

Luminus Systems Limited
ABN 30 103 228 271

Computershare

All correspondence to:
Computershare Investor Services Pty Limited
GPO Box 2975 Melbourne
Victoria 3001 Australia
Enquiries (within Australia) 1300 850 505
(outside Australia) 61 3 9415 4000
Facsimile 61 3 9473 2500
web.queries@computershare.com.au
www.computershare.com

000001 000 LSL
MR JOHN SMITH 1
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



Dear Shareholder

I have pleasure in inviting you to attend our Annual General Meeting and have enclosed the Notice of Meeting, which sets out the items of business. The meeting will be held at The Naval and Military Club – Monash Room, 27 Little Collins Street, Melbourne, Victoria on Friday, 23 May 2008 at 11.00am.

If you are attending this meeting, please bring this letter with you to facilitate registration into the meeting.

If you are unable to attend the meeting, you are encouraged to complete the enclosed proxy form. The proxy form should be returned in the envelope provided or faxed to our share registry on +61 3 9473 2555 so that it is received by 11.00am on 21 May 2008.

Corporate shareholders will be required to complete a "Certificate of Appointment of Representative" to enable a person to attend on their behalf. A form of this certificate may be obtained from the Company's share registry.

I look forward to your attendance at the meeting.

Yours sincerely

Ian Pattison
Company Secretary

Notice of Annual General Meeting

The Annual General Meeting of shareholders of Luminus Systems Limited will be held at The Naval and Military Club – Monash Room, 27 Little Collins Street, Melbourne, Victoria on Friday, 23 May 2008 at 11.00am.

Items of Business

Chairman's Address

Financial Statements and Reports

To receive and consider the Financial Report and the Reports of Directors and Auditors in respect of the year ended 31 December 2007.

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

Item 1: Re-Election of Mr Gary Mueller

That Mr Gary Mueller, a Director retiring in accordance with clause 9.5 of the Company's constitution, and being eligible and having signified his candidature for the office, be and is hereby re-elected as a Director of the Company.

Item 2: Non-binding Adoption of Remuneration Report

That members hereby adopt the 2007 Remuneration Report as published in the Company's 2007 Annual Report.

Further Business

To transact any business that may be legally brought forward.

By order of the Board of Directors of Luminus Systems Limited



Ian Pattison
Company Secretary
17 April 2008

Voting by Proxy

A shareholder who is entitled to attend and vote at the meeting may appoint a proxy to vote at the meeting on behalf of the shareholder. The proxy need not be a shareholder of the Company. If a shareholder is entitled to cast 2 or more votes at a meeting the shareholder may appoint 2 proxies and may specify the proportion or number of votes each proxy is entitled to exercise. If the appointment does not specify the proportion or number of votes that each proxy may exercise each proxy may exercise half of the shareholders votes on a poll.

Proxies may be lodged by being posted to or delivered to:

Luminus Systems Limited Share Registry,
Computershare Investor Services Pty Limited,
452 Johnston Street, Abbotsford, Victoria 3067.

Alternatively, those documents may be faxed to +61 3 9473 2555

The Company must receive the completed Proxy Form and, if relevant, the Power of Attorney or other authority under which it is signed (or a certified copy of that Power or Authority) at the address or fax number set out above, at least 48 hours before the meeting.

Voting Eligibility

The Company has determined that, in accordance with the Corporations Regulations 2001 (Cth), the holders of shares of the Company that are quoted any Shareholder will be entitled to vote at the meeting if they are registered as a shareholder at 7.00pm (Melbourne time) on 21 May 2008.

**Explanatory Memorandum to the Notice of Meeting Dated 17 April 2008
for the Annual General Meeting on 23 May 2008**

This Explanatory Memorandum has been prepared for the information of members of Luminus Systems Limited (the "Company") in connection with the business to be conducted at the Annual General Meeting of members.

This Explanatory Memorandum should be read in conjunction with the Notice of Meeting and deals with the following matters to be considered at the meeting:

- The re-election of Mr Gary Mueller; and
- Adoption of Remuneration Report

The Directors unanimously recommend that you vote in favour of each of the resolutions to be considered at the meeting.

Item 1: Re-election of Director

Mr Mueller is retiring in accordance with Clause 9.5 of the Constitution of Luminus Systems Limited and, being eligible, offers himself for re-election.

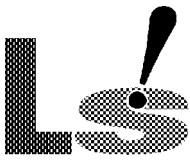
Mr Mueller was appointed as a director and secretary of Luminus Systems Limited on 20 December 2002.

