



Vita Group Limited  
ACN: 113 178 519

Dear Shareholder

### VITA GROUP ANNUAL GENERAL MEETING 2008

On behalf of the Board of Directors, I invite you to attend Vita Group's Annual General Meeting to be held in the Charter Room, Brisbane Riverview Hotel, Cnr Kingsford Smith Drive and Hunt St, Hamilton, Brisbane on Thursday **6 November 2008**, commencing at 10.00am.

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

If you plan to attend the meeting, please bring the enclosed proxy form with you to speed your registration for entry to the AGM. 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 Tuesday 4 November 2008 to be valid for the meeting.

A Shareholders' Questions form is enclosed which may be completed and sent back to the Company before the meeting. Questions will be collated and during the meeting, I will endeavour to address as many of the more frequently asked questions as possible and, where appropriate, will give the representative of the auditor, Ernst & Young, the opportunity to answer questions submitted to the auditor. However, please note that there may not be sufficient time available at the meeting to address all questions.

As soon as practicable after the meeting, a summary of the questions and answers will be made available and posted on the Company's website under the Investor Relations section. Where it is not possible to address a question at the meeting, an individual response will be sent to the Shareholder who raised the question.

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

#### Board Matters

This will be my last AGM as Chairman of your Company, as I intend to retire from the Board at the end of the meeting. I would like to thank Shareholders for your support during my time as Chairman.

Subject to his re-election as a Director by Shareholders at the AGM, the Board has decided that Dick Simpson should take my place and I believe he will be a most capable Chairman. Dick has been a Director of the Company since 2005. His broad business experience includes extensive knowledge of Telecommunications and Information Technology, having been a senior executive in both Optus and Telstra, and IT companies, IBM and Unisys, two areas of great importance to the Vita Group.

Ms Melinda Snowden has recently joined the Board, and will be subject to re-election by Shareholders at the AGM. Melinda is currently a Director of Grant Samuel Debt Structuring & Advisory Pty Limited. She has advised companies on a variety of major financial transactions including capital raisings, mergers and acquisitions, and the preparation of Independent Expert reports. Melinda will bring this considerable experience to Vita Group and will be a valuable member of the Board.

I hope to see you at the AGM.

Sincerely

T B Finn AO  
Chairman  
6 October 2008

# VITA GROUP LIMITED

ACN 113 178 519

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

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the Shareholders of Vita Group Limited will be held on Thursday 6 November 2008 in the Charter Room, Brisbane Riverview Hotel, Cnr Kingsford Smith Drive and Hunt St, Hamilton, Brisbane at 10.00am.

### **BUSINESS**

#### **1. Financial Statements and Reports**

To receive and consider the Financial Statements and the Reports of the Directors and the Auditor for the financial year ended 30 June 2008.

#### **2. Re-election of Directors who retire by Rotation**

##### **Resolution 1 – Re-election of Mr Dick Simpson**

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

*That Mr Richard A Simpson, a Non-Executive Director retiring by rotation in accordance with Clause 59 of the Company's Constitution, being eligible, be re-elected as a Non-Executive Director of the Company.*

#### **3. Re-election of Director appointed since the last AGM**

##### **Resolution 2 – Re-election of Ms Melinda Snowden**

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

*That Ms Melinda F Snowden, a Non-Executive Director who was appointed on 25 September 2008 by the Directors, and who is retiring in accordance with Clause 58 of the Company's Constitution, being eligible, be re-elected as a Non-Executive Director of the Company.*

#### **4. Remuneration Report**

##### **Resolution 3 – Adoption of Remuneration Report**

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

*That the Remuneration Report contained in the Company's 2008 Annual Report in respect of the financial year ended 30 June 2008, be adopted.*

**(This resolution is advisory only and does not bind the Directors or the Company)**

**5. Appointment of Auditor**

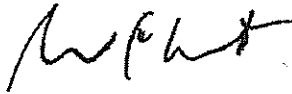
**Resolution 4 – Appointment of Auditor**

