

**NOTICE OF  
22 OCTOBER 2008  
ANNUAL GENERAL MEETING**  
and explanatory memorandum to shareholders



**Talent2 International Limited**  
ABN 19 000 737 744

**Please read the Notice and Explanatory  
Memorandum carefully.**

If you are unable to attend the meeting please  
complete and return the enclosed proxy form  
in accordance with the specified instructions.

# Dear Shareholder

After another record year at Talent2 International Limited (**Talent2**), I would like to invite you to join us at our 2008 Annual General Meeting (**AGM**), to be held at Grant Thornton, Level 17, 383 Kent Street, Sydney on Wednesday 22nd October 2008 at 11:00am.

At this meeting we will seek formal approval to:

- > adopt the 2008 Remuneration Report;
- > re-elect Mr Ken Allen and Mr Hans Neilson as Directors of Talent2;
- > elect Mrs Pam Laidlaw and Mr Ken Borda as Directors of Talent2;
- > grant the share options recommended by your Board for our two new Directors, Mrs Pam Laidlaw and Mr Ken Borda, which are in line with the options previously approved for the rest of the Board;
- > ratify all share issues made by Talent2 over the last year, refreshing the share capital available for future acquisitions;
- > approve the Company's Employee Share Option Plan and Long Term Incentive Plan and exclude the securities issued under the Plans over the next 3 years from the 15% cap under the ASX Listing Rules; and
- > increase the aggregate amount of fees that can be paid to non-executive Directors in any given year.

It is with great pleasure that I am able to introduce to you, two new high calibre Non-Executive Directors in Pam Laidlaw and Ken Borda. Pam has extensive experience in finance and will Chair the Audit and Risk Committee. Ken's investment banking career spans more than twenty years in Australia, Asia, the Middle East and North Africa. Ken is based in Asia, and as Chair of the newly formed International Business Development Committee he will help drive our continued growth in our most valued region.

I would particularly like to bring to your attention the retirement of Mr Albert "Bud" Hawk. Bud retired from the Board on 1 August 2008 after serving on our Board for nearly three years. Bud has provided tremendous support to the Board during his term and will be truly missed. My sincere thanks go to Bud for his exceptional service and leadership during the years.

Talent2's 2008 financial results were excellent. This result combined with our growing regional presence affirms Talent2 as the leading provider of HR outsourcing in Asia Pacific. We now look forward to tapping into new key growth markets in both Australia and overseas.

Talent2's Directors believe that all the resolutions proposed at the AGM are in the best interests of the Company and its shareholders. In that context, it should be pointed out that while the adoption of the Remuneration Report is legally non-binding it does confirm our desire to align, the achievements of our executive management team with the continued growth in shareholder value and increase in shareholder returns. Details of the above resolutions are contained in the enclosed Notice of Meeting, together with a proxy form. If you are unable to attend the meeting, please cast your vote by completing and returning your proxy form according to its instructions.

2008 has been an exciting and dynamic year for Talent2 and I look forward to welcoming you to our Annual General Meeting.

Yours sincerely,



Ken Allen  
Chairman

23 September 2008

# Talent2 International Limited

ABN 19 000 737 744

## Notice of annual general meeting

Notice is hereby given to the members of Talent2 International Limited (the **Company**) that the 2008 Annual General Meeting (**AGM**) will be held at Grant Thornton, Level 17, 383 Kent Street, Sydney on Wednesday 22nd October 2008 at 11:00am.

If you are unable to attend the AGM, we encourage you to complete and return the enclosed proxy form. The completed proxy form must be received by the Company no later than 11.00 am on Monday 20th October 2008. Proxy forms must be posted to the Company's registry Computershare Investor Services at GPO Box D182, Perth, WA 6840 Australia or sent by facsimile to (+61 8) 9323 2033.

### Ordinary business

#### Receipt of financial report

To receive and consider the financial statements of the Company and its controlled entities for the year ended 30 June 2008 and the accompanying Directors' Report, Directors' Declaration and Auditors' Report.

#### Resolution 1: Remuneration Report

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

"That the Remuneration Report for the year ended 30 June 2008 be adopted."

Further information in relation to the Remuneration Report is set out in the Explanatory Memorandum accompanying this Notice of Annual General Meeting.

#### Resolution 2: Retirement by rotation and re-election of Ken Allen

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

"That Ken Allen, who retires as a Director in accordance with Rule 7.1(d) of the Company's Constitution, and offers himself for re-election, be re-elected as a Director of the Company effective from the close of the Meeting."

Biographical information in relation to Ken Allen is set out in the Explanatory Memorandum accompanying this Notice of Annual General Meeting.

#### Resolution 3: Retirement by rotation and re-election of Hans Neilson

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

"That Hans Neilson, who retires as a Director in accordance with Rule 7.1(d) of the Company's Constitution, and offers himself for re-election, be re-elected as a Director of the Company effective from the close of the Meeting."

Biographical information in relation to Hans Neilson is set out in the Explanatory Memorandum accompanying this Notice of Annual General Meeting.

#### Resolution 4: To elect Pam Laidlaw as a Director of the Company

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

"That Pam Laidlaw, having been appointed by the Board on the 6th March 2008 as a casual appointee under Rule 7.1(b) of the Company's Constitution, be elected as a Director of the Company with effect from the close of the meeting."

Biographical information in relation to Pam Laidlaw is set out in the Explanatory Memorandum accompanying this Notice of Annual General Meeting.

#### Resolution 5: To elect Ken Borda as a Director of the Company

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

"That Ken Borda, having been appointed by the Board on the 22nd July 2008, with an effective start date of 1st August 2008, as a casual appointee under Rule 7.1(b) of the Company's Constitution, be elected as a Director of the Company with effect from the close of the meeting."

Biographical information in relation to Ken Borda is set out in the Explanatory Memorandum accompanying this Notice of Annual General Meeting.

