



Adacel Technologies Limited
ABN 15 079 672 281
240 Bay Street
Brighton, Victoria 3186
Australia
t. +61 3 8530 7777
f. +61 3 9596 2960

ASX ANNOUNCEMENT

8 October 2007

Company Announcements Office
Australian Stock Exchange

The following announcement is issued by the company for release to the market.

ADACEL 2007 AGM NOTICES

Adacel's 2007 Annual General Meeting is to be held at 11:00AM on Thursday 15 November 2007 at Deacons, Level 15, 485 Bourke Street, Melbourne, Victoria.

Attached are the Notice of Meeting and Proxy Form being mailed to shareholders.

Adacel Technologies Limited

Mike Woodgate
Company Secretary

NOTICE OF ANNUAL GENERAL MEETING

ADACEL TECHNOLOGIES LIMITED

ABN 15 079 672 281



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Registered Office:

240 Bay Street

Brighton, Victoria 3186

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NOTICE is given that the 2007 Annual General Meeting of **ADACEL TECHNOLOGIES LIMITED (Company)** will be held at 11.00 am on Thursday 15 November 2007 at Deacons, Level 15, RACV Tower, 485 Bourke Street, Melbourne, Victoria.

BUSINESS

Item 1. Accounts and Reports

To receive and consider the annual financial report of the Company and the reports of the directors and auditor for the year ended 30 June 2007.

Item 2. Remuneration Report

To adopt the remuneration report of the Company for the year ended 30 June 2007.

The remuneration report, which forms part of the directors' report, is set out in pages 5 to 15 of the Adacel 2007 Annual Report (Financial Report, Directors' Report, Auditor's Report & Additional Information). Please note that the vote on the remuneration report is advisory only and does not bind the directors or the Company.

Item 3. To Elect Directors

Mr K Courtney retires from office in accordance with the Company's constitution and, being eligible, offers himself for re-election.

Information about Mr K Courtney is set out on page 6 of the Adacel 2007 Annual Report.

Item 4. Other Business

To transact any other business which under the Company's constitution or the Corporations Act 2001 ought to be transacted at an annual general meeting.

Specified time for determining attendance and voting entitlements

The Company has determined in accordance with regulation 7.11.37 of the Corporations Regulations 2001 that, for the purpose of voting at the annual general meeting, shares will be taken to be held by those persons who hold them at 7.00 pm (Melbourne time) on 13 November 2007. Accordingly, transactions registered after that time will be disregarded in determining shareholders entitled to attend and vote at the annual general meeting.

Accessing Adacel 2007 Annual Report online

The Adacel 2007 Annual Report which includes the financial report and the directors' and auditor's reports is accessible on Adacel's web site at www.adacel.com/investors/annrepts.htm.

By Order of the Board

A handwritten signature in black ink, appearing to read "Mike Woodgate", is written over a faint, illegible printed name.

Mike Woodgate
Secretary
5 October 2006

INFORMATION ON PROXIES

You can vote at the annual general meeting by either:

- attending the meeting in person; or
- appointing a proxy, attorney or duly appointed representative to vote on your behalf.

When completing a proxy, the following should be noted:

- A shareholder of the Company entitled to attend and vote at the annual general meeting is entitled to appoint a proxy. Shareholders can appoint a body corporate as well as an individual as their proxy.
- A proxy need not be a shareholder of the Company.
- A shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If a shareholder appoints 2 proxies and the appointment does not specify the proportion or number of the shareholder's votes each proxy may exercise, each proxy may exercise one-half of the votes (disregarding fractions).
- The form of proxy must be signed by the appointor or his or her attorney duly authorised in writing, or if the appointor is a body corporate, either under its common seal or under the hand of an officer or duly authorised attorney or representative. In addition, if the appointor is a company, the form of proxy may be signed by 2 directors, or a director and a company secretary or, in the case of a proprietary company that has a sole director that is also the sole company secretary, by that director.
- To be valid, the form appointing the proxy and the power of attorney or other authority (if any) under which it is signed or proof of the power or authority to the satisfaction of the directors of the Company must be lodged, or received by fax, at least 24 hours prior to the meeting at which the proxy proposes to vote at Computershare Investor Services Pty Ltd, GPO Box 242 Melbourne Victoria 3001 Fax (03) 9473 2555 or at the registered office of the Company at 240 Bay Street, Brighton, Victoria, 3186.

A form of proxy accompanies this Notice of Annual General Meeting. Additional proxy forms may be obtained from the Company or its share registrar, Computershare Investor Services Pty Ltd.

BODIES CORPORATE

A body corporate may appoint an individual as a representative to exercise all or any of the powers the body corporate may exercise at meetings of shareholders of the Company or in the capacity of a shareholder's proxy. The appointment may be a standing one. Unless otherwise specified in the appointment, the representative may exercise, on the body corporate's behalf, all of the powers that the body could exercise at a meeting or in voting on a resolution.

QUESTIONS AND COMMENTS BY SHAREHOLDERS AT ANNUAL GENERAL MEETING

A reasonable opportunity will be given to shareholders as a whole at the annual general meeting to ask questions about or make comments on the remuneration report or the management of the Company and to ask the auditor or the auditor's representative 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.



Adacel Technologies Limited
ABN 15 079 672 281

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
GPO Box 242 Melbourne
Victoria 3001 Australia
Enquiries (within Australia) 1300 850 505
(outside Australia) 61 3 9415 4000
Facsimile 61 3 9473 2555
www.computershare.com

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



Securityholder Reference Number (SRN)



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Appointment of Proxy

I/We being a member/s of Adacel Technologies 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 Adacel Technologies Limited to be held at Deacons, Level 15, RACV Tower, 485 Bourke Street, Melbourne, Victoria on Thursday, 15 November 2007 at 11.00am and at any adjournment of that meeting.

Voting directions to your proxy - please mark to indicate your directions

Item 2 Adopt the remuneration report of the Company for the year ended 30 June 2007.

Item 3 Re-elect Mr K Courtney as a Director

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

* 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

/ /

A D A

1 P R

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How to complete this 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 not be counted.

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. However, any one of the joint securityholders may vote either personally or by proxy in respect of the securityholding as if that person were solely entitled to the securityholding but if more than one of the joint holders are present at the meeting personally or by proxy, the one present whose name stands first in the register of members in respect of the holding is alone entitled to vote in respect of that holding.

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 24 hours before the commencement of the meeting at 11.00am on Thursday, 15 November 2007. 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	Registered Office - 240 Bay Street Brighton VIC 3186 Australia Share Registry - Computershare Investor Services Pty Limited, Yarra Falls, 452 Johnston Street, Abbotsford VIC 3067 Australia
BY MAIL	Registered Office - 240 Bay Street Brighton VIC 3186 Australia Share Registry - Computershare Investor Services Pty Limited, GPO Box 242, Melbourne VIC 3001 Australia
BY FAX	61 3 9473 2555