



21 October 2010

Dear Shareholder

### **RESCHEDULING OF AGM**

It has been brought to our attention that some shareholders may not have received the 2010 Annual Report within the period prescribed by the Corporations Act. In order that all shareholders have the 2010 Annual Report in adequate time before the Annual General Meeting, the directors have resolved to postpone the Annual General Meeting of the Company to 11am (EST) on 25 November 2010. The meeting will still be held at Unit 1, 2-6 Orion Road, Lane Cove NSW 2066.

The new notice convening the Annual General Meeting and a new proxy form are attached to this letter. Any proxy directions received from shareholders to date will remain valid for the meeting to be held at 11am (EST) on 25 November 2010 unless the new proxy form is completed and is received by the Company's share registry at least 48 hours prior to the meeting, in which case the new proxy form will take priority.

If you elected not to receive a hard copy of the Annual Report, it is now available on the NetComm website at [www.netcomm.com.au](http://www.netcomm.com.au).

Yours sincerely

A handwritten signature in black ink, appearing to read "D Stewart", written over a faint, larger version of the same signature.

David Stewart  
Managing Director

# NETCOMM LIMITED

ACN 002 490 486

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE is given that an Annual General Meeting of the members of NetComm Limited will be held at the offices of NetComm Limited at Unit 1, 2-6 Orion Road, Lane Cove NSW 2066

***on Thursday the 25th of November 2010 at 11.00am***

### BUSINESS

#### A RECEIPT OF ANNUAL REPORTS

To receive and consider the Financial Report, Directors' Report and Auditor's Report for NetComm Limited ("Company") for the year ending 30 June 2010

#### B RESOLUTIONS

##### 1. RE-ELECTION OF MR JOHN BURTON AS A DIRECTOR

To consider and if thought fit pass the following resolution as an **ordinary resolution**:

*"That, for the purposes of Clauses 12.3 and 12.10 of the Constitution of the Company and for all other purposes, Mr John Burton be re-elected as a director of the Company."*

Mr John Burton retires by rotation in accordance with Clause 12.3 of the Constitution of the Company and, being eligible, offers himself for re-election.

##### 2. REMUNERATION REPORT

To consider and if thought fit pass the following resolution as an **advisory resolution**:

*"That the Company's Remuneration Report for the year ended 30 June 2010 be adopted."*

The Remuneration Report appears at point 4 of the Directors' Report in the Annual Report. Under the Corporations Act, this vote is advisory only and does not bind the directors or the Company.

#### C OTHER BUSINESS

TO TRANSACT ANY OTHER BUSINESS WHICH MAY BE PROPERLY BROUGHT BEFORE THE MEETING

***Voting Exclusion Statement***

The Company will disregard any votes cast on Resolution 1 by John Burton and any of his associates.

However, the Company need not disregard such a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

**Dated at Sydney- 21 October, 2010**

**By order of the Board**

-----

Company Secretary

**Attachments:**

Proxy Voting Form



NETCOMM LIMITED  
ACN 002 490 486

**PROXY FORM**

I/We, \_\_\_\_\_

of \_\_\_\_\_

being a member of the above Company, hereby appoint the person(s) named below or the Chairman if no person is named below, in respect of that number or proportion of the shares held by me in the Company set out below (or all shares if no proportion is specified below):

Name or proxy	Address	Number of shares/proportion of shares
---------------	---------	---------------------------------------

as proxy to vote on my behalf at the Annual General Meeting of the Company to be held at the offices of NetComm Limited at Unit 1, 2-6 Orion Road, Lane Cove NSW 2066 on **Thursday, 25<sup>th</sup> November 2010 at 11.00 a.m.** and at any adjournment of that meeting.

I/we direct my/our proxy to vote in respect of the resolution to be considered as indicated with an "X" below, and to vote in respect of any procedural resolution as my/our proxy thinks fit.

RESOLUTION	FOR	AGAINST
1. A resolution to re-elect Mr John Burton as a director of the Company	[   ]	[   ]
2. Advisory resolution to adopt remuneration report.	[   ]	[   ]

In relation to resolution 1, if the Chairman of the meeting is appointed as your proxy, or may be appointed by default and you do **not** wish to direct your proxy how to vote as your proxy in respect of resolution 1, please place a mark in the following box -

By marking this box, you acknowledge that the Chairman of the meeting may exercise your proxy even if even if he has an interest in the outcome of the resolution and that the votes cast by the Chairman of the meeting for this resolution other than as a proxy holder will be disregarded because of that interest.

If you do not mark this box, and you have not directed your proxy how to vote, the Chairman will not cast your votes on the resolution and your votes will not be counted in calculating the required majority if a poll is called on the resolution.

In relation to undirected proxies, the Chairman intends to vote in favour of each of resolutions.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2010

Signature of Member: \_\_\_\_\_

Name of Member: \_\_\_\_\_

Please refer to the next page for important information and instructions

## IMPORTANT INFORMATION

A member is entitled to and has a right to appoint a proxy. A proxy has the same rights as the member to speak at the meeting, to vote (but only to the extent allowed by the appointment) and to join in a demand for a poll. The proxy need not be a member of the Company.

If a member is entitled to cast 2 or more votes that member may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the appointment does not specify the proportion or number of the member's votes that each proxy may exercise, each proxy may exercise half the votes.

This proxy and any power of attorney or other authority (or a notarially certified copy of such documents) under which the proxy was signed must be received by the Company (which includes receipt by legible facsimile transmission) at least 48 hours (or any shorter time that the Directors determine) before the relevant meeting, or in the case of a poll, not less than 48 hours (or any shorter time that the Directors determine) before the time appointed for the taking of the poll, at the following address:

Attn: Company Secretary  
NetComm Limited  
Unit 1  
2-6 Orion Road  
Lane Cove NSW 2066  
Fax No: (02) 9427 9260

If a representative of a corporate security holder 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 the Company Secretary whose details are set out above.

## SIGNING THE PROXY

Category of member signing	Signing instructions
Individual:	Single signature – nothing more
Joint holding:	Signature of EACH member – nothing more
By attorney under power of attorney:	Signature of attorney – print name of attorney <b>and</b> state that the form is signed under power of attorney
Company:	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.