

Wellcom Group Limited

ACN 114 312 542

Notice of Annual General Meeting

Notice is hereby given that the 2008 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 30th October, 2008
Time 10.30am
Location Hilton On The Park, 192 Wellington Parade, East 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 2008 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 Charles Anzarut 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 2008 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 2008

For personal use only

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 2001 (Cth)*, 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 7.00pm on 28th October, 2008.

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

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.

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 30th October, 2008.

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 Charles Anzarut

This resolution seeks approval for the re-election of Charles Anzarut, 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 Anzarut was appointed to the Board on 17th May, 2005. He is eligible for election under clause 12.13 and offers himself for reelection as Director of Wellcom Group Limited.

Mr Charles Arthur Anzarut

Age: 52 years

Occupation: Lawyer

Academic and professional qualifications: LLB, MBA [University of Melbourne]

Business Experience:

Charles was a partner at Phillips Fox Lawyers from 1993-2005. In September 2005 he founded Anzarut & Partners. Charles specializes in corporate and commercial law and has practiced for over 20 years.

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 2008. 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.