

NOTICE OF ANNUAL GENERAL MEETING

The Annual General Meeting of CEC Group Limited ABN 84 010 025 831 will be held at Rydges Esplanade Cairns Resort (formerly Matson Resort), corner of The Esplanade and Kerwin Street, Cairns QLD on Tuesday 25 November 2008 commencing at 9:00am.

ORDINARY BUSINESS

Item 1 - Financial Statements

To receive and consider the Company's financial statements for the financial year ended 30 June 2008 together with the statement and report by the Directors and the report by the Independent Auditor in relation thereto.

Item 2 - Remuneration Report

To consider and, if thought fit, to pass the following advisory resolution in accordance s250R(2) of the Corporations Act:

"That the section of the Directors' Report dealing with the remuneration of the Company's Directors and the five most highly remunerated executives for the financial year ended 30 June 2008 be adopted."

Item 3 - Re-election of Directors

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

"That, M. S J Lavis, who retires pursuant to clause 6.3 of the Company's constitution, and having offered himself for re-election and being eligible, is hereby re-elected as a Director of the Company."



By Order of the Board

K Lubbe
Company Secretary
24 October 2008

Voting Entitlements

At the meeting:

- on a show of hands, each shareholder has one vote; and
- on a poll, each shareholder has one vote for each fully paid share they hold.

The Board has determined that, for the purposes of ascertaining voting entitlements pursuant to regulation 7.11.37 of the Corporations Regulations, the shareholding of each shareholder will be as it appears in the Company's share register at 7.00 pm on Friday 21 November 2008.

Proxies

A member entitled to attend and vote is entitled to appoint a proxy to attend and vote in his/her stead. That person need not be a member of the company, but should be a natural person over the age of 18 years.

If a body corporate is appointed as a proxy, that body corporate must ensure that it appoints a corporate representative in accordance with section 250D of the Corporations Act to exercise its powers as proxy at the Meeting.

Proxy forms may be lodged using the reply paid envelope or:

- By posting, delivery or facsimile to CEC Group Limited's share registry as follows:
By post:
 CEC Group Limited
 C/- Link Market Services Limited
 Locked Bag A14
 Sydney South NSW 1235

by delivery:
 CEC Group Limited
 C/- Link Market Services Limited
 Level 12, 680 George Street
 Sydney NSW 2000

or by facsimile: (02) 9287 0309
- the registered office of the Company – CEC Group Limited, 401 Spence Street, Cairns, Queensland, 4870
 Facsimile (07) 4035 3976,

by 9.00am on Sunday 23 November 2008, being not less than 48 hours before the time for holding the meeting.

A proxy form accompanies this notice of meeting.

Voting by Attorney

A proxy form and the original power of attorney (if any) under which the proxy form is signed (or a certified copy of that power of attorney or other authority) must be received by the Company no later than 9:00am (EST) on Sunday 23 November 2008 being 48 hours before AGM.

Corporate Representatives

A body corporate which is a shareholder, or which has been appointed as a proxy, is entitled to appoint any person to act as its representative at the Meeting. The appointment of the representative must comply with the requirements under section 250D of the Corporations Act. The representative should bring to the Meeting a properly executed letter or other document confirming its authority to act as the company's representative.

The Explanatory Memorandum to shareholders is hereby incorporated into and forms part of this Notice of Annual General Meeting.

EXPLANATORY MEMORANDUM

This information is intended to assist shareholders the business to be conducted at the Company's 2008 Annual General Meeting. Information is presented in accordance with the requirements of the Corporations Act and the Listing Rules.

The Directors recommend that shareholders read this Explanatory Memorandum before determining whether or not to support the resolutions.

Item 1 – Consideration of Reports

To receive and consider the Financial Report, the Directors' Report and the Independent Audit Report of the Company for the financial year ended 30 June 2008.

Unless the Company's Share Registry has been notified otherwise, shareholders will not be sent a hard copy of the Annual Report. All shareholders can view the Annual Report, which contains the Financial Report for the year ended 30 June 2008 on the website of the Company (www.cecgroup.com.au), under "Corporate" and then under "Investor Information".

Questions and Comments

Following the consideration of Reports, the Chairman will give shareholders a reasonable opportunity to ask questions about or comment on the management of the Company.

The Chairman will also give shareholders a reasonable opportunity to ask the Auditor questions relevant to:

- (a) the conduct of the audit;
- (b) the preparation and content of the Independent Audit Report;
- (c) the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- (d) the independence of the Auditor in relation to the conduct of the audit.

The Chairman will also give the Auditor a reasonable opportunity to answer written questions submitted by shareholders that are relevant to the content of the Independent Audit Report or the conduct of the audit. A list of written questions, if any, submitted by shareholders will be made available at the start of the AGM and any written answer tabled by the Auditor at the AGM will be made available as soon as practicable after the AGM.

