

SOFCOM LIMITED
ABN 88 087 482 602

NOTICE OF ANNUAL GENERAL MEETING

Sofcom Limited (**Company** or **Sofcom**) gives notice that the 2010 Annual General Meeting of the members of the Company will be held on 31st March 2011 commencing at 11.00am (AEST) at 171-177 Cherry Lane, North Laverton VIC 3026.

The Explanatory Statement which accompanies and forms part of this Notice of Meeting more fully describes the matters to be considered at the Annual General Meeting.

ORDINARY BUSINESS

Financial statements and reports

To receive and consider:

- the Financial Report;
- the Directors' Report; and
- the Auditor's Report,

of the Company for the financial year ended 30 June 2010.

To consider and, if thought fit, pass the following resolutions as ordinary resolutions:

1. Resolution 1 - Remuneration report

'That, the Remuneration Report as set out in the Annual Report for the financial year ended 30 June 2010 be adopted.'

Note: The vote on this resolution is advisory only and does not bind the Company or its directors.

2. Resolution 2 - Election of Mr Antonio D'Anna as a director

'That Mr Antonio D'Anna, a director appointed during the year to fill a casual vacancy and being eligible, is elected as a director of the Company.'

3. Resolution 3 - Election of Mr John Sitkie as a director

'That Mr John Sitkie, a director appointed to fill a casual vacancy and being eligible, is elected as a director of the Company.'


4. Resolution 4 - Election of Mr Manny Stamatopoulos as a director

'That Mr Manny Stamatopoulos, a director appointed to fill a casual vacancy and being eligible, is elected as a director of the Company.'

5. Resolution 5 - Re-election of Mr Paul Stebbing as a director

'That Mr Paul Stebbing, a director retiring in accordance with clause 5.2 of the Company's constitution and being eligible, is re-elected as a director of the Company.'

BY ORDER OF THE BOARD


Kristian Stebbing
Company Secretary
Date: 3rd March 2011

NOTES

These Notes form part of the Notice of Meeting.

Members entitled to attend and vote

The Directors have determined that, for the purpose of determining entitlements of members to attend and vote at the Annual General Meeting, the members are those persons who are registered as the holders of shares in the capital of the Company at 7.00pm (AEST) on 30th March 2011. Transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Annual General Meeting.

Appointment of proxies

- Each member entitled to vote at the Annual General Meeting may appoint a proxy to attend and vote at the Annual General Meeting.
- A member entitled to cast 2 or more votes may appoint up to 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes (disregarding fractions of votes).
- A proxy need not be a member of the Company and can be an individual or a body corporate.
- A member that is a body corporate or a body corporate appointed as a member's proxy may appoint a representative to exercise any of the powers the body may exercise as a member or proxy at the Annual General Meeting. The appointment by a member that is a body corporate may be a standing appointment.
- The representative should bring to the Annual General Meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless previously given to the Company.

Voting by proxy

- A proxy may decide whether to vote on any motion, except where the proxy is required by law or the Company's constitution to vote, or abstain from voting, in their capacity as proxy. If a proxy is directed how to vote on an item of business, the proxy may vote on that item only in accordance with that direction. If a proxy is not directed how to vote on an item of business, the proxy may vote as he or she thinks fit.
- If a member appoints the chairperson of the meeting as the member's proxy and does not specify how the chairperson is to vote on an item of business, the chairperson will vote, as proxy for that member, in favour of the item on a poll.

To vote by proxy:

- the signed and completed proxy appointment form (**enclosed** with this Notice); and
- if the proxy appointment is signed by the appointor's attorney – the authority under which the appointment was signed (e.g. a power of attorney) or a certified copy of it,

must be received by the Company at the address set out below by no later than 10:00am (AEST) on 30th March 2011. Proxy forms received after that time will not be valid for the scheduled Annual General Meeting.

By facsimile: +61 03 9397 6525.

By mail: Sofcom Ltd, 308 Kororoit Creek Rd, Williamston VIC 3016

Your proxy appointment form is enclosed.

Sofcom Limited

ACN 087 482 602

2010 AGM - PROXY FORM

I/We.....of.....

.....
being a member of Sofcom Limited hereby

appoint.....of.....

.....
in respect of 100% of my/our voting rights in the Company

or failing him/her or them, the Chairman of the meeting as my/our proxy or proxies to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on 31st March 2011 at 11am at 171-177 Cherry Lane, North Altona VIC 3026 at any adjournment thereof.

My/our proxy or proxies is/are directed to vote for each resolution as indicated by a tick placed in the column below or, if not so indicated, my/our proxy or proxies may vote or abstain from voting as he/she or they think fit.

	FOR	AGAINST	ABSTAIN
1 That the Remuneration Report as set out in the Annual Report for the financial year ended 30 June 2010 be adopted	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Election of Mr Antonio D'Anna as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Election of John Sitkie as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Election of Manny Stamatopolous as as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Re-election of Paul Stebbing as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please sign over

SIGNED by the member this day of2011

INDIVIDUALS TO SIGN

COMPANIES TO SIGN

Executed in accordance with the Company's Constitution

.....

.....
Director

.....
If a joint holding all shareholders must sign.

.....
Director/Secretary

If this form is being signed by an attorney the relevant power must have been previously exhibited to the Company or be attached hereto.

.....
Sole Director & Sole Secretary



NOTES:

This proxy form must reach the registered office of the Company, 308 Kororoit Creek Rd, Williamstown, Victoria 3016 by 10am on the 30th March 2011.

Please post to:

Sofcom Ltd
308 Kororoit Creek Rd
Williamstown VIC 3016

Any proxy form received after that time will be invalid.

You may fax your proxy form to the Registered Office on 03 9397 6525

A member entitled to attend and vote may appoint not more than two proxies. Where two proxies are appointed, each proxy holder should be appointed to represent a specific proportion of the member's voting rights. If no such proportion is specified then each proxy holder may exercise 50% of the member's voting entitlements.

A proxy need not be a member of the Company.