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

*That PricewaterhouseCoopers be appointed as auditor of Vita Group Limited with such appointment to take effect at the conclusion of the meeting.*

Please refer to the Explanatory Note

By order of the Board



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W L te Kloot  
Company Secretary

6 October 2008

**EXPLANATORY NOTES****1. Financial Statements and Reports**

The Financial Statements and Reports are included in the Vita Group Limited Annual Report for 2008 which has been made available to Shareholders and can be found on the Company's website (<http://www.vitagroup.com.au/annualreport>). Shareholders will be given a reasonable opportunity at the meeting to ask questions and make comments on these reports and on the business, operations, financial position, management, and prospects of the Company. The Company's external auditor, Ernst & Young, will be in attendance to respond to questions in relation to the conduct of the audit and the preparation and content of the Auditor's Report.

There is no requirement for the Financial Statements and these Reports to be formally approved by Shareholders.

**2. Re-election of Directors who retire by Rotation**

Clause 59 of the Company's Constitution provides that at each AGM, at least one third of the total Directors of the Company (excluding the Managing Director) must retire from office. The Directors to retire are those who have spent the longest time in office. Each retiring Director is eligible for re-election in accordance with ASX Listing Rules and the Company's Constitution.

At this AGM, Mr Brian Finn and Mr Dick Simpson are retiring from office. Mr Simpson is seeking re-election. His details are:

**Richard A Simpson  
Independent Non-Executive Director**

Dick was formerly President International for Telstra, based in Hong Kong. In this role he was Chairman of CSL (the leading Hong Kong mobile operator), TelstraClear in New Zealand, and REACH (Asia's largest international communications carrier). He was CEO of REACH from 2003 to 2005, and then retired to Australia.

Dick started his career in IT, spending 20 years with IBM and then Unisys, in Australia as well as the USA. He then joined Optus and subsequently Telstra, where he was Group Managing Director, Mobiles in Australia, before moving to Telstra's international operations in Hong Kong.

Dick became a Director of Vita Group in September 2005, and is Chairman of the Remuneration & Nomination Committee. He is a Director of Chevalier College in Bowral.

The Directors (excluding Mr Simpson) recommend that Shareholders vote in favour of Resolution 1.

**3. Re-election of Director appointed since the last AGM**

Clause 58 of the Company's Constitution provides that a Director appointed since the last AGM, will hold office until the end of the next Annual General Meeting of the Company, at which the Director may be re-elected

Ms Melinda Snowden was appointed to fill a casual vacancy on 25 September 2008, and she holds office until the end of this meeting. Ms Snowden is seeking re-election. Her details are:

**Melinda F Snowden  
Independent Non-Executive Director**

Melinda is an investment banker with over 14 years experience, advising companies on a variety of major financial transactions including capital raisings, mergers and acquisitions, and the preparation of Independent Expert reports. She is a director of Grant Samuel Debt Structuring & Advisory Pty Limited.

Prior to joining Grant Samuel, Melinda held corporate finance roles with Merrill Lynch and Goldman Sachs in Australia and New York and worked on numerous strategic advisory and financing assignments. She was also a solicitor with the corporate division of Freehills between 1991 and 1994.

Melinda's qualifications include a Bachelor of Economics and Law (University of Sydney), and she is an Associate of the Australian Institute of Company Directors and a Fellow of FINSIA.

The Directors (excluding Ms Snowden) recommend that Shareholders vote in favour of Resolution 2.

**4. Remuneration Report**

The Remuneration Report is included in the Company's Annual Report. It sets out the Board's remuneration policies, and the remuneration of Directors and Key Managers for the financial year.

Shareholders will be given a reasonable opportunity at the meeting to ask questions and make comments on the report.

The Resolution is advisory only and does not bind the Directors or the Company.

The Directors recommend that Shareholders vote in favour of Resolution 3.

**5. Appointment of Auditor**

Ernst & Young was Vita Group's Auditor at the time the company listed as Fone Zone Group Limited in November 2005, and has been Fone Zone's Auditor for eight years. During that time Ernst & Young has conducted the audit in a most effective and competent manner.

