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Fone Zone Group Limited

ACN: 113 178 519

**Computershare**

**All Correspondence to:**  
Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia  
Enquiries (within Australia) 1300 552 270  
(outside Australia) 61 3 9415 4000  
Facsimile 61 7 3237 2152  
[web.queries@computershare.com.au](mailto:web.queries@computershare.com.au)  
[www.computershare.com](http://www.computershare.com)

Dear Shareholder

**FONE ZONE SPECIAL GENERAL MEETING MARCH 2008**

On behalf of the Board of Directors, I invite you to attend a Special General Meeting of Fone Zone Shareholders to be held in the Training Room, Fone Zone Group Limited, **67 Links Avenue North**, Eagle Farm, Brisbane on **Monday 31 March 2008**, commencing at 10.00am.

Please refer to the map on the back of this letter for directions to Fone Zone's office.

The attached Notice of Meeting sets out the business to be dealt with at the meeting.

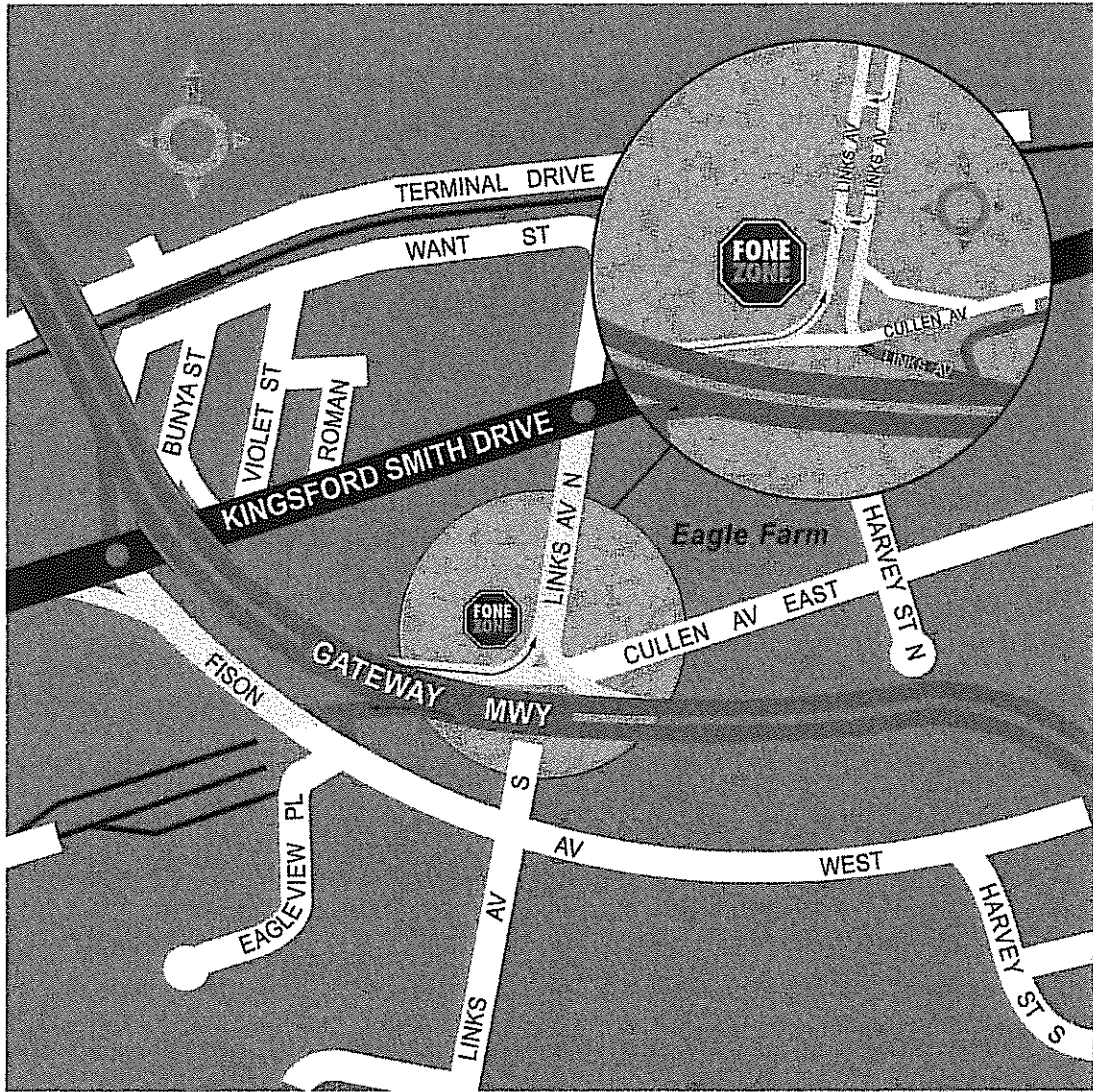
If you plan to attend the meeting, please bring the enclosed proxy form with you to speed your registration for entry. If you are unable to attend the meeting, I encourage you to exercise your vote through a proxy.

