



Vita Group Limited
ACN: 113 178 519

Level 3, Vita Place
77 Hudson Road,
ALBION, QLD
AUSTRALIA, 4010

Dear Shareholder

VITA GROUP ANNUAL GENERAL MEETING 2009

On behalf of the Board of Directors, I invite you to attend Vita Group's Annual General Meeting to be held in the Clayfield Room, **Brisbane Riverview Hotel**, Cnr Kingsford Smith Drive and Hunt St, Hamilton, Brisbane on Thursday **19 November 2009**, 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. Instructions on how to appoint a proxy are on the front of the proxy form. Proxy forms must be received by 10.00am Brisbane time on Tuesday 17 November 2009 to be valid for the meeting.

I also encourage you to submit any questions you may have on matters of concern, or seeking clarification, prior to the meeting. A Shareholders' Questions form is enclosed which may be completed and sent back to the Company. The process for submitting questions and receiving responses is set out on the Question Form and in the Notice of Meeting.

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.

I hope to see you at the AGM.

Yours sincerely

Dick Simpson
Chairman
19 October 2009

VITA GROUP LIMITED

ACN 113 178 519

Registered Office: Level 3, Vita Place, 77 Hudson Road, Albion, Queensland, 4010

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 19 November 2009 in the Clayfield 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 2009.

2. Re-election of Directors who retire by Rotation

Resolution 1 – Re-election of Ms Maxine Horne

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

That Ms Maxine J Horne, an Executive Director retiring by rotation in accordance with Clause 59 of the Company's Constitution, being eligible, be re-elected as an Executive Director of the Company.

Resolution 2 – Re-election of Mr Neil Osborne

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

That Mr Neil A Osborne, 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. 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 2009 Annual Report in respect of the financial year ended 30 June 2009, be adopted.

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

By order of the Board



W L te Kloot
Company Secretary

19 October 2009

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

The Financial Statements and Reports are included in the Vita Group Limited Annual Report for 2009 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, PricewaterhouseCoopers, 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, Ms Maxine Horne and Mr Neil Osborne are retiring from office. Both Directors are seeking re-election. Their details are:

**Maxine J Horne
Executive Director and Joint CEO**

Maxine is Co-founder and Joint Chief Executive Officer of Vita Group. She is responsible for leading and managing Vita Group's operations, with a particular focus on the employees of Vita Group, customer service training, and career development, ensuring that Vita Group really is a great place to work. Maxine has also been instrumental in the integration of Vita Group's previous acquisitions.

Maxine has over 17 years' experience in the mobile communications industry in the United Kingdom and Australia. Maxine received the President's Award at the 2005 NSW ARA Awards for Excellence, and was named QBR Business Woman of the Year, Retail in 2006.

Having received an acknowledgement from Maxine Horne that she has sufficient time available to carry out the duties of a Director of Vita Group Limited, and having reviewed the performance of Maxine Horne as a Director, and the required mix of skills and experience required by the Board, the Directors (excluding Ms Horne) recommend that Shareholders vote in favour of Resolution 1.

**Neil A Osborne
Independent Non-Executive Director**

Neil was formerly a partner with the world's largest consulting and technology services firm, Accenture. He has over 18 years experience in the retail industry and has held a variety of senior executive positions with Myer Grace Bros and Coles Myer Ltd in corporate and operating brands across finance, supply chain, strategic planning and merchandise, including the positions of Myer Chief Operating Executive (CFO and Supply Chain) and CML Group General Manager, Retail Services.

Neil became a Director of Vita Group in June 2007, and is Chairman of the Audit, Compliance & Risk Committee, and a member of the Remuneration & Nomination Committee.

Neil is currently a Director of Colorado Group Limited (from February 2007), and a Director of Foodworks Ltd (from November 2006).

Having received an acknowledgement from Neil Osborne that he has sufficient time available to carry out the duties of a Director of Vita Group Limited, and having reviewed the performance of Neil Osborne as a Director, and the required mix of skills and experience required by the Board, the Directors (excluding Mr Osborne) recommend that Shareholders vote in favour of Resolution 2.

3. 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.

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 17 November 2009.

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, Level 3, Vita Place, 77 Hudson Road, Albion, Queensland, 4010 not later than 10.00am Brisbane time on Tuesday 17 November 2009.

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 242, Melbourne Vic 3001
(Please use enclosed reply envelope)

Facsimile (within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

Lodge proxy electronically at:
www.investorvote.com.au

email: 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 (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 encourages 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 12 November 2009 (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, PricewaterhouseCoopers, 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.



Vita Group Limited
ACN: 113 178 519

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 Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

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:

www.investorvote.com.au

- Cast your proxy vote
- Access the annual report
- Review and update your securityholding

Your secure access information is:

Control Number:

SRN/HIN:



PLEASE NOTE: 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 17 November 2009**

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 the form provided and return with this form.

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

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.

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

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 Clayfield Room, Brisbane Riverview Hotel, Cnr Kingsford Smith Drive and Hunt St, Hamilton, Brisbane, Queensland on Thursday, 19 November 2009 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 Ms Maxine Horne	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Re-election of Mr Neil Osborne	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Adoption of Remuneration Report	<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 ____ / ____ / ____



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 19 November 2009 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 12 November 2009. 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. 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.....	<input type="checkbox"/>	<input type="checkbox"/>
2.....	<input type="checkbox"/>	<input type="checkbox"/>
3.....	<input type="checkbox"/>	<input type="checkbox"/>
4.....	<input type="checkbox"/>	<input type="checkbox"/>