### Special Business

#### Resolution 6: Issue of options to Pam Laidlaw

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

"That, subject to the approval of resolution 4, the issue of up to 240,000 options to Pam Laidlaw pursuant to the Company's Employee Share Option Plan and on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Annual General Meeting is approved for all purposes, including ASX Listing Rule 10.14."

The Company will disregard any votes cast on resolution 6 by the Directors of the Company and their associates.

However, the Company need not disregard a vote if:

- > 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 7: Issue of options to Ken Borda**

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

“That, subject to the approval of resolution 5, the issue of up to 240,000 options to Ken Borda pursuant to the Company’s Employee Share Option Plan and on the terms and conditions set out in the Explanatory Memorandum accompanying this Notice of Annual General Meeting is approved for all purposes, including ASX Listing Rule 10.14.”

The Company will disregard any votes cast on resolution 7 by the Directors of the Company and their associates.

However, the Company need not disregard a vote if:

- > 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 8: Approval of previous shares issued to the vendors of Intersearch in the Gulf Limited, Intersearch (Dubai) LLC, and Intersearch Bahrain (collectively Intersearch UAE)**

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

“That approval is given to the issue of 860,852 ordinary shares to the vendors of Intersearch UAE for a total consideration of \$2.4 million, as detailed in the Explanatory Memorandum accompanying this Notice of Meeting for all purposes, including ASX Listing Rule 7.4.”

The Company will disregard any votes cast on resolution 8 by a person who participated in the issue and their associates.

However, the Company need not disregard a vote if:

- > 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 AGM 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 9: Approval of previous shares issued to the vendors of Duncan Ryan & Associates Limited and Duncan Ryan & Associates (Auckland) Limited (collectively Duncan & Ryan)**

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

“That approval is given to the issue of 734,153 ordinary shares to the vendors of Duncan & Ryan for a total consideration of \$1.5 million, as detailed in the Explanatory Memorandum accompanying this Notice of Meeting for all purposes, including ASX Listing Rule 7.4.”

The Company will disregard any votes cast on resolution 9 by a person who participated in the issue and their associates.

However, the Company need not disregard a vote if:

- > 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 AGM 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 10: Approval of previous shares issued to the Vendor of the 10% minority holding in Talent2 Singapore Pte Limited**

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

“That approval is given to the issue of 863,667 ordinary shares to the vendor of the 10% minority holding in Talent2 Singapore Pte Limited for a total consideration of \$0.9 million, as detailed in the Explanatory Memorandum accompanying this Notice of Meeting for all purposes, including ASX Listing Rule 7.4.”

The Company will disregard any votes cast on resolution 10 by a person who participated in the issue and their associates.

However, the Company need not disregard a vote if:

- > 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 AGM 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 11: Approval of Employee Share Option Plan**

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

“That the Employee Share Option Plan, the terms and conditions of which are summarised in the Explanatory Memorandum accompanying this Notice of Meeting, and the issue of equity securities under the Employee Share Option Plan, be approved for all purposes including ASX Listing Rule 7.2 Exception 9.”

The Company will disregard any votes cast on resolution 11 by the Directors of the Company and their associates.

However, the Company need not disregard a vote if:

- > 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 AGM 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 12: Approval of Long Term Incentive Plan**

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

“That the Long Term Incentive Plan, the terms and conditions of which are summarised in the Explanatory Memorandum accompanying this Notice of Meeting, and the issue of equity securities under the Long Term Incentive Plan, be approved for all purposes including ASX Listing Rule 7.2 Exception 9.”

The Company will disregard any votes cast on resolution 12 by the Directors of the Company and their associates.

However, the Company need not disregard a vote if:

- > 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 AGM 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 13: Directors' Fees**

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

“That, pursuant to Rule 7.3(a) of the Company's Constitution, the aggregate amount of fees that may be paid in any financial year to the Company's non-executive Directors be increased from \$400,000 to \$600,000 with effect from 1 July 2008.”

The Company will disregard any votes cast on resolution 13 by the Directors of the Company and their associates.

However, the Company need not disregard a vote if:

- > 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 AGM 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.

# Talent2 International Limited

ABN 19 000 737 744

## Explanatory memorandum to shareholders

### Explanatory Memorandum

Shareholders are referred to the Explanatory Memorandum accompanying and forming part of this Notice of Annual General Meeting.

### Entitlement to vote

It has been determined that in accordance with Corporations Regulation 7.11.37, that for the purposes of the AGM, shares will be taken to be held by the persons who are registered holders at 7:00pm Sydney time on 20th October 2008. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the AGM.

### Proxies

Members are advised that:

- (a) each member entitled to vote at the AGM has a right to appoint a proxy;
- (b) the proxy need not be a member of the Company and may be an individual or body corporate;
- (c) a member who is entitled to cast two or more votes may appoint not more than two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half of the member's votes;
- (d) a member may specify the way in which the proxy is to vote on the resolution or may allow the proxy to vote at his or her discretion;
- (e) if a member appoints a body corporate as a proxy, that body corporate will need to ensure that it:
  - > appoints an individual as its corporate representative to exercise its powers at the meeting, in accordance with the Corporations Act 2001; and
  - > provides satisfactory evidence of the appointment of its corporate representative prior to commencement of the meeting.

The Company specifies the following information for the purposes of receipt of proxy appointments:

**Postal Address:** c/o Computershare Investor Services, GPO Box D182, Perth, WA 6840 Australia

**Facsimile Number:** (+61 8) 9323 2033

Proxies (and any power of attorney or other authority under which the proxy is signed) must be received by the Company, at the address or at the facsimile number specified above no later than 11:00am on Monday 20th October 2008. A proxy form is enclosed with this Notice of Annual General Meeting.

By Order of the Board  
Dated: 23 September 2008



David Patteson  
Company Secretary

# Talent2 International Limited

ABN 19 000 737 744

## Explanatory memorandum to shareholders

**This Explanatory Memorandum accompanies the 2008 Notice of Annual General Meeting dated 23 September 2008 for Talent2 International Limited, ABN 19 000 737 744 (the 'Company').**

This Explanatory Memorandum has been prepared to provide the shareholders of the Company with material information to enable them to make an informed decision on the business to be conducted at the forthcoming Annual General Meeting (AGM) of the Company to be held on Wednesday 22nd October 2008.