A proxy form is enclosed, and instructions on how to appoint a proxy are on the front of the form. Proxy forms must be received by 10.00am Brisbane time on Saturday 29 March 2008 to be valid for the meeting.

If you have not previously requested us to directly credit dividends to your bank, building society, or credit union account, a form for this purpose is enclosed. Fone Zone pays dividends to our Australian Shareholders by direct credit only, so I encourage you to complete and return this form.

Sincerely

T B Finn AO  
Chairman  
27 February 2008



# FONE ZONE GROUP LIMITED

ACN 113 178 519

Registered Office: 67 Links Avenue North,  
Eagle Farm, Queensland, 4009

## NOTICE OF GENERAL MEETING

Notice is hereby given that a General Meeting of the Shareholders of Fone Zone Group Limited will be held on Monday 31 March 2008 in the Training Room, Fone Zone Group Limited, 67 Links Avenue North, Eagle Farm, Brisbane at 10.00am.

### BUSINESS

#### 1. Approval of Change of Name

To consider and, if thought fit, pass the following as a Special Resolution in accordance with section 157 of the Corporations Act 2001:

*That the Company's name be changed to 'Vita Group Limited'.*

Please refer to the Explanatory Note.

#### 2. Approval of Issue of Shares

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

*That for the purposes of Listing Rule 7.4 of the Listing Rules of ASX Limited, approval is given to the Issue of 16,100,000 fully-paid Ordinary Shares in the Company to the Vendors of Next Byte Holdings Pty Ltd on 5 September 2007.*

Please refer to the Explanatory Note.

By order of the Board



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W L te Kloot  
Company Secretary

27 February 2008

## EXPLANATORY NOTES

### 1. Approval of Change of Name

From 1995 to 2007, Fone Zone grew to become Australia's largest mobile communication specialist, and Telstra's largest Premium Dealer. In 2007, Fone Zone acquired Next Byte Holdings Pty Ltd, Australia's largest specialist retailer of Apple and Apple-related products and services.

Fone Zone intends to diversify further, both organically and through acquisitions, within retail related services, and possibly off shore.

Fone Zone currently has three major brands – Fone Zone and One Zero for mobile communications and Next Byte for Apple products – and may acquire additional brands in the future. As each brand is an important component of the Fone Zone Group, it is no longer appropriate that the Group should bear the name of just one of its brands.

The Directors have therefore agreed that the name of the Group should be changed to a name more reflective of the Group's aspirations as a whole, and not based on any of its market brands.

'Vita' (pronounced 'Veeta') is Latin for 'way of life' and reflects the lifestyle choices available in the products marketed by the group. The Directors have therefore selected 'Vita Group Limited' as an appropriate name for the Company as it grows and diversifies in the future.

