

SERVCORP LIMITED

ABN 97 089 222 506

Notice of *Annual General Meeting 2004* and explanatory notes

Date: **Thursday 11 November 2004**

Time: **5.00pm**

Place: **The Chifley Tower**

Level 29

2 Chifley Square

Sydney NSW 2000

Notice Of Annual General Meeting 2004

Servcorp Limited (SRV) will hold its fifth Annual General Meeting of Members at The Chifley Tower, Level 29, 2 Chifley Square, Sydney at 5.00pm on Thursday 11 November 2004.

Business

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

To receive and consider the financial report, the directors' report and the auditor's report in respect of the financial year ended 30 June 2004.

Item 2 Election of directors

To elect directors.

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

Item 3 Other Business

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

The Explanatory Notes form part of this Notice of Meeting.

By Order of the Board



G L Pearce
Company Secretary
7 October 2004

Entitlement to vote

The Board has determined, for the purposes of voting at the general meeting being convened by this notice, that shares will be taken to be held by the persons who are the registered holders at 5.00pm on 9 November 2004. Accordingly, those persons will be entitled to attend and vote at the Annual General Meeting. Share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the meeting.

Proxies

- (a) Any member entitled to attend and vote at the meeting may appoint not more than two proxies to attend and vote on their behalf.
- (b) The proxy so appointed need not necessarily be a member of Servcorp.
- (c) Where a member appoints two proxies, the appointment may specify the proportion or number of that member's votes each proxy may exercise. If the appointment does not specify the proportion or number of the member's votes each proxy may exercise, each proxy may exercise half of the votes.
- (d) Where a member appoints two proxies, neither proxy is entitled to vote on a show of hands.
- (e) To be effective, the proxy form and, if the form is signed by the member's attorney, the authority under which the proxy form is signed (or a certified copy of the authority) must be lodged no later than 5.00pm on Tuesday 9 November 2004, which is 48 hours before the meeting. Proxies may be lodged:
 - ◆ by mail, to Servcorp's share registry:
Registries Limited
PO Box R67 Royal Exchange, Sydney, NSW 1223
 - ◆ by facsimile: (02) 9279 0664
 - ◆ by delivery to Servcorp's registered office:
Level 17, 60 Castlereagh Street, Sydney, NSW 2000
- (f) If a proxy is not directed how to vote on an item of business, the proxy may vote, or abstain from voting, as he or she thinks fit.
- (g) If a member appoints the Chairman of the meeting as the member's proxy and does not specify how the Chairman is to vote on an item of business, the Chairman will vote, as proxy for that member, in favour of that item.

Explanatory notes

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

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

The auditor of Servcorp will be available to take members' questions and comments about the conduct of the audit and the preparation and content of the auditor's report.

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

Item 2 Election of directors

The Company's Constitution specifies that an election of directors must take place each year. One-third of the Board, excluding the Managing Director, and any other director who has held office for three or more years, must retire from office at each annual general meeting.

(a) Julia King

Independent non-executive Director
Member of Audit Committee

Julia King joined Servcorp's Board in August 1999.

Julia was Chief Executive Officer of the LVMH Fashion Group in Oceania. Prior to that Julia was Managing Director of Lintas, a multinational advertising agency. Julia has worked in strategic marketing for more than thirty years and is currently a non-executive director of John Fairfax Holdings Limited, Opera Australia and Carla Zampatti. For the Australian Government Julia has worked on the Task Force for the restructure of the wool industry and been a member of the Council of the National Library.

The directors (with Ms King abstaining) recommend that members vote in favour of this resolution.

(b) Rick Holliday-Smith

Independent non-executive Director
Chairman of Audit Committee
Member of Governance Committee

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

Rick has spent over 11 years in Chicago in the roles of Divisional President of global trading and sales for NationsBank, N.A. and, prior to that, Chief Executive Officer of Chicago Research and Trading Group Limited. Rick also spent over 4 years in London as Managing Director of Hong Kong Bank Limited, a wholly owned merchant banking subsidiary of HSBC Bank. Rick is currently Chairman of SFE Corporation Limited and Exco Resources NL. He is a director of MIA Group Limited and Aegis Partners Pty Limited. Rick has a Bachelor of Arts (Hons) from Macquarie University, is a Chartered Accountant and is a Fellow of the Australian Institute of Company Directors.

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