The Directors recommend that you read this Explanatory Memorandum and attend the AGM. If you are unable to attend but wish to vote, please complete the proxy form enclosed and ensure it reaches the address or facsimile stated in the Notice of Annual General Meeting no later than 11:00 am on Monday 20th October 2008.

### Ordinary business

#### Annual financial report

The Corporations Act requires that:

- (a) the annual financial report, including the financial statements of the Company and its controlled entities for the year ended 30 June 2008; and
- (b) the reports of the Directors and auditors,

be laid before the AGM. The Corporations Act does not require a vote of shareholders on these reports. However, shareholders will be given reasonable opportunity to raise questions and comment on the reports at the AGM.

Members will also be given reasonable opportunity at the AGM to ask the Company's auditor questions relevant to the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in Relation to the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.

#### Resolution 1: Remuneration Report

The Remuneration Report is set out in the Concise and Full Financial Report to Shareholders 2008 and forms part of the Directors' Report.

The Remuneration Report sets out the remuneration arrangements for the Managing Director, senior executives and non-executive Directors of the Company.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the AGM. While there is a requirement for a formal resolution on this item, section 250R(3) of the Corporations Act provides that the resolution is advisory only and does not bind the Company or its Directors. Nevertheless, the Remuneration Committee will take into account the discussion on this resolution and the outcome of the vote when considering the Company's future remuneration arrangements.

#### Resolution 2: Retirement by rotation and re-election of Ken Allen

The Constitution of the Company requires one third of the eligible Directors to retire from office each year at a general meeting. A retiring Director is eligible for re-election. Ken Allen is one of the longest serving eligible Directors and, as such, is retiring as a Director at the AGM and offering himself for re-election.

Mr Allen has been a Director and Chairman of the Company since October 2006. His current responsibilities include Chair of the Nominations Committee.

Ken has extensive international investment banking experience. He is currently a Senior Advisor to UBS Australia and Lexington Partners and Chairman of Emeritus of Advance, the world's leading network of Australian professionals and entrepreneurs abroad. Prior to returning to Sydney in April 2006, Ken was the Australian Consul General in New York and was responsible for representing Australian interests in the United States. His major focus was the facilitation of US direct investment in Australia and the positioning of Australia as a global financial centre. Prior to that, Ken held senior positions in the UK, USA and Australia with the World Bank and other Investment Banks, including Merrill Lynch, County NatWest and Macquarie Bank. Ken holds a Bachelor of Economics (Hons) from the University of Adelaide. He is a board member of the Australian Chamber Orchestra and has served on the boards of the NSW Treasury Corporation, Film Finance Corporation, the State Bank of NSW and Australia Post

The Directors (other than Mr Allen) recommend that shareholders vote in favour of the re-election of Mr Allen as a Director of the Company.

#### Resolution 3: Retirement by rotation and re-election of Hans Neilson

The Constitution of the Company requires one third of the eligible Directors to retire from office each year at a general meeting. A retiring Director is eligible for re-election. Hans Neilson is one of the longest serving eligible Directors and, as such, is retiring as a Director at the AGM and offering himself for re-election.

Mr Neilson has been a Director of the Company since August 2006. His current responsibilities include membership of the Nominations Committee, Remuneration Committee and Audit and Risk Committee.

Hans has extensive international IT and HR experience. He joined Hewlett Packard in 1976 and held numerous positions including Interim Managing Director Australia and Managing Director New Zealand. Most recently he was Vice President of Hewlett Packard Company, leading its Human Resources for the Technology Solutions Group in Asia Pacific. He was also a director for Hewlett Packard Australia and New Zealand from 1987 to 2006. For over ten years Hans was an evaluator for the Australian Quality Awards and a member of the Victorian State Committee for the Australian Quality Council. Hans has participated in numerous community and industrial forums,

and holds a Bachelor of Engineering from Victoria University of Technology (Vic).

The Directors (other than Mr Neilson) recommend that shareholders vote in favour of the re-election of Mr Neilson as a Director of the Company.

**Resolution 4: To elect Pam Laidlaw as a Director of the Company**

On 6th March 2008, the Board appointed Pam Laidlaw as a Director of the Company. This is consistent with the Company's strategy to appoint another non-executive Director and fill the vacancy left by Brian Gibson. Mrs Laidlaw was also appointed as Chair of the Audit and Risk Committee. The Board feels that Mrs Laidlaw's expertise and experience will be of great benefit to the Company and that she will provide significant strength to the existing team.

The Constitution of the Company provides that Mrs Laidlaw's term as a Director will expire on conclusion of the AGM unless she is elected by shareholders at the Meeting.

In accordance with the Company's policy for remuneration of non-executive Directors, Mrs Laidlaw will receive \$65,400 per annum (inclusive of superannuation) for her services to the Company. Mrs Laidlaw will also be eligible to participate in the Company's Employee and Director Share Option Plan and it is proposed that a grant of options be made to her pursuant to that Plan (see resolution 6).

Pam has extensive experience in finance, formerly as Group Finance Director of Morgan & Banks. During her tenure from 1987 to 2001 (after the sale to TMP Worldwide in 1999), revenues grew from \$50 million to \$700 million with 2,000 staff operating in more than 50 locations. Pam was responsible for the business planning, financial accounting and risk management functions as the company managed various transactions (it was first acquired by Select Appointments in the United Kingdom, before undergoing a management buyout in 1991 and finally, listing on the ASX in 1994). Pam's previous positions were with Oligilvy & Mather in Sydney and Price Waterhouse in Sydney and New York. Pam is also on the Board of the Eye Foundation which is the medical eye specialists' foundation, dedicated to restoring sight and preventing vision loss throughout Australasia. Pam holds a Bachelor of Business Administration (University of New York) and she is a Certified Public Accountant (US).

