



24th September, 2007

Dear Fellow Shareholder,

On behalf of the Board of Directors, I am pleased to invite you to attend the 2007 Annual General Meeting of Wellcom Group Limited to be held on Thursday the 25th October, 2007 at 10.30am in the ANZ Pavilion of the Victorian Arts Centre, 100 St Kilda Road, Melbourne.

If you are unable to attend the meeting, I would encourage you to vote using the enclosed proxy form. The explanatory note enclosed includes the Board's recommendation in relation to each resolution and an explanation of how I, as Chairman of the meeting, intend to vote in relation to any open proxies.

The timetable for the meeting is as follows:

10.00am	Registration opens
10.30am	Official opening of the meeting and Chairman's Report Agenda items as per attached notice of meeting

On behalf of the Board of Directors, I would like to thank you for your continued support of Wellcom Group Limited.

Yours sincerely

A handwritten signature in black ink, appearing to read "Wayne Sidwell".

Wayne Sidwell
Executive Chairman

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Wellcom Group Limited
ACN 114 312 542
Notice of Annual General Meeting

Notice is hereby given that the 2007 Annual General Meeting of Wellcom Group Limited (ACN 114 312 542) ('Company') will be held at the time and location, and to conduct the business, specified below:

Date: 25th October, 2007
Time: 10.30am
Location: ANZ Pavilion, Victorian Arts Centre, 100 St Kilda Road, Melbourne Victoria

Registration commences at 10.00am.

Business

The following business will be conducted:

1 Financial Statements and Reports

To receive and consider the reports of the Directors and the Auditor and the financial statements for the year ended 30 June 2007 for the Company and its controlled entities.

(Refer to the Explanatory Statement annexed for further details).

2 Election of Directors

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

Resolution 1

“That Mr Kerry Smith who, in accordance with clause 12.11 of the Constitution of the Company, retires from office and, being eligible, offers himself for re-election, be re-elected a Director of the Company.”

(Refer to the Explanatory Statement annexed for further details).

3 Remuneration Report

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

Resolution 2

“That the Remuneration Report for the financial year ended 30 June 2007 be adopted.”

(Refer to the Explanatory Statement annexed for further details).

Please note the vote on this resolution is advisory only and does not bind the Directors or the Company.

By order of the Board of Directors



Wayne Sidwell
Chief Executive Officer

24th September, 2007

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NOTES

The Explanatory Statement forms part of this Notice of Annual General Meeting and should be read in conjunction with it.

VOTING ENTITLEMENTS

Pursuant to regulation 7.11.37 of the *Corporations Regulations*, the Board has determined that, for the purpose of voting at the meeting, members are those persons who are the registered holders of shares at 10.30am on 25th October, 2007.

PROXIES

In accordance with section 249L of the *Corporations Act 2001*.

A member who is entitled to attend and vote at the Annual General Meeting may appoint a proxy. A proxy can be either an individual or a body corporate.

Should you appoint a body corporate as your proxy, that body corporate will need to ensure that it:

- appoints an individual as its corporate representative to exercise its powers at meetings, in accordance with section 250D of the *Corporations Act 2001* (Cth); and
- provides satisfactory evidence of the appointment of its corporate representative prior to commencement of the meeting.

If satisfactory evidence of appointment as corporate representative is not received before the meeting, then the body corporate (through its representative) will not be permitted to act as your proxy;

If a shareholder is entitled to cast two or more votes they may appoint two proxies and may specify the percentage of votes each proxy is appointed to exercise. If the proxy appointments do not specify the proportion of the member's voting rights that each proxy may exercise, each proxy may exercise half of the member's votes. A proxy need not be member.

To be effective, the proxy form (and, if the appointment is signed by the appointer's attorney, the authority under which it was signed or a certified copy of the authority) must be received by the Company's share registry, Link Market Services Limited, no later than 48 hours prior to the commencement of the annual general meeting.

The completed proxy form may be:

Mailed/delivered to the Company's share registry, Link Market Services Limited at:

Street Address:	Level 12, 680 George Street Sydney NSW 2000	Postal Address:	Locked Bag A14 Sydney South NSW 1235
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Faxed to Link Market Services Limited on Fax: +61 (02) 9287 0309

CORPORATE REPRESENTATIVES

A corporation may elect to appoint an individual to act as its representative in accordance with section 250D of the *Corporations Act 2001* (Cth) in which case the Company will require a Certificate of Appointment of Corporate Representative executed in accordance with the *Corporations Act 2001* (Cth). The Certificate must be lodged with the Company before the meeting or at the registration desk on the day of the meeting. The Company will retain the certificate.

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EXPLANATORY STATEMENT

Introduction

This Explanatory Memorandum has been prepared for the shareholders of Wellcom Group Limited (**Company**) to provide information about the items of business to be considered at the Annual General Meeting of shareholders to be held on the 25th October, 2007.

All of the resolutions to be voted on are ordinary resolutions. Ordinary resolutions require a simple majority of votes cast by shareholders entitled to vote on the resolution.