Section 157 of the Corporations Act 2001 requires that the Company pass a Special Resolution adopting the new name.

The Directors recommend you vote in favour of Resolution 1.

### 2. Approval of Issue of Shares

In September 2007, the Company issued shares as part payment for Next Byte. Under the terms of Listing Rule 7.1 it is precluded from making a similar issue of shares for 12 months from that date, unless the issue to the Next Byte vendors is approved by Shareholders.

The details of the issue are set out in the following table:

Date of Issue	No. of Shares Issued	Issue Price	Terms of Shares Issued	Allottee/Basis of Allottee Determination	Use of funds Raised
5/9/2007	16,100,000	\$0.65 per Share	Fully-paid Ordinary Shares. 35% under escrow until 5/9/2008, and 65% under escrow until 5/9/2009	Vendors of Next Byte Holdings Pty Ltd	To partially fund the acquisition of Next Byte Holdings Pty Ltd for a total consideration of \$31.292 million.

In general terms, Listing Rule 7.1 of the ASX Listing Rules imposes a limit on the number of shares that can be issued by the Company, without approval of Shareholders or ASX waiver, in any twelve month period. The limit is 15% of the Company's issued capital. However, the Company is permitted to issue shares in excess of the 15% limit if those shares are issued in reliance on an exception to listing Rule 7.1, or the issue is approved by Shareholders, or an ASX waiver is obtained.

Listing Rule 7.4 enables Shareholders to subsequently approve the issue of shares for the purposes of Listing Rule 7.1.

The effect of approval by Shareholders of Resolution 2 will be that the shares set out in the table above will not count toward the 15% limit. A further consequence of approval is that the shares issued will increase the number of shares from which the 15% limit is calculated.

The Directors do not currently have any specific intention to make an issue of shares which would result in the issue of shares totalling more than 15% of the issued capital of the Company in the twelve month period to 5 September 2008. However, the Directors consider that it is appropriate and prudent for approval to be sought at the Meeting, as this approval will enhance the Company's flexibility to finance by the issue of shares any strategic transactions that might arise in this period, should the Directors consider that it is in the best interests of the Company to do so.

If approval is not given at the Meeting, the Company may need to incur the costs and delay of convening a special general meeting of the Company during the period up to 5 September 2008, if strategic transactions arise in this period and the Directors consider it in the best interests of the Company to issue shares which do not fall under an exception to the 15% limit.

The Directors recommend you vote in favour of Resolution 2.

## **ENTITLEMENT TO VOTE**

For the purposes of the meeting, shares will be taken to be held by the persons who are registered as Shareholders as at 10.00am Brisbane time on Saturday 29 March 2008.

## **VOTING EXCLUSION STATEMENT**

The Company will disregard any vote cast on Resolution 2 by any of the Vendors of Next Byte Holdings Pty Ltd, and by any of their associates.

However, the company will not disregard a vote cast on Resolution 2 if:

- (a) it is cast by a person as a proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- (b) it is cast by the Chairman of the meeting as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form to vote as the proxy decides.

## **PROXIES**

If you are a Shareholder entitled to attend and vote, you are entitled to appoint one or two proxies. Where two proxies are appointed, you may specify the number or proportion of votes that each may exercise, failing which each may exercise half of the votes. A proxy need not be a Shareholder of the company.

If you want to appoint one proxy, you can use the form provided. If you want to appoint two proxies, please follow the instructions on the front of the proxy form.

# FONE ZONE GROUP LIMITED

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ACN 113 178 519

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The Company's Constitution provides that, on a show of hands, every person present and qualified to vote shall have one vote. If you appoint one proxy, that proxy may vote on a show of hands, but if you appoint two proxies, neither proxy may vote on a show of hands.

If you appoint a proxy who is also a Shareholder or is also a proxy for another Shareholder, your directions may not be effective on a show of hands. Your directions will be effective if a poll is required and your proxy votes.