**Resolution 5: To elect Ken Borda as a Director of the Company**

On 22nd July 2008, the Board appointed Ken Borda as a Director of the Company, effective 1 August 2008. This is consistent with the Company's strategy to appoint an international based Director to replace the vacant position created by the resignation of Albert "Bud" Hawk. Mr Borda was also appointed as Chair of the International Business Development Committee. The Board feels that Mr Borda's expertise and experience will be of great benefit to the Company and that he will provide significant strength to the existing team.

The Constitution of the Company provides that Mr Borda's term as a Director will expire on conclusion of the AGM unless he is elected by shareholders at the Meeting.

In accordance with the Company's policy for remuneration of non-executive Directors, Mr Borda will receive \$81,750 per annum (inclusive of superannuation) for his services to the Company. Mr Borda will also be eligible to participate in the Company's Employee and Director Share Option Plan and it is proposed that a grant of options be made to him pursuant to that Plan (see resolution 7).

Ken's investment banking career spans more than twenty years in Australia, Asia, the Middle East and North Africa. He is now based in Asia. For 18 years, Ken held senior positions with Deutsche Bank, most recently in Dubai as Chief Executive of MENA (Middle East North Africa), before retiring in April 2007. During his tenure, the Bank transitioned from an offshore banking presence to a significant onshore platform with branches in the Kingdom of Saudi Arabia, Qatar and Dubai. From 1999 to 2002 Ken was Deutsche Bank's CEO Australia and New Zealand in Sydney, before moving to Hong Kong as CEO Asia Pacific, overseeing approximately 7,000 employees in the region. He has degrees in Arts and Law from the University of New South Wales.

Ken has held a number of board positions during his career and he is currently a director of Santos Limited; Leighton Contractors Limited; Fullerton Funds Management, an Asian asset management fund owned by Temasek in Singapore; and Ithmaar Bank, a listed investment bank and financial services group based in Bahrain.

## **Special business**

### **Resolutions 6 and 7: Issue of options to Pam Laidlaw and Ken Borda**

#### **Outline of the proposal and its effects**

As part of the Company's ongoing program to incentivise its Directors to enhance the performance of the Company and deliver value to shareholders, it is proposed that options to subscribe for ordinary shares be issued to Mrs Laidlaw and Mr Borda pursuant to the Company's Employee Share Option Plan (a summary of which is set out in the explanatory notes to resolution 11).

ASX Listing Rule 10.14 provides that an entity must not permit a director of the entity to acquire securities under an employee incentive scheme without the approval of holders of ordinary securities of the acquisition.

The granted options will only be exercisable by the Directors if earnings per share targets are achieved in a financial year.



The number of options to be issued to **each** Director and the earnings per share performance of the Company which must be achieved to allow the Directors to exercise the options are set out in the table below.

<b>Options granted</b>	For each of the Directors, a total of 240,000 options divided into 3 tranches of 80,000 options. Tranche 1 will be tested against FY2009 results. Tranche 2 will be tested against FY2010 results. Tranche 3 will be tested against FY2011 results.												
<b>Performance hurdle for options to become exercisable</b>	Options within a tranche will only become exercisable if EPS targets are satisfied for the relevant financial year as set out below: <table border="1" data-bbox="571 571 1292 806"> <thead> <tr> <th>EPS (basic weighted average)</th> <th>Total options exercisable in tranche</th> </tr> </thead> <tbody> <tr> <td>Below 3.75 cents</td> <td>0</td> </tr> <tr> <td>3.75 – 4.99 cents</td> <td>20,000</td> </tr> <tr> <td>5.00 – 7.49 cents</td> <td>40,000</td> </tr> <tr> <td>7.50 – 8.74 cents</td> <td>60,000</td> </tr> <tr> <td>8.75 cents and over</td> <td>80,000</td> </tr> </tbody> </table> <p>Earnings per share targets will be assessed against end of financial year results released to the ASX and prepared in accordance with Australian IFRS accounting principles.</p> <p>To the extent that the targets are not satisfied, the relevant options that do not vest for that financial year will lapse. Unvested options in any applicable financial year are not carried forward for retesting in later years.</p>	EPS (basic weighted average)	Total options exercisable in tranche	Below 3.75 cents	0	3.75 – 4.99 cents	20,000	5.00 – 7.49 cents	40,000	7.50 – 8.74 cents	60,000	8.75 cents and over	80,000
EPS (basic weighted average)	Total options exercisable in tranche												
Below 3.75 cents	0												
3.75 – 4.99 cents	20,000												
5.00 – 7.49 cents	40,000												
7.50 – 8.74 cents	60,000												
8.75 cents and over	80,000												
<b>Exercise Price per Option</b>	\$1.50												
<b>Exercise period</b>	Options will expire if they are not exercised within 1 year of becoming exercisable.												
<b>Consideration payable per option</b>	Nil, as the options are provided as part of the Directors' total remuneration package.												

Whilst the terms of the proposed grant of options to Mrs Laidlaw and Mr Borda are essentially the same as those approved for the other Directors at the previous AGMs, the exercise price has been based on the weighted average closing price of ordinary shares in the Company in the 20 days prior to 5 September 2008 being two weeks prior to the date of this Notice of Annual General Meeting. This keeps Mrs Laidlaw and Mr Borda's terms consistent with those of the other Directors.

#### The Need for Shareholder Approval

For the purposes of approving the issue of options pursuant to ASX Listing Rule 10.14, the Company must include the following information in the Notice of Annual General Meeting.

**(1) The names of all persons referred to in Rule 10.14 entitled to participate in the scheme ("the persons referred to in Rule 10.14")**

Ken Allen, Andrew Banks, Mary Beth Bauer, Ken Borda, Pam Laidlaw, Geoff Morgan and Hans Neilson.

**(2) The maximum number of securities that may be acquired by all persons for whom approval is required, including the formula (if one is used) for calculating the number of securities to be issued.**

240,000 options each will be issued to Mrs Laidlaw and Mr Borda. The maximum number of shares that may be acquired on the exercise of options is 480,000 ordinary shares in the Company. The performance hurdles that will determine the actual number of options that can be exercised by Mrs Laidlaw and Mr Borda to acquire ordinary shares are set out in the table above.

