



NOTICE OF ANNUAL GENERAL MEETING

TO BE HELD AT 151 FAIRFIELD ROAD GUILDFORD

ON

**THURSDAY 28 NOVEMBER 2002
AT 3.00PM**

MULTISPARES HOLDINGS LIMITED

ACN 003 135 680

MULTISPARES HOLDINGS LIMITED
ACN 003 135 680

NOTICE OF ANNUAL GENERAL MEETING

The Sixteenth Annual General Meeting of Multispares Holdings Limited (**Company**) will be held at the following time and place:

time: 3.00 pm, 28 November 2002
place: 151 Fairfield Road, Guildford, NSW

AGENDA

A ORDINARY BUSINESS

1. Financial Reports

Consideration of the Financial Report, Directors' Report and Auditor's Report for the year ended 30 June 2002.

2. Re-election of Director

Consideration and, if thought appropriate, approval of the re-election of Mr G.T. Lingard as a Director, who retires by rotation in accordance with the Company's Constitution, and being eligible for re-election has offered himself for re-election.

Biographical information on Mr G.T. Lingard is set out in the explanatory notes to this notice.

B SPECIAL BUSINESS

3. New Company Constitution

Consideration and, if thought appropriate, approval of the following as a special resolution:

"That the Company resolves (as a special resolution) to repeal its existing Constitution and to adopt in its place the new proposed Constitution which the Directors resolved to recommend to shareholders at their meeting of 26 September 2002."

Copies of the current and proposed new Constitutions are available for inspection at the Company's registered office (151 Fairfield Road, Guildford, NSW) and the proposed new Constitution is also available at the Company's website – www.multispares.com.au

Explanations of the background to this proposed change and the substantive changes incorporated into the proposed new Constitution are set out in the explanatory notes to this notice.

4. New Company Name

Consideration and, if thought appropriate, approval of the following as a special resolution:

"That the Company resolves (as a special resolution) to:

- (a) change its name to 'Supply Network Limited'; and
- (b) amend its Constitution to replace all instances of the Company's old name appearing in the Constitution with 'Supply Network Limited'."

An explanation of the background to this proposed change is set out in the explanatory notes to this notice.

5. **Increase in Directors' remuneration**

Consideration and, if thought appropriate, approval of the following as an ordinary resolution:

“That the Company resolve to approve an increase in the total amount or value of the Directors' remuneration for their services as Directors (other than remuneration paid to a Managing or Executive Director in either capacity) from \$120,000 per annum to \$200,000 per annum.”

\$120,000 per annum is the current limit set under both article 85 of the Company's current Constitution and clause 10.12 of the proposed new Constitution. An explanation of the background to this proposed increase is set out in the explanatory notes to this notice.

Votes disregarded

In accordance with the requirements of ASX Listing Rule 10.17.1, the Company will disregard any votes cast on this proposed resolution by any Director of the Company or any associate of a Director of the Company. The Company will not, however, disregard any vote cast by a person as a proxy for another person entitled to vote on this proposed resolution where:

- (a) the proxy votes in accordance with the directions on the proxy form; or
- (b) the proxy is the person chairing the meeting and the proxy form permits the proxy to vote as the proxy decides.

6. **Appointment of new auditor**

Consideration and, if thought appropriate, approval of the following as an ordinary resolution:

“That the Company resolves to re-appoint Ernst & Young as auditors of the Company.”

Dated 2nd October 2002

By order of the Directors



PW Gill
Company Secretary

PROXIES

Please note the following:

- 1. A shareholder entitled to vote is entitled to appoint a proxy to attend and vote instead of the shareholder. A suitable proxy form accompanies this Notice of Annual General Meeting.
- 2. The person appointed a proxy need not be a shareholder of the Company.
- 3. Where the shareholder is entitled to cast two or more votes, the shareholder may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.
- 4. To be effective, the instrument appointing a proxy (and the power of attorney or other authority, if any, under which it is signed or a certified copy of the power or authority) must be deposited at the Company's registered office (151 Fairfield Road, Guildford, NSW, 2161) or received by fax at (02) 9722 2095 **not less than 48 hours prior** to the meeting.

MULTISPARES HOLDINGS LIMITED
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EXPLANATORY NOTES TO NOTICE OF ANNUAL GENERAL MEETING

ORDINARY BUSINESS

Item 1: Financial Reports

The business of the meeting will include receipt and consideration of the Financial Report of the Company and the reports of the Directors and Auditors for the year ended 30 June 2002.

Item 2: Re-election of Director

Mr G. T. Lingard retires by rotation in accordance with the Company's Constitution and, being eligible for re-election, offers himself for re-election.

Mr Garry Thomas Lingard was appointed as a Non-executive Director in November 1996 and is a member of the Audit and Remuneration Committees. He has significant experience in managing and developing a diverse range of companies.