Item 2 - Remuneration Report

The remuneration report is set out on pages 10-19 of the Company's 2008 Annual Report.

This report:

- explains the standards used to determine the make-up and amount of remuneration paid to directors and executive officers of CEC Group Limited and its controlled entities.
- provides details of actual remuneration elements paid to each director and executive officer.
- explains the connection between the remuneration paid to each director and executive officer and company performance.
- provides an explanation of the employment contracts between the company and each director and executive officer.

The Chairman will give shareholders a reasonable opportunity to ask questions about or make comments on the remuneration report.

The Directors recommend that you support the advisory resolution approving the remuneration report.

Item 3 – Re-election of Directors

In accordance with Clause 6.3 of the Company's constitution, at every Annual General Meeting, one-third of the Directors for the time must retire from office and are eligible for re-election. In addition, ASX Listing Rule 14.5 requires that an entity which has directors must hold an election of directors each year. The Directors to retire are those who have been longest in office since their appointment or last re-appointment or, if the Directors have been in office for an equal length of time, by agreement.

3 (i) Re-election of Steven John Lavis as a Director

Steven John Lavis retires by rotation, and being eligible offers himself for re-election as a Director.

Mr Lavis's profile can be found on page vii and 6 of the Company's 2008 Annual Report. The Board, with Mr Lavis abstaining, recommend that you support the resolution electing Mr Lavis as a Director.

Glossary

In this notice of meeting and explanatory memorandum, the following terms have the following meanings:

“AGM” means Annual General Meeting of the Company.

“Company” means CEC Group Limited ABN 84 010 025 831.

“Director” means a Director of the Company.

“Constitution” means the constitution of the Company.

“Corporations Act” means the Corporations Act 2001 (*C'th*).

“Corporations Regulations” means the regulations made under the Corporations Act.

“Listing Rules” means the Listing Rules of the ASX Limited.



CEC Group Limited
 ABN 84 010 025 831

Please return your Proxy forms to:
 Link Market Services Limited
 Level 12, 680 George Street, Sydney NSW 2000
 Locked Bag A14, Sydney South NSW 1235 Australia
 Telephone: (02) 8280 7454
 Facsimile: (02) 9287 0309
 ASX Code: CEG
 Website: www.linkmarketservices.com.au

APPOINTMENT OF PROXY

If you would like to attend and vote at the Annual General Meeting, please bring this form with you. This will assist in registering your attendance.



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I/We being a member(s) of CEC Group Limited and entitled to attend and vote hereby appoint

A the **Chairman of the Meeting (mark box)** **OR** if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy

or failing the person/body corporate named, or if no person/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 instructions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of the Company to be held at 9:00am on Tuesday, 25 November 2008, at Rydges Esplanade Cairns Resort (formerly Matson Resort), corner of The Esplanade and Kerwin Street, Cairns QLD and at any adjournment of that meeting.

Where more than one proxy is to be appointed or where voting intentions cannot be adequately expressed using this form an additional form of proxy is available on request from the share registry. Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the meeting. The Chairman of the Meeting intends to vote undirected proxies in favour of all items of business.

B To direct your proxy how to vote on any resolution please insert in the appropriate box below.

	For	Against	Abstain*
Item 2 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Item 3 Re-election of Steven John Lavis as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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* 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.

C SIGNATURE OF SECURITYHOLDERS – THIS MUST BE COMPLETED

Securityholder 1 (Individual) <input type="text"/>	Joint Securityholder 2 (Individual) <input type="text"/>	Joint Securityholder 3 (Individual) <input type="text"/>
Sole Director and Sole Company Secretary	Director/Company Secretary (Delete one)	Director

This form should be signed by the securityholder. If a joint holding, either securityholder may sign. If signed by the securityholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the securityholder's constitution and the Corporations Act 2001 (Cwlth).

CEG PRX841



How to complete this Proxy Form

1 Your Name and Address

This is your name and address as it appears on the company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

2 Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in section A. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person in section A. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a shareholder of the company. A proxy may be an individual or a body corporate.

3 Votes on Items of Business

You should direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, 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.

4 Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the company's share registry or you may copy this form.

To appoint a second proxy you must:

(a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.

(b) return both forms together.

5 Signing Instructions

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either securityholder may sign.

Power of Attorney: to sign under Power of Attorney, you must have already lodged the Power of Attorney 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 the corporation 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 from the company's share registry.

Lodgement of a Proxy

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by 9:00am on Sunday, 23 November 2008, being not later than 48 hours before the commencement of the meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the reply paid envelope or:

- by posting or facsimile to CEC Group Limited's share registry as follows:
CEC Group Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Facsimile: (02) 9287 0309
- delivering it to Level 12, 680 George Street, Sydney NSW 2000.