**(3) The price (including a statement whether the price will be, or be based on, the market price), or the formula for calculating the price, for each security to be acquired under the scheme.**

No amount is payable by Mrs Laidlaw and Mr Borda in respect of the options granted, however, an exercise price of \$1.50 per option will be payable to acquire each ordinary share. This exercise price represents the weighted average closing price of ordinary shares in the Company in the 20 days prior to 5 September 2008 being two weeks prior to the date of this Notice of Annual General Meeting.

**(4) The persons referred to in Rule 10.14 who received securities under the scheme since the last approval, the number of the securities received, and acquisition price for each security.**

Earnings per share (Basic weighted average) in a financial year	Ken Allen
Options granted	400,000
Consideration per Option	nil
Exercise Price per Option	\$1.57
Shares issued on exercise of options	nil

**(5) The terms of any loan in relation to the acquisition.**

Nil.

**(6) The date by which the entity will issue the securities, which must be no later than 12 months after the AGM.**

The Company will issue the options to Mrs Laidlaw and Mr Borda within seven days of shareholder approval.

Details of securities issued under the Employee Share Option Plan are published in the Annual Report of the Company relating to the period in which the securities are issued.

**Resolutions 8-10: Approval of previous shares issued to the vendors of Intersearch UAE, Duncan & Ryan and Talent2 Singapore Pte Limited in connection with acquisitions**
**Background**

ASX Listing Rule 7.1 restricts listed entities from issuing more than 15% of their issued capital in a 12 month period without shareholder approval (15% limit). The Company has not exceeded this 15% limit.

ASX Listing Rule 7.4 allows the Company to ratify a prior issue of shares for the purposes of the 15% limit, which effectively "refreshes" the Company's capacity to issue further capital over the next 12 months. If resolutions 8-10 are passed, the shares the subject of the relevant issues will not be counted towards the 15% limit (on the basis that shareholders will have approved the issues).

It is the Company's standing policy to put these resolutions to shareholders as an exercise of prudent management to maximise funding flexibility.

Further information regarding the share issues for which approval is sought is set out below.

	<b>Resolution 8</b>	<b>Resolution 9</b>	<b>Resolution 10</b>
<b>Description</b>	In December 2007, the Company finalised the acquisition of Intersearch UAE for a total consideration of \$5.1 million, of which \$2.4 million was paid by way of equity in the Company and the balance was paid in cash.	In March 2008, the Company finalised the acquisition of Duncan & Ryan for a total consideration of \$2.2 million, of which \$1.1 million was paid by way of equity in the Company and the balance was paid in cash. A further payment of \$0.8 million was paid in June 2008, of which \$0.4 million was paid by way of equity in the Company and the balance was paid in cash.	In August 2008, the Company acquired the 10% minority interest in Talent2 Singapore Pte Limited to gain 100% ownership of the subsidiary. The acquisition was for a total consideration of \$1.6 million, of which \$0.9 million was paid by way of equity in the Company and the balance was paid in cash.
<b>Number of shares allotted</b>	860,852. As at the date of this notice, the 860,852 shares issued to the vendors of Intersearch UAE represents approximately 0.7% of the Company's share capital.	A total of 734,153 shares in two grants: > 463,162 issued in March 2008; and > 270,991 issued in June 2008.  As at the date of this notice, the 734,153 shares issued to the vendors of Duncan & Ryan represents approximately 0.6% of the Company's share capital. 863,667. As at the date of this notice, the 863,667 shares issued to the vendors of the minority holding represents approximately 0.7% of the Company's share capital.	863,667. As at the date of this notice, the 863,667 shares issued to the vendors of the minority holding represents approximately 0.7% of the Company's share capital.
<b>Date Allotted</b>	21 December 2007	14 March 2008 and 23 June 2008	21 August 2008
<b>Issue consideration</b>	\$2.4 million (approx. \$2.788 per share)	<b>March grant:</b> \$1.1 million (approx. \$2.375 per share) <b>June grant:</b> \$0.4 million (approx. \$1.476 per share)	\$0.9 million (approx. \$1.07 per share)

	<b>Resolution 8</b>	<b>Resolution 9</b>	<b>Resolution 10</b>
<b>Terms of the shares</b>	<p>Shares issued rank equally with all other ordinary shares on issue. The shares are currently subject to voluntary escrow arrangements that provide for:</p> <ul style="list-style-type: none"> <li>&gt; 430,426 shares to be released from voluntary escrow on 21 December 2008; and</li> <li>&gt; 430,426 shares to be released from voluntary escrow on 21 December 2009.</li> </ul>	<p><b>March grant</b></p> <p>Shares issued rank equally with all other ordinary shares on issue. The shares are currently subject to voluntary escrow arrangements that provide for:</p> <ul style="list-style-type: none"> <li>&gt; 202,494 shares to be released from voluntary escrow on 14 March 2009;</li> <li>&gt; 132,279 shares to be released from voluntary escrow on 14 September 2009; and</li> <li>&gt; 128,389 shares to be released from voluntary escrow on 14 March 2010.</li> </ul> <p><b>June grant</b></p> <p>Shares issued rank equally with all other ordinary shares on issue. The shares are currently subject to voluntary escrow arrangements that provide for:</p> <ul style="list-style-type: none"> <li>&gt; 118,477 shares to be released from voluntary escrow on 16 June 2009;</li> <li>&gt; 77,395 shares to be released from voluntary escrow on 16 December 2009; and</li> <li>&gt; 75,119 shares to be released from voluntary escrow on 16 June 2010.</li> </ul>	<p>Shares issued rank equally with all other ordinary shares on issue. The shares are currently subject to voluntary escrow arrangements that provide for:</p> <ul style="list-style-type: none"> <li>&gt; 431,833 shares to be released from voluntary escrow on 13 August 2009; and</li> <li>&gt; 431,834 shares to be released from voluntary escrow on 13 August 2010.</li> </ul>
<b>Names of the allottees or the basis on which allottees were determined</b>	The vendors of Interseach UAE.	The vendors of Duncan & Ryan.	The vendor of minority holding in Talent2 Singapore Pte Limited.
<b>Use or intended use of the funds raised</b>	Shares issued as part consideration for the acquisition of Intersearch UAE.	Shares issued as initial part consideration for the acquisition of Duncan Ryan.	Shares issued as part consideration for the acquisition of the 10% minority holding in Talent2 Singapore Pte Limited.