You may lodge a proxy online at Computershare's internet address below by following the instructions set out on the website. Shareholders who elected to receive their notice of meeting and proxy electronically will have received an e-mail with a link to the Computershare site. To be effective, the proxy form or electronic proxy appointment must be received by Computershare Investor Services Pty Limited at the address, facsimile number or internet address below, or by Fone Zone at its registered office, 67 Links Avenue North, Eagle Farm, Queensland, 4009 not later than 10.00 am Brisbane time on Saturday 29 March 2008.

## **WHERE TO LODGE A PROXY**

Fone Zone Group Limited share registry:

Computershare Investor Services Pty Limited  
Level 19, CPA Building  
307 Queen Street, Brisbane, 4000  
GPO Box 242, Melbourne Vic 3001

Facsimile +61 7 3237 2152

Lodge proxy electronically at:

[www.computershare.com/au/proxy/fzn](http://www.computershare.com/au/proxy/fzn)

email: [investor@fonezone.com.au](mailto:investor@fonezone.com.au)

You can arrange to receive Shareholder information electronically, or obtain a replacement or second proxy form, by contacting Computershare on 1300 552 270 (within Australia) or +61 3 9415 4000 (outside Australia) or go to [www.computershare.com.au](http://www.computershare.com.au) (Investor Centre).

## **ADMISSION TO MEETING**

Shareholders who will be attending the Fone Zone General Meeting and who will not be appointing a proxy, are asked to bring the proxy form (if they have one) to the meeting to help speed admission.

Shareholders who do not plan to attend the meeting are encouraged to complete and return a proxy form or lodge a proxy online, for each of their holdings of Fone Zone shares.



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**TO VOTE ONLINE VISIT:**  
[www.computershare.com/au/proxy/fzn](http://www.computershare.com/au/proxy/fzn)

**TO LODGE A PROXY FORM:**  
Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia  
Facsimile 61 7 3237 2152

**FOR ALL ENQUIRIES CALL:**  
(within Australia) 1300 552 270  
(outside Australia) 61 3 9415 4000

 **FOR YOUR VOTE TO BE EFFECTIVE IT MUST BE RECEIVED BY 10.00AM (AEST), SATURDAY, 29 MARCH 2008**



TO CAST YOUR VOTES ONLINE, SIMPLY VISIT:  
**[www.computershare.com/au/proxy/fzn](http://www.computershare.com/au/proxy/fzn)**

- Cast your proxy vote
- Review and update your securityholding

**YOUR SECURE ONLINE ACCESS INFORMATION**

**SRN/HIN:**  
**POST CODE:**

FOR SECURITY REASONS IT IS  
IMPORTANT THAT YOU KEEP  
YOUR SRN/HIN CONFIDENTIAL.

**HOW TO COMPLETE THIS PROXY FORM** *Please read these notes prior to completion of the voting form.*

**VOTES ON ITEMS OF BUSINESS**

**Voting 100% of your holding.** You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your securities will be voted in accordance with such a direction. 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.

**Voting a portion of your holding.** You may 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. The sum of the votes cast on each item or the percentages for and against an item must not exceed your voting entitlement or 100%.

**A proxy need not be a securityholder of the Company.**

**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 appoint two proxies you must specify the proportion or number of votes each proxy may exercise, otherwise each proxy may exercise half of the votes. Fractions of votes will be disregarded. A separate Proxy Form should be used for each proxy. You can obtain additional forms by telephoning the company's share registry or you may copy this form. If you lodge two proxies please lodge both forms together.

**SIGNING INSTRUCTIONS**

**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 by telephoning the company's share registry or at [www.computershare.com](http://www.computershare.com).

**LODGEMENT OF A PROXY FORM.** This Form (and any Power of Attorney under which it is signed) must be received at an address given above no later than 48 hours before the commencement of the meeting at 10.00am (AEST), Monday, 31 March 2008. Any Proxy Form received after that time will not be valid for the scheduled meeting.

