGellin

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

“That Mr McGellin, being a director of the Company who retires by rotation in accordance with clause 3.6 of the Company's Constitution and being eligible and offering himself for re-election, be re-elected as a Director of the Company.”

DATED THIS 28TH DAY OF OCTOBER 2009
BY ORDER OF THE BOARD



Karen Logan
Company Secretary

IMPORTANT NOTES:

1. A shareholder entitled to attend and vote is entitled to appoint not more than two proxies to attend and vote on behalf of the shareholder. A proxy need not be a shareholder of the Company, but must be a natural person (not a corporation). A proxy may also be appointed by reference to an office held by the proxy (eg the Company Secretary).
2. Where more than one proxy is appointed, each proxy may be appointed to represent a specified proportion of the shareholder's voting rights. If no such proportion is specified, each proxy may exercise half of the member's votes.
3. A proxy form is attached. A separate form must be used for each proxy. An additional form can be obtained by writing to the Company at PO Box 881, West Perth, Western Australia 6872 or by fax to (61 8) 9321 3377 or by email to shareholder@webspy.com. Alternatively, you may photocopy the attached form.
4. A duly completed proxy form and (where applicable) any power of attorney or a certified copy of the power of attorney must be received by the Company at its registered office or the address or fax number set out below, not less than 48 hours before the time for commencement of the meeting. Please send by post to PO Box 881, West Perth, Western Australia 6872 or by fax to (61 8) 9321 3377.
5. The Company will accept proxy appointments by a corporate member executed in accordance with either section 127(1) (not under seal) or section 127(2) (under seal) of the Corporations Act.
6. For the purposes of section 1074E(2) of the *Corporations Act 2001* and regulation 7.11.37 of the *Corporations Regulations 2001*, the Company determines that members holding ordinary shares 10:00 am (WST) on Saturday, 28 November 2009 will be entitled to attend and vote at the Annual General Meeting.
7. The Explanatory Memorandum attached to this Notice forms part of this Notice.

ANNUAL REPORT ONLINE

WebSpy's Annual Report for year ended 30 June 2009 is available on
the Company's website at
<http://www.webspy.com/about/publications.aspx>.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum has been prepared to provide Shareholders with material information to enable them to make an informed decision on the business to be conducted at the Annual General Meeting of WebSpy Limited (**Company** or **WebSpy**).

The Directors recommend shareholders read this Explanatory Memorandum in full before making any decision in relation to the resolutions.

Financial Statements and Report

Under the *Corporations Act 2001*, the directors of the Company must table the financial report, the Directors' Report and the Auditor's Report for WebSpy for the year ended 30 June 2009 at the meeting.

These reports are set out in the 2009 Annual Report. Shareholders who elected to receive a printed copy of annual reports should have received the 2009 Annual Report with this Notice of Annual General Meeting. The 2009 Annual Report is available from the Company's website (<http://www.webspy.com/about/publications.aspx>).

Shareholders will be given reasonable opportunity at the meeting to ask questions and make comments on the financial report, the Directors' Report and the Auditor's Report.

Resolution 1 – Adoption of Remuneration Report

Under the *Corporations Act 2001*, the Company is required to include, in the Directors' Report, a detailed remuneration report setting out the prescribed information in relation to the remuneration of directors and executives of WebSpy and the Company's remuneration practices.

Shareholders will be given reasonable opportunity at the meeting to ask questions and make comments on the Remuneration Report.

The Remuneration Report is required to be submitted for adoption by a resolution of shareholders at the meeting. The vote on this resolution is advisory only and does not bind the directors or the Company. However, the Board will take the outcome of the vote into consideration when reviewing remuneration practices and policies.

Resolution 2 – Re-election of Director – Mr John Chua

Clause 3.6 of the Constitution requires that at the annual general meeting, one third of the Directors for the time being, or, if their number is not a whole number, the whole number nearest to one third, shall retire from office, provided always that no director except a Managing Director shall hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself for re-election. A retiring director is eligible for re-election.