The Directors recommend that shareholders vote in favour of resolutions 8-10.

**Resolutions 11 and 12: Approval of the Employee Share Option Plan and the Long Term Incentive Plan**

**Overview of Listing Rules and approvals sought**

As stated above, Listing Rule 7.1 prohibits an entity from issuing more than 15% of its securities in any 12 month period, without obtaining security holder approval (unless an exception applies).

Listing Rule 7.2, Exception 9, provides that security holder approval is not required for an issue under an employee incentive scheme, if within 3 years before the date of the issue, holders of ordinary securities have approved the issue of securities under the scheme as an exception to Listing Rule 7.1.

Accordingly, shareholders are being asked, pursuant to Listing Rule 7.2 Exception 9 to approve issues under the Company's Employee Share Option Plan (**ESOP**) and Long Term Incentive Plan (**LTIP**) of:

- > options to acquire ordinary shares in the capital of the Company (**Options**);
- > rights to acquire ordinary shares in the capital of the Company (**Performance Rights**);
- > ordinary shares in the capital of the Company upon exercise of Options or vesting of Performance Rights (**Shares**).

A summary of the key terms of the ESOP and the LTIP are set out below. Capitalised terms are defined under the ESOP Rules or LTIP Rules, as applicable.

Copies of the ESOP Rules and the LTIP Rules are available on request by contacting the Company directly.

**Summary of the terms of the Employee Share Option Plan and the Long Term Incentive Plan**

	<b>Employee Share Option Plan</b>	<b>Long Term Incentive Plan</b>
<b>Eligibility</b>	Directors, Non-executive Directors, Employees, Consultants and any other person determined by the Board are eligible to participate in the Plan.	Executives and Directors whom the Board has determined to be eligible to participate in the Plan.
<b>Form of grant</b>	Under the Plan, the Board may grant Options subject to terms and conditions it determines. Each Option granted entitles the holder to subscribe for or to be transferred one Share in the Company at the Exercise Price.  The Plan confers discretion on the Board to set the terms of the Options granted, including consideration (if any), Exercise Price, Option Term and Vesting Conditions.	Under the Plan, the Board may in its absolute discretion grant Performance Rights and/or Options upon the terms set out in the Plan and upon such additional terms as the Board determines.  Each Performance Right granted entitles the holder to a Share subject to satisfaction of Performance Conditions.  Each Option granted entitles the holder to a Share subject to the satisfaction of the Performance Conditions and payment of the applicable exercise price (if any).  Unless the Board determines otherwise, no payment is required for the grant of a Performance Right or Option.
<b>Conditions for exercise or vesting</b>	The Board shall determine prior to an offer being made the vesting conditions attached to the Options, which must be satisfied (or waived) before Options may be exercised.	A Performance Right and/or Option will not vest (and in the case of any Option become exercisable) unless the Performance Conditions advised to the Participant by the Board have been satisfied.
<b>Lapse</b>	Options shall lapse on the earlier of: <ul style="list-style-type: none"> <li>&gt; expiry of the Option Term (as set by the Board);</li> <li>&gt; the Participant ceasing employment (in the case of an Employee) or the Consultancy Arrangement being terminated (in the case of a Consultant) except in specified circumstances; and</li> <li>&gt; the Participant committing an act of fraud, becoming ineligible to hold their office by law or acting in a manner that the Board considers to be gross misconduct.</li> </ul>	Options or unvested Performance Rights shall lapse on the earlier of: <ul style="list-style-type: none"> <li>&gt; the date specified by the Board and notified to each Participant;</li> <li>&gt; cessation of employment and/or appointment (except in relation to vested Options which will lapse if not exercised within 90 days of cessation) - unless the Board determines otherwise;</li> <li>&gt; the Participant acting fraudulently or dishonestly or bringing a Group Company into disrepute, and/or breaching his or her obligations to any Group Company;</li> <li>&gt; the Participant purporting to transfer a Performance Right or Option other than in accordance with the Plan;</li> <li>&gt; failure to meet the applicable Performance Condition in the prescribed period; or</li> <li>&gt; the 10 year anniversary of the date of grant of the Performance Right or Option.</li> </ul>