Vita Group's Audit, Compliance & Risk Committee regularly considers whether an audit tender process is required for the appointment of external Auditor. Following recent acquisitions by the group, and a recommendation by the Committee, the Board decided that an audit tender process was required.

A number of major accounting firms were asked to tender, and following a rigorous evaluation of the tenders received, the Board recommends the appointment of PricewaterhouseCoopers as Auditor for Vita Group.

Subject to Shareholder approval at the AGM, the appointment of PricewaterhouseCoopers will be effective for the 2008/09 financial year. If PricewaterhouseCoopers is appointed as Auditor, arrangements are in place to enable a smooth transition from Ernst & Young to PricewaterhouseCoopers.

In accordance with Section 328B(1) of the Corporations Act 2001, notice in writing nominating PricewaterhouseCoopers as Auditor has been given to Vita Group by a Shareholder. A copy of this notice is shown in Attachment A on page 7 of the Explanatory Notes.

Representatives of Ernst & Young and PricewaterhouseCoopers will be available at the AGM to respond to any Shareholder questions.

The Directors recommend that Shareholders vote in favour of Resolution 4.

### **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 7.00pm Brisbane time on Tuesday 4 November 2008.

### **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.

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 Vita Group at its registered office, 67 Links Avenue North, Eagle Farm, Queensland, 4009 not later than 10.00am Brisbane time on Tuesday 4 November 2008.

### **WHERE TO LODGE A PROXY**

Vita Group Limited share registry:

Computershare Investor Services Pty Limited  
Level 19, CPA Building  
307 Queen Street, Brisbane, 4000  
GPO Box 523, Brisbane Qld 4001  
*(Please use enclosed reply envelope)*

Facsimile +61 7 3237 2152

Lodge proxy electronically at:  
[www.investorvote.com.au](http://www.investorvote.com.au)

email: [investor@vitagroup.com.au](mailto:investor@vitagroup.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 Vita Group Annual 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 Vita Group shares.

### **SHAREHOLDER QUESTIONS**

Vita Group is offering a facility for Shareholders to submit written questions in advance of the meeting. To submit a written question, please complete and return the accompanying form, or submit the question online, in accordance with the instructions on the form.

The question must be received by the Company no later than Thursday 30 October 2008 (five business days before the meeting). Questions should relate to matters that are relevant to the business of the meeting as outlined in the Notice of Meeting.

Questions will be collated and, during the meeting, the Chairman will endeavour to address as many of the more frequently asked questions as possible and, where appropriate, will give the representative of the auditor, Ernst & Young, the opportunity to answer written questions submitted to the auditor. However, there may not be sufficient time available at the meeting to address all questions.

As soon as practicable after the meeting, a summary of the questions and answers will be made available and posted on the Company's website under the *Investor Relations* section, and where it is not possible to address a question at the meeting, an individual response will be sent to the Shareholder who raised the question.

**Attachment A**

The Secretary  
Vita Group Limited  
67 Links Avenue North  
Eagle Farm, Qld, 4009

22 September 2008

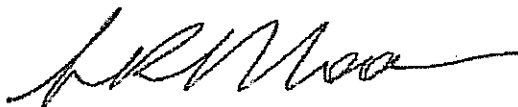
Dear Sir

**Nomination of Auditor**

Pursuant to Section 328B(1) of the Corporations Act 2001, I hereby nominate PricewaterhouseCoopers to be appointed as the Auditor of Vita Group Limited at the Annual General Meeting to be held on 6 November 2008.

I confirm that I am a Shareholder of Vita Group Limited.

Yours sincerely,

A handwritten signature in black ink, appearing to read 'Lee Moore', with a long horizontal flourish extending to the right.