SPECIAL BUSINESS

Item 3: New Company Constitution

Your Board recognises that good corporate governance entails the maintenance of an up-to-date Constitution for the Company. In the period since the current Constitution was last amended in 1992, both the Corporations Legislation and the ASX Listing Rules have been extensively rewritten with the result that the current Constitution is now inconsistent with them in some respects and does not take full advantage of all the available options.

The main objectives in arranging for the preparation of a completely new Constitution have been to:

- bring the Constitution up-to-date so that it fully reflects the requirements and options available under the Corporations Act and the ASX Listing Rules;
- remove provisions on subjects now covered by the Corporations Act as those provisions are no longer needed and are in many cases inconsistent with the Corporations Act; and
- replace the old fashioned language used in the old Constitution with plainer, more contemporary language.

To a large extent the substantive effect of the proposed new Constitution is the same as that of the old, when the overriding operation of the Corporations Act and the ASX Listing Rules on the old Constitution is taken into account. Some changes of substance have, however, been incorporated into the proposed new Constitution, the most important of which are as follows:

- The provisions of clause 20.1 of the proposed new Constitution have been added so that Directors and executive officers will be indemnified (to the extent permitted by the Corporations Act) by the Company out of Company funds for liabilities they incur in their capacities as Directors and executive officers.
- The new clause 20.2 will permit the Company to pay premium for policies insuring Directors and executive officers in relation to liabilities they may incur in those capacities.
- Clause 21 of the proposed new Constitution has been added to comply with the ASX Listing Rule requirements in relation to "restricted securities". "Restricted securities" are in essence particular newly listed securities held by promoters and other people associated with the issuer of the securities.
- Clause 22 of the proposed new Constitution permits the Company to take certain steps which will tend to reduce the number of shareholdings in the Company which do not constitute marketable parcels for the purpose of the ASX Listing Rules.

- The maximum number of directors has been reduced from ten to seven and a Director now automatically ceases to hold office if he or she is absent from Board meetings for more than three months without the consent of the other Directors. (Previously automatic loss of office only occurred after six months' absence.)
- Some minor adjustments have been made to the quorum, casting vote and meeting conduct provisions for general and directors meetings.

A copy of the new Constitution, is available on application, from the Secretary or can be viewed on our website – www.multispares.com.au

It is proposed that the Constitution will be updated at practical intervals to reflect further changes to the Corporations Act.

Item 4: New Company Name

Multispares has become a strong brand within the commercial vehicle trade. The future outlook includes an expansion to other business segments. Some of these new activities will be undertaken through separate companies in order to protect the Multispares brand name and gain greater market acceptance.

It is proposed that the name “**Supply Network Limited**” be adopted as a replacement for “Multispares Holdings Limited” as this enables a much greater independence of the different attributes of the business, which include the sourcing, import, warehousing, marketing, distribution and sales of products which have a synergistic association.

Multispares Limited and Multispares N.Z. Limited will continue trading as at present to support and build their brand while some of our sourcing and importation will be through Supply Network Limited, giving the opportunity for diversification not necessarily available within Multispares.

Subject to approval of the proposed name change and availability of the code, a new ASX code of SNL will be adopted.

Item 5: Increase in Directors Remuneration

The current level of \$120,000 was set at the Annual General Meeting in 1996. Amounts paid to your Directors' have remained unchanged (other than for superannuation levy increases) since then and the appointment of an additional non-executive Director is being considered.

As can be seen from the Annual Report the total payment in Director's fees is \$115,700 and research from a 2001 survey confirms that on an historical basis we are in line with the median. There is no fee increase planned for the current year although this will be considered during budget planning for the 2003-04 year. Dependent on the growth of the Company the appointment of an additional non-executive Director to complement the existing skills may also be considered during that year.

Against this background the Directors believe that if they are to maximise the potential of the Company, approving the proposed fee limit allows scope to be able to forward plan and take up opportunities as and when they arise, whilst at the same time maintaining rewards at appropriate levels.

Item 6: Appointment of New Auditors

In May 2002 Arthur Andersen merged with Ernst & Young. At that time Arthur Andersen resigned as Auditors and the Directors resolved, after proper enquires and receiving a consent to act as Auditors, to appoint Ernst & Young as Auditors of the Company and its controlled entities.

In accordance with the Corporations Act, Ernst & Young hold the office of Auditors until this Annual General Meeting and the Company must appoint or re-appoint a person or firm to fill the position of Auditors of the Company at this Annual General Meeting.

A nomination has been from a member of the company, to appoint Ernst & Young as Auditors and a copy of that nomination accompanies this Notice of Annual General Meeting

The Directors recommend that Ernst & Young be appointed as Auditors of the Company and its controlled entities.