	<b>Employee Share Option Plan</b>	<b>Long Term Incentive Plan</b>
<b>Loans</b>	<p>The Board may offer or procure a Subsidiary to offer Loans to Participants to fund the initial acquisition or exercise of Options granted under the Plan.</p> <p>Where a Loan is provided the Rules set out the basic terms that will apply unless otherwise determined by the Board.</p> <p>No Participant shall, other than in accordance with the Plan Rules, sell, transfer or otherwise encumber any Plan Shares allocated to them upon exercise of Options where there is a Loan in respect of those Shares/Options that has not been repaid in full.</p>	<p>The Plan Rules do not provide for loans to be made to Participants.</p>
<b>Method of exercise or vesting</b>	<p>An Option shall only be exercisable by delivery of a Notice of Exercise accompanied by a cheque for the Exercise Price (or written confirmation of a Loan to fund the exercise of the Options). Options must be exercised in multiples of 100 unless the Participant holds less than 100 Options or the Board otherwise agrees.</p>	<p>The vesting of any Performance Right and/or exercise of any Option granted under the Plan will be effected in the form and manner determined by the Board, and, if any amount is payable on vesting or exercise, will be accompanied by payment of the relevant exercise price advised to the Participant by the Board.</p>
<b>Delivery of shares on vesting/ exercise</b>	<p>The Board has discretion to issue new shares or to procure a transfer of Shares to satisfy an exercise of Options by a Participant.</p> <p>Shares allocated to Participants will rank equally with other ordinary shares on issue.</p>	<p>The Board has discretion to issue new shares or to procure a transfer of Shares to satisfy an exercise of Options or vesting of Performance Rights by a Participant.</p> <p>Shares allocated to Participants will rank equally with other ordinary shares on issue.</p>
<b>Buy-back</b>	<p>The Board may cause the Company to buy-back Options held by a Participant in certain circumstances (including, where appropriate upon a Change of Control Event).</p>	<p>The Plan Rules do not provide for Performance Rights or Options to be bought back.</p> <p>However, the Company may buy back shares allocated to a Participant upon vesting of Performance Rights and/or exercise of Options where they are forfeited as a result of the Participant acting (in the Board's opinion) in a way that is fraudulent, dishonest or in breach of their obligations.</p>
<b>Listing</b>	<p>Options issued under the Plan will not be quoted on the ASX.</p> <p>Unless the Board determines otherwise, Plan Shares shall not be listed on ASX until after any period in which the Plan Shares may be forfeited by the Participant and until all Loans have been paid in full.</p>	<p>Performance Rights and Options issued under the Plan will not be quoted on the ASX.</p> <p>The Company will apply for quotation of Shares issued to Participants within the period required by the ASX.</p>
<b>Disposal restrictions</b>	<p>Options may only be transferred with the prior consent of the Board. The Board may impose restrictions on the disposal of Plan Shares allocated to a Participant upon exercise of Options.</p> <p>No Plan Shares may be transferred unless any disposal restrictions and forfeiture events or conditions cease to apply.</p>	<p>Performance Rights and Options granted under the Plan are only transferable with the consent of the Board or by force of law.</p> <p>The Board may, at its discretion, impose Trading and other restrictions on Shares issued or transferred to the Participant on vesting of a Performance Right or exercise of an Option.</p>

	<b>Employee Share Option Plan</b>	<b>Long Term Incentive Plan</b>
<b>Forfeiture of Shares</b>	<p>The Board may impose forfeiture conditions in respect of Plan Shares allocated to a Participant upon exercise of Options.</p> <p>When forfeiture occurs the Company will follow the set procedure in the Plan Rules.</p>	<p>Where a Participant has, in the opinion of the Board, acted in a way that is fraudulent, dishonest or in breach of their obligations, the Board has a discretion to determine that some or all of the Shares allocated to that Participant on vesting of Performance Rights and/or exercise of Options are forfeited.</p>
<b>Capital reconstructions</b>	<p>If during the period in which a Participant holds Options under the Plan:</p> <ul style="list-style-type: none"> <li>&gt; there is a bonus issue of Shares, then on exercise of those Options the Participant shall become entitled to receive such number of Shares as they would have been entitled to if they had held the number of Shares equal to the number of Options exercised at the time of the bonus issue; or</li> <li>&gt; there is any other reorganisation of the Capital of the Company, those Options shall be treated in accordance with the Listing Rules.</li> </ul>	<p>In the event of a capital reconstruction the number of Performance Rights or Options to which each Participant is entitled, or any amount payable on vesting of a Performance Right or exercise of an Option, or both as appropriate, will be adjusted in the manner determined by the Board to ensure that no advantage or disadvantage accrues to the Participant as a result of such corporate actions.</p>
<b>Change of control</b>	<p>Where a Change of Control Event has occurred (or will in the opinion of the Board occur), the Board has a discretion to determine the manner in which the Options will be dealt with, so that the Participant remains in a financial position which is as near as possible as to that which existed prior to the Change of Control Event.</p>	<p>The Rules set out a default position in respect of:</p> <ul style="list-style-type: none"> <li>&gt; takeovers and/or a person acquiring a majority stake in the Company;</li> <li>&gt; merger or sale of assets; and,</li> <li>&gt; compromise or arrangement.</li> </ul> <p>Where:</p> <ul style="list-style-type: none"> <li>&gt; a Takeover Bid becomes unconditional (and the Board has not previously exercised its discretion to vest Performance Rights and/or Options);</li> <li>&gt; a proposal is made pursuant to which any persons may become bound or entitled to acquire shares in the Company under Chapter 6A of the Corporations Act (compulsory acquisition following a Takeover Bid); or,</li> <li>&gt; an order is sought for the compulsory winding up of the Company,</li> </ul> <p>all Performance Rights and/or Options which have been granted will vest immediately. Options may be exercised within 90 days of the relevant event (and will otherwise lapse).</p> <p>In other circumstances, the Board has a general discretion to determine that all or a specified number of unvested Performance Rights and/or Options will vest.</p>
<b>Administration of the Plan</b>	<p>The Board will administer the Plan in accordance with the Rules (and any further regulations made by the Board for the operation of the Plan which are consistent with the Rules).</p> <p>The Board may delegate any of its powers or discretions conferred on them by these Rules.</p> <p>Every exercise of a discretion by the Board (or its delegates) and any decisions shall be final, conclusive and binding.</p>	<p>The Board will administer the Plan and has power to determine appropriate procedures for administration of the Plan consistent with these rules.</p> <p>The Board may delegate any of their powers or discretions arising under the Plan</p> <p>Except as otherwise expressly provided in the Plan, the Board has absolute and unfettered discretion to act or refrain from acting under or in connection with the Plan or any Performance Rights or Options granted under the Plan and in the exercise of any power or discretion under the Plan.</p>

	<b>Employee Share Option Plan</b>	<b>Long Term Incentive Plan</b>
<b>Amendments to the Plan</b>	<p>The Board may at any time amend these Rules or the terms and conditions upon which any Options are issued under the Plan. Amendments which reduce the existing rights of Participants in respect of Options granted to them may only be made in limited circumstances.</p> <p>The Board may at any time terminate the Plan or suspend its operation for such period or periods as it thinks fit.</p>	<p>The Board may at any time by resolution amend or add to all or any of the provisions of the Plan, or the terms or conditions of any Performance Right or Option granted under the Plan. Amendments which reduce the existing rights of Participants in respect of Performance Rights and/or Options granted to them may only be made in limited circumstances.</p>

The Company has not previously sought approval of the Plan or the LTIP for the purposes of Listing Rule 7.2 Exception 9.