ITEM 1 – Financial Statements and Reports

As required by section 317 of the *Corporations Act 2001 (Cth)* (**Act**), the annual accounts of the Company and the associated reports of the Directors and the Auditor for the most recent financial year will be laid before the meeting.

No resolution is required for this item, but shareholders will be given the opportunity to ask questions and to make comments on all aspects of the accounts and reports.

ITEM 2 – Election of Directors

Resolution 1 - Mr Kerry Smith

This resolution seeks approval for the re-election of Kerry Smith, a Director who is retiring by rotation under clause 12.11 of the Company's Constitution. This clause states that at each Annual General Meeting one third of directors (or the number nearest one third, if their number is not three or a multiple of three) must retire from office. Mr Smith was appointed to the Board on 16th March, 2006. He is eligible for election under clause 12.13 and offers himself for re-election as Director of Wellcom Group Limited.

Mr Kerry Smith

Age: 53 years

Occupation: Company Director

Academic and professional qualifications: B.Ec [Sydney University] ACA [1979]

Business Experience:

Kerry's has over 25 years experience in business with previous appointments including Managing Director of merchant banking group Schroders Australia, Director of Marketing Services for Chiat Day Mojo and Director of Financial Accounting for Macquarie Bank.

The Board recommends voting in favour of this resolution. The Chairman of the meeting will be voting any open proxies in favour of this resolution.

ITEM 3 – Remuneration Report

Resolution 2 – Remuneration Report

A resolution for adoption of the Remuneration Report is required to be considered and voted on in accordance with section 250R of the Act.

The Remuneration Report forms part of the Directors Report for the financial year ended 30 June 2007. It details the Company's policy on the remuneration of Non-Executive Directors, executive Directors and senior executives and contains the information required by section 300A of the Act and accounting standard AASB 1046. A copy of the Report is set out in the Full Annual Report and is also available on the Company's website at www.wellcom.com.au.

Section 250R (3) of the Act provides that the vote on the adoption of the Remuneration Report resolution is advisory only and does not bind the Directors or the Company. However, the Board will take the outcome of the vote into consideration when reviewing the remuneration practices and policies of the Company.

Shareholders will be given the opportunity to ask questions and to make comments on the Remuneration Report.

The Directors unanimously recommend voting in favour of this resolution.

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APPOINTMENT OF PROXY

If you would like to attend and vote at the Annual General Meeting, please bring this form with you. This will assist in registering your attendance.



X99999999999

I/We being a member(s) of Wellcom Group Limited and entitled to attend and vote hereby appoint

A the **Chairman of the Meeting** (mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy

or failing the person/body corporate named, or if no person/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 instructions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of the Company to be held at 10:30am on Thursday, 25 October 2007, at ANZ Pavilion, Victorian Arts Centre, 100 St Kilda Road, Melbourne, Victoria and at any adjournment of that meeting.

Where more than one proxy is to be appointed or where voting intentions cannot be adequately expressed using this form an additional form of proxy is available on request from the share registry. Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the meeting. The Chairman of the Meeting intends to vote undirected proxies in favour of all items of business.

B To direct your proxy how to vote on any resolution please insert in the appropriate box below.

Resolution 1

To Re-elect Mr Kerry Smith as a Director

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

Resolution 2

To Adopt the Remuneration Report for the Financial Year ended 30 June 2007 (Note: the vote on this resolution is advisory only and does not bind the Directors or the Company)

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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* 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.

C SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED

Securityholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Securityholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Securityholder 3 (Individual)

Director

This form should be signed by the securityholder. If a joint holding, either securityholder may sign. If signed by the securityholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the securityholder's constitution and the *Corporations Act 2001* (Cwth).

Link Market Services Limited advises that Chapter 2C of the *Corporations Act 2001* requires information about you as a securityholder (including your name, address and details of the securities you hold) to be included in the public register of the entity in which you hold securities. Information is collected to administer your securityholding and if some or all of the information is not collected then it might not be possible to administer your securityholding. Your personal information may be disclosed to the entity in which you hold securities. You can obtain access to your personal information by contacting us at the address or telephone number shown on this form. Our privacy policy is available on our website (www.linkmarketservices.com.au).



How to complete this Proxy Form

1 Your Name and Address

This is your name and address as it appears on the company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

2 Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in section A. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person in section A. 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 shareholder of the company. A proxy may be an individual or a body corporate.

3 Votes on Items of Business

You should direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares 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 shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, 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 persons as 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) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares 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.
- (b) return both forms together.

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, either securityholder may sign.

Power of Attorney: to sign under Power of Attorney, you must have already lodged the Power of Attorney 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 the corporation 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.

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 by 10:30am on Tuesday, 23 October 2007, being not later than 48 hours before the commencement of the meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the reply paid envelope or:

- by posting, delivery or facsimile to Wellcom Group Limited's share registry as follows:
Wellcom Group Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Facsimile: (02) 9287 0309
- delivering it to Level 12, 680 George Street, Sydney NSW 2000.