Mr Chua retires by rotation in accordance with the Company's Constitution and, being eligible, offers himself for re-election.

Mr Chua is a director and CEO of Kim Hin Industry Berhad, one of Malaysia's leading ceramic products manufacturers listed on Bursa Malaysia (formerly the Kuala Lumpur Stock Exchange). Mr Chua is a graduate in Arts (Economics) with honours from the University of Warwick in the United Kingdom. He has extensive corporate and management experience in the ceramic industry having worked in Kim Hin Industry for over 25 years.

Resolution 3 – Re-election of Director – Mr Tom McGellin

Clause 3.6 of the Constitution requires that at the annual general meeting, one third of the Directors for the time being, or, if their number is not a whole number, the whole number nearest to one third, shall retire from office, provided always that no director except a Managing Director shall hold office for a period in excess of 3 years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself for re-election. A retiring director is eligible for re-election.

Mr McGellin retires by rotation in accordance with the Company's Constitution and, being eligible, offers himself for re-election.

Mr McGellin was a founding partner and director of Netlink WA Pty Ltd from 1994 to 1999 when it was acquired by WebSpy Ltd. Subsequent to this he became active and familiar with the Company's products and management team in his role as a past director of one of WebSpy's wholly owned subsidiaries. Mr McGellin is currently a director of other non-listed public companies.

PROXY FORM

MR SAM SAMPLE
UNIT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE WA 6060

1. Appointment of Proxy

I/We being a shareholder/s of WebSpy Limited hereby appoint

the Chairman
of the Meeting

OR

If you are appointing **someone other than** the Chairman of the Meeting, write here the name of the company or person you are appointing;

or, failing the individual or body corporate named, or if no individual or 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 directions (or if not directions have been given, as the proxy sees fit) at the Annual General Meeting of WebSpy Limited to be held at Level 3, 9 Colin Street, West Perth, Western Australia at 10:00 a.m. (WST) on Monday, 30 November 2009 and at any adjournment of that meeting.

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

2. Items of Business

Please mark to indicate your voting directions.

	FOR	AGAINST	ABSTAIN
1. Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Re-election of Director – Mr John Chua	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Re-election of Director – Mr Tom McGellin	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If you mark the Abstain box for an 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.

3. Appointment of a Second Proxy

I/We wish to appoint a second proxy

Please mark if you wish to appoint a second proxy.

AND

 %

OR

State the percentage of your voting rights or the number of securities for this Proxy Form.

4. Signature of Securityholder(s)

This section must be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Securityholder 1

Individual/ Sole Director and
Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/ Company Secretary

Contact Name

Contact Daytime Telephone

Date

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HOW TO COMPLETE THE PROXY FORM

1. Appointment of Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the company or person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that company or person. 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 securityholder of the company.

If you have appointed a company as your proxy and a representative of that company wishes to attend the meeting, the representative will be required to provide the Company with the appropriate written documentation evidencing that the person is a representative of the proxy. Should you require it, the Company will provide you with an appointment of corporate representative form free of charge. Please contact the Company Secretary if you require an appointment of corporate representative form.

2. Items of Business

You may direct your proxy how to vote by placing a mark in one of the three boxes opposite each item of business. All your securities 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 securities you wish to vote in the appropriate box. If you do not mark any of the boxes on a given item, 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.

3. 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) indicate that you wish to appoint a second proxy by marking the box.
- (b) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of securities 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.
- (c) return both forms together in the same envelope.

4. Signing Instructions

You must sign this form as follows in the spaces provided:

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders must sign.

Power of Attorney: To sign under Power of Attorney, you must have already lodged this document 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 sign in the appropriate place to indicate the office held.

Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at the address given below no later than 48 hours before the commencement of the meeting at 10.00 a.m. (WST) on Monday, 30 November 2009. 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 WebSpy Limited:-

PO Box 881
West Perth WA 6872

Fax: (08) 9321-3377

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from the Company's share registry.