30 September 2002

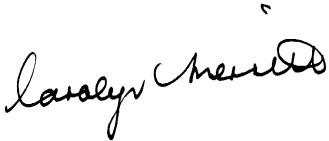
The Secretary
Multispares Holdings Limited
151 Fairfield Road
Guildford NSW 2161

Dear Sir,

Nomination of Ernst & Young as Auditors

I, Carolyn Merritt, a shareholder of the company pursuant to Section 328(1) of the Corporations Act 2001, hereby nominate Ernst & Young, for appointment as auditors of the Company at the next Annual General Meeting or any adjournment thereof.

Yours faithfully,

A handwritten signature in black ink, appearing to read 'Carolyn Merritt', with a small mark above the 'y'.

Carolyn Merritt

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PROXY FORM

To be effective this form must be completed and lodged at the registered office of the company by 3.00pm on Tuesday 26 November 2002.

APPOINTMENT OF PROXY

I/We
of
being a member of Multispares Holdings Limited hereby appoint:

Proxy 1 #
Proxy 2 # *

Name of Proxy or office held by proxy

* If you are entitled to cast 2 or more votes, you may wish to appoint 2 proxies. or failing him or her or them the Chairman of the Meeting to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on Thursday 28 November 2002 and at any adjournment thereof in respect of all my/our shares or, where two proxies are appointed, in respect of the following numbers of my/our shares:

	Number of Shares**	OR	Percentage of Shares**
Proxy 1		OR	
Proxy 2		OR	

** Insert number or percentage, but not both.

Dated:

Signed: ***

.....
Name (printed):
Capacity****

.....
Name (printed):
Capacity****

*** If joint holders, each must sign.

**** For example: attorney, director, company secretary, authorised officer.

Companies must execute:

- by 2 directors or a director and a company secretary fixing the common seal; or
- by 2 directors signing this form;
- by a director and a company secretary signing this form; or
- (where it is a proprietary company where the sole director is also the sole company secretary) by that director signing this form;
- by authorised officer; or
- by attorney

MULTISPARES HOLDINGS LIMITED

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PROXY FORM

If signed by an attorney, or under another authority, for this proxy to be effective the power of attorney or other authority, if any, under which it is signed or a certified copy of the power or authority must be deposited at Multispares Holdings Limited, 151 Fairfield Road, Guildford, New South Wales 2161, or be received by fax at (02) 9722 2095 by 3.00 pm on Tuesday 26 November 2002.

1. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of the member. A proxy need not be a member.
2. Where the member is entitled to cast 2 or more votes, the member may appoint 2 proxies.
3. Any instrument of proxy deposited or received at the registered office of the Company in which the name of the appointee is not filled in shall be deemed to be given in the favour of the chairman of the meeting to which it relates.
4. Where more than one proxy is appointed and the number or percentage of shares in respect of which each proxy is appointed to vote is not completed, each proxy will be entitled to exercise half of the votes of the member (any fractions of votes will be disregarded).
5. Additional forms are available from the registered office of Multispares Holdings Limited, 151 Fairfield Road, Guildford, NSW, 2161. Telephone (02) 9722 2020. Fax (02) 9722 2095.

If you do not wish to direct your proxy how to vote, please place a mark in the box.

By marking this box, you acknowledge that the Chairman (if acting as your proxy) may exercise your proxy even if he has an interest in the outcome of the resolution and votes cast by him other than as proxy holder will be disregarded because of that interest. The Chairman's intention is to vote in favour of each of the resolutions referred to below.

Should you wish to direct your proxy how to vote, please indicate (by inserting a tick) in the appropriate box against each item, otherwise your proxy may vote as he or she thinks fit or may abstain from voting. (Please note that where more than one proxy is appointed and you have completed the section below, neither proxy may vote on a show of hands.)

PROXY 1:

ORDINARY BUSINESS

2. To re-elect Mr G. T. Lingard as a Director

FOR

AGAINST

ABSTAIN

SPECIAL BUSINESS

3. Adopt New Company Constitution

SPECIAL BUSINESS

4. Change Company name to "Supply Network Limited"

SPECIAL BUSINESS

5. Increase total amount Directors' Remuneration to \$200,000

SPECIAL BUSINESS

6. Appoint Ernst & Young as Auditors of the Company

PROXY 2 (If applicable):

ORDINARY BUSINESS

2. To re-elect Mr G. T. Lingard as a Director

FOR

AGAINST

ABSTAIN

SPECIAL BUSINESS

3. Adopt New Company Constitution

SPECIAL BUSINESS

4. Change Company name to "Supply Network Limited"

SPECIAL BUSINESS

5. Increase total amount Directors' Remuneration to \$200,000

SPECIAL BUSINESS

6. Appoint Ernst & Young as Auditors of the Company

Multispares Holdings Limited

Registered Office

151 Fairfield Road Guildford
New South Wales 2161

Telephone: 02 9722 2028

Facsimile: 02 9722 2095

www.multispares.com.au