Since the ESOP was introduced in 2002 a total of 16,450,445 Options have been issued to Participants and 2,968,490 Shares have been allocated to Participants upon exercise of Options.

Since the LTIP was introduced in 2007, 800,000 Options and 3,004,649 Performance Rights have been allocated to Participants. As at the date of this Notice of Meeting, no Performance Rights or Options have vested pursuant to the LTIP and as a result, no Shares have been issued to Participants.

### **Resolution 13: Directors' Fees**

#### **Background**

In accordance with Rule 7.3(a) of the Company's Constitution and ASX Listing Rule 10.17, the Directors are seeking approval from shareholders to increase the maximum aggregate amount available for non-executive Directors' fees from \$400,000 per year to \$600,000 per year, an increase of \$200,000 per year.

The current maximum aggregate amount of \$400,000 was provided for under the Company's previous Constitution and shareholders have not been asked to approve an increase to the maximum amount since that Constitution was adopted in December 1999. Instead, the Company has adopted a practice of seeking specific shareholder approval (in accordance with the ASX Listing Rules) for grants of options to the Directors. The "value" of these options for remuneration purposes is not counted towards the \$400,000 cap on aggregate fees, on the basis that shareholders have specifically approved these grants as an extra component of non-executive Director remuneration in addition to the fees paid within the aggregate cap. Remuneration for "extra services" performed by non-executive Directors and reimbursement of travel and business expenses may also be provided in addition to the fees paid within the cap.

The components and quantum of remuneration paid to non-executive Directors are reviewed periodically to ensure that they are appropriate. Details of remuneration provided to non-executive Directors during the 2008 financial year are set out in the Remuneration Report of the 2008 Concise and Full Financial Report.

The proposed increase in the maximum aggregate fee cap will ensure that fees are set at a sufficiently competitive level to attract and retain non-executive Directors of the necessary qualifications and calibre, taking into account the increasing time and responsibilities required of non-executive Directors generally and in particular with regard to:

- > increasing corporate governance complexity and other compliance requirements; and
- > the increasing growth in the size and scope of the Company's strategies and businesses as it continues to expand.

In addition, the proposed increase in the maximum aggregate amount will also provide the Board with the flexibility to review its current size and composition, and to accommodate any changes considered necessary or appropriate as the Company pursues its growth strategy.

If approved, the proposed increase would be effective as of 1 July 2008.

***talent<sup>2</sup>***

**TALENT2 INTERNATIONAL LIMITED**  
**ABN 19 000 737 744**

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F +61 2 9087 6395

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North Sydney NSW 2060  
PO Box 1516  
North Sydney NSW 2059





## Talent2 International Limited

ABN 19 000 737 744

000001 000 TWO  
MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

### Lodge your vote:



#### By Mail:

Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia

Alternatively you can fax your form to  
(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

### For all enquiries call:

(within Australia) 1300 850 505  
(outside Australia) +61 3 9415 4000

## Proxy Form

For your vote to be effective it must be received by 11.00am (AEST) Monday 20 October 2008

### How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

#### Appointment of Proxy

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

### Signing Instructions

**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 should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, 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.

### 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 Computershare or online at [www.computershare.com](http://www.computershare.com).

Comments & Questions: If you have any comments or questions for the Company, please write them on a separate sheet of paper and return with this form.

**Turn over to complete the form →**



View the annual report or update your securityholding, 24 hours a day, 7 days a week:

**[www.talent2.com](http://www.talent2.com)**

- Access the annual report
- Review your securityholding
- Update your securityholding

**Your secure access information is:**

SRN/HIN: I9999999999



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE  
 FLAT 123  
 123 SAMPLE STREET  
 THE SAMPLE HILL  
 SAMPLE ESTATE  
 SAMPLEVILLE VIC 3030

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

# Proxy Form

Please mark  to indicate your directions

## STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Talent2 International Limited hereby appoint

the Chairman of the Meeting **OR**

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

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 no directions have been given, as the proxy sees fit) at the Annual General Meeting of Talent2 International Limited to be held at Grant Thornton, Level 17, 383 Kent Street, Sydney on Wednesday, 22 October 2008 at 11.00am (AEST) and at any adjournment of that meeting.

**Important for Items 6, 7, 11, 12 and 13:** If the Chairman of the Meeting is your proxy and you have not directed him/her how to vote on Items 6, 7, 11, 12 or 13 below, please mark the box in this section. 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 Items 6, 7, 11, 12 or 13 and your votes will not be counted in computing the required majority if a poll is called on this Item. The Chairman of the Meeting intends to vote undirected proxies in favour of Items 6, 7, 11, 12 and 13 of business.

I/We acknowledge that the Chairman of the Meeting may exercise my proxy even if he/she has an interest in the outcome of the Items and that votes cast by him/her, other than as proxy holder, would be disregarded because of that interest.

## STEP 2 Items of Business

**PLEASE NOTE:** 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 a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
Resolution 1 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Retirement by rotation and re-election of Ken Allen	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Retirement by rotation and re-election of Hans Neilson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 To elect Pam Laidlaw as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 To elect Ken Borda as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 Issue of Options to Pam Laidlaw	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7 Issue of Options to Ken Borda	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 8 Approval of the previous issue of shares to the vendors of Intersearch UAE	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

	For	Against	Abstain
Resolution 9 Approval of the previous issue of shares to the vendors Duncan & Ryan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 10 Approval of the previous issue of shares to the vendor of the 10% minority holding in Talent2 Singapore Pte Limited	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 11 Approval of Employee Share Option Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 12 Approval of Long Term Incentive Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 13 Increase in aggregate Non-Executive Directors' Fees	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

## SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name \_\_\_\_\_

Contact Daytime Telephone \_\_\_\_\_

Date \_\_\_\_/\_\_\_\_/\_\_\_\_