Lee Moore





**Vita Group Limited**  
ACN: 113 178 519

000001 000 VTG  
MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

**Lodge your vote:**

**Online:**  
www.investorvote.com.au

**By Mail:**  
Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia

Alternatively you can fax your form to  
(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

**For all enquiries call:**  
(within Australia) 1300 552 270  
(outside Australia) +61 3 9415 4000

**Proxy Form**

|  |  |
|--|--|
| Vote online or view the annual report, 24 hours a day, 7 days a week:<br><b>www.investorvote.com.au</b>  |  |
| <input checked="" type="checkbox"/> Cast your proxy vote<br><br><input checked="" type="checkbox"/> Access the annual report<br><br><input checked="" type="checkbox"/> Review and update your securityholding | <b>Your secure access information is:</b><br>Control Number: 999999<br>SRN/HIN: I9999999999<br><b>PLEASE NOTE:</b> For security reasons it is important that you keep your SRN/HIN confidential. |

**For your vote to be effective it must be received by 10.00am Tuesday 4 November 2008**

**How to Vote on Items of Business**

All your securities will be voted in accordance with your directions.

**Appointment of Proxy**

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing 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 percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

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

**Signing Instructions for Postal Forms**

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, 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 sign in the appropriate place to indicate the office held.

**Attending the Meeting**

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.computershare.com.

**Comments & Questions:** If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,  
or turn over to complete the form** ➔

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

## Proxy Form

Please mark  to indicate your directions

### STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

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

the Chairman of the meeting **OR**



PLEASE NOTE: 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 Annual General Meeting of Vita Group Limited to be held in the Charter Room, Brisbane Riverview Hotel, Cnr Kingsford Smith Drive and Hunt Street, Hamilton, Brisbane, Queensland on Thursday, 6 November 2008 at 10.00am and at any adjournment of that meeting.

### STEP 2 Items of Business



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

|  | For                      | Against                  | Abstain                  |
|--|--------------------------|--------------------------|--------------------------|
| 1. Re-election of Mr Dick Simpson as a Director    | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. Re-election of Ms Melinda Snowden as a Director | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. Adoption of the Remuneration Report             | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. Appointment of Auditor                          | <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

Contact Name

\_\_\_\_\_

Contact Daytime Telephone

\_\_\_\_\_

Date / /

VTG

061108A

Computershare +



**Vita Group Limited**  
ACN: 113 178 519

All correspondence to:  
Computershare Investor Services Pty Limited  
GPO Box 242  
Melbourne VIC 3001

**Questions from Shareholders**

The Annual General Meeting (AGM) of Vita Group Limited will be held on Thursday 6 November 2008 at 10.00am. Shareholders are invited to register questions in advance of the AGM.

This form may also be used to submit a written question to the auditor if the question is relevant to the content of the auditor's report or the conduct of the audit of the financial report to be considered at the AGM.

During the AGM the chairman will endeavour to respond to as many of the more frequently asked questions as is practicable. Responses to the more frequently asked questions will be available on the Vita Group website after the AGM, and where it is not possible to address a question at the meeting, an individual response will be sent to the shareholder who raised the question.

Shareholders questions must be received by Thursday 30 October 2008. Please return the form to our Share Registry, Computershare Investor Services Pty Ltd, GPO Box 242, Melbourne Vic 3001 or by facsimile to 1800 783 447 or +61 3 9473 2555. The envelope provided for the return of your proxy form may also be used for this purpose. Alternatively, you may email your questions to [investor@vitagroup.com.au](mailto:investor@vitagroup.com.au). If emailing please include your name and securityholder reference number (SRN) or Holder Identification Number (HIN).

**Please tick the box to indicate if the question is directed to the Auditor or the Chairman**

| Question/s                        | Chairman                 | Auditor                  |
|-----------------------------------|--------------------------|--------------------------|
| 1.....<br>.....<br>.....<br>..... | <input type="checkbox"/> | <input type="checkbox"/> |
| 2.....<br>.....<br>.....<br>..... | <input type="checkbox"/> | <input type="checkbox"/> |
| 3.....<br>.....<br>.....<br>..... | <input type="checkbox"/> | <input type="checkbox"/> |
| 4.....<br>.....<br>.....<br>..... | <input type="checkbox"/> | <input type="checkbox"/> |