Mr Mueller has contributed extensively to the company prior to and since its re-listing on the Australian Securities Exchange on 21 October 2005.

Item 2: Non-binding Adoption of Remuneration Report

Pursuant to the Corporations Act 2001, the Annual General Meeting of a listed company must propose a resolution that the Remuneration Report be adopted.

Pursuant to the Corporations Act, the vote on this resolution is advisory only and does not bind either the Directors or the Company.



Luminus Systems Limited
 ABN 30 103 228 271

Mark this box with an 'X' if you have made any changes to your address details (see reverse)

Proxy Form

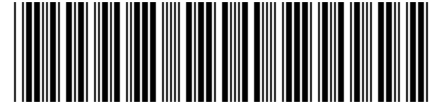
All correspondence to:

Computershare Investor Services Pty Limited
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 Victoria 3001 Australia
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 MR JOHN SMITH 1
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 SAMPLEVILLE VIC 3030

Securityholder Reference Number (SRN)



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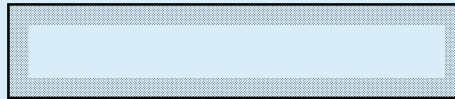
Appointment of Proxy

I/We being a member/s of Luminus Systems Limited and entitled to attend and vote hereby appoint



the Chairman
 of the Meeting
 (mark with an 'X')

OR



If you are not appointing the Chairman of the Meeting as your proxy please write here the full name of the individual or body corporate (excluding the registered Securityholder) you are appointing as your proxy.

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 Luminus Systems Limited to be held at The Naval and Military Club, Monash Room, 27 Little Collins Street, Melbourne VIC on Friday 23 May 2008 at 11.00am and at any adjournment of that meeting.

Voting directions to your proxy - please mark



to indicate your directions

Item 1 Re-election of Mr Gary Mueller as a Director

Item 2 Adoption of the Remuneration Report

For	Against	Abstain*
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

In addition to the intention advised above, the Chairman of the Meeting intends to vote undirected proxies in favour of each of the other items of business.

* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

Appointing a second Proxy

I/We wish to appoint a second proxy



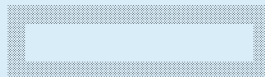
Mark with an 'X' if you wish to appoint a second proxy.

AND



%

OR

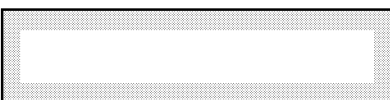


State the percentage of your voting rights or the number of securities for this Proxy Form.

PLEASE SIGN HERE

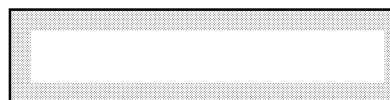
This section *must* be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Securityholder 1



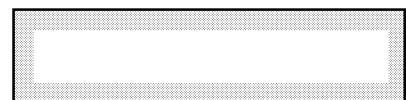
Individual/Sole Director and
 Sole Company Secretary

Securityholder 2



Director

Securityholder 3



Director/Company Secretary

In addition to signing the Proxy Form in the above box(es) please provide the information below in case we need to contact you.

Contact Name

Contact Daytime Telephone

Date

/ /



How to complete the Proxy Form

1 Your Address

This is your address as it appears on the company's Share register. If this information is incorrect, please mark the box and make the correction on the form. Securityholders sponsored by a broker (in which case your reference number overleaf will commence with an 'x') should advise your broker of any changes. **Please note, you cannot change ownership of your securities using this form.**

2 Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box. If the individual or body corporate you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the full name of that individual or body corporate in the space provided. 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. Do not write the name of the issuer company or the registered securityholder in the space.

3 Votes on 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 or boxes. 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.

4 Appointment of a Second Proxy

You are entitled to appoint up to two 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.

5 Signing Instructions

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

- Individual: where the holding is in one name, the holder must sign.
- Joint Holding: where the holding is in more than one name, all of the securityholders should 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 indicate the office held by signing in the appropriate place.

If a representative of a corporate Securityholder or proxy is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the company's Share registry or at www.computershare.com.

Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below no later than 48 hours before the commencement of the meeting at 11.00am on Friday 23 May 2008. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Documents may be lodged using the reply paid envelope or:

IN PERSON Share Registry - Computershare Investor Services Pty Limited, Yarra Falls, 452 Johnston Street, Abbotsford VIC 3067 Australia
BY MAIL Share Registry - Computershare Investor Services Pty Limited, GPO Box 242, Melbourne VIC 3001 Australia
BY FAX 61 3 9473 2555