STEP 1 APPOINT A PROXY TO VOTE ON YOUR BEHALF

I/We being a member/s of Fone Zone Group Limited hereby appoint

the Chairman of the Meeting

OR



Please leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

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 General Meeting of Fone Zone Group Limited to be held at the Training Room, Fone Zone Group Limited, 67 Links Avenue North, Eagle Farm, Brisbane on Monday, 31 March 2008 at 10.00am (AEST) and at any adjournment of that meeting.

STEP 2 ITEMS OF BUSINESS

PLEASE NOTE: 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.

	For	Against	Abstain
1. Approval of Change of Name	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Approval of Issue of Shares	<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.

SIGN SIGNATURE OF SECURITYHOLDER(S) This section must be completed.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary



Change of name and/or address. If your name and/or address is incorrect, please mark this box and make the correction on this form. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes. Please note, you cannot change ownership of your securities using this form.



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Fone Zone Group Limited

ACN: 113 178 519

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All Correspondence to:  
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GPO Box 242 Melbourne  
Victoria 3001 Australia  
Enquiries (within Australia) 1300 552 270  
(outside Australia) 61 3 9415 4000  
Facsimile 61 7 3237 2152  
[web\\_queries@computershare.com.au](mailto:web_queries@computershare.com.au)  
[www.computershare.com](http://www.computershare.com)

Securityholder Reference Number (SRN)



## Direct Credit

Use a **black pen**.  
Print in **CAPITAL** letters  
inside the grey areas.

A	B	C
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1	2	3
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**A** Request for Direct Crediting of Dividends

BSB number (eg. 063000) Account number

Name in which account is held (eg. JOHN SMITH)

Name of Australian bank or financial institution

Name of branch or suburb or town Type of account (eg. cheque, savings, etc.)

**DO NOT USE YOUR CREDIT CARD NUMBER**  
If you are unsure of your BSB number or account number, please check with your bank, building society or credit union.

**B** Sign Here - This section must be signed for your instructions to be executed.

I/We authorise you to act in accordance with my/our instructions set out above. I/We acknowledge that these instructions supersede and have priority over all previous instructions relating to payments of dividends to which I/we am/are entitled to be paid in cash, but do not override any previous Dividend Reinvestment Plan instructions.

Individual or Securityholder 1 Securityholder 2 Securityholder 3

Director Director/Company Secretary Sole Director and Sole Company Secretary

Note: When signed under Power of Attorney, the attorney states that they have not received a notice of revocation. Computershare Investor Services Pty Limited needs to sight a certified copy of the Power of Attorney.

Date - Day Month Year

FP001

## How to complete this form

### **A** Request for Direct Crediting of Dividends

Complete this section to have your cash dividends paid directly into your nominated Australian bank, credit union or building society account. Until you advise otherwise, all future cash dividends will be paid into the nominated account.

**IMPORTANT: DO NOT USE THE NUMBER QUOTED ON YOUR CREDIT CARD**

If you do not complete this section or this form is incomplete, unsigned or invalid in any other way, you will not receive your dividends until a valid form is received.

Neither the company nor the registry will be responsible for any delays in crediting dividends to your nominated account as a result of transaction procedures or errors by any financial institution.

This instruction only applies to the specific holding identified by the SRN/HIN and the name appearing on the front of this form.

### **B** Signature(s)

If you have chosen to have your cash dividends paid directly into your nominated Australian bank, credit union or building society account and you have completed Section A, you must sign this form as follows in the spaces provided:-

**Joint Holding:** where the holding is in more than one name, all of the securityholders must 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.

02/07/63 - V2

F P 0 0 1

F Z N

**Please return the completed form to:**

Computershare Investor Services Pty Limited  
GPO Box 2975  
Melbourne VIC 3001  
Australia

