

**ATF Group (PDF) Limited
ACN 106 213 772**

**Notice of Annual General Meeting
to be held on Friday 30 November 2007**

**Explanatory Memorandum
for the Notice of Annual General Meeting**

**NOTICE OF THE ANNUAL GENERAL MEETING TO BE HELD AT
HOME WILKINSON LOWRY, LEVEL 14, AUSTRALIA SQUARE,
264-278 GEORGE ST., SYDNEY 2000
AT 11 AM ON 30 NOVEMBER 2007**

TO BE VALID, FORMS OF PROXY FOR USE AT THE ANNUAL GENERAL MEETING MUST BE COMPLETED AND
RETURNED TO COMPUTERSHARE INVESTOR SERVICES PTY. LTD. NO LATER THAN
11AM SYDNEY TIME ON 28 NOVEMBER 2007

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Section A - Managing Director's Letter

Dear Shareholders

I am pleased to enclose our 2007 Annual Report and the Notice of Annual General Meeting which we are holding at 11 am on 30 November 2007 at Home Wilkinson Lowry, Level 14, Australia Square, 264-278 George St., Sydney.

The last three months have seen a number of major operational milestones achieved by the ATF Group in its development as a personalised healthcare and therapy management company. Of major significance is the signing of the Evivar Medical licence agreement with Labcorp of the United States along with further license agreements in Europe. These continue to expand. I am also pleased to announce that Evivar Medical has commenced its first revenue generation with invoices issued last month in both Hong Kong and Australia.

Finalisation of the transaction documents for the various agreements for the acquisition of a 25% shareholding with Advanced Biological Laboratories S.A. of Luxembourg are progressing well. The Notice of Extraordinary General Meeting to approve the restructuring necessary to effect these arrangements is currently being prepared for shareholders.

In preparation for this restructuring, I am pleased to announce that Mr Jon Lamb, formerly a senior executive of Beecham (now Smith Kline Beecham) has joined our Board as Deputy Chairman. Jon's experience in the international pharmaceutical and bio-medical arena complement that of our Chairman Dr Ray Schinazi, a world leader in the development of HIV therapies.

Notice of Annual General Meeting and accompanying documents

This letter is accompanied by a Notice of Annual General Meeting and an Explanatory Memorandum. The Notice of Annual General Meeting sets out the Resolutions that Shareholders are to consider regarding the annual financial reports and the election of directors. The Explanatory Memorandum explains in greater detail the background to the proposed Resolutions.

Dr Ray Schinazi is the chairman of ATF Group. However, he is currently in the United States and is unable to attend the Annual General Meeting in person. Accordingly, the Deputy Chairman of ATF Group, Mr Jon Lamb, will chair the Annual General Meeting. It is therefore intended that any proxies given to the chair of the Annual General Meeting will be exercised by Mr Jon Lamb.

Shareholders are encouraged to read the enclosed Explanatory Memorandum closely, to attend the Annual General Meeting and vote on the Resolutions. A proxy form is enclosed at Section E to enable any Shareholder who is unable to attend the Annual General Meeting to vote at that meeting.

Yours faithfully

Sean Magee
Managing Director ATF Group (PDF) Limited

Section B - Glossary

1. Definitions and interpretation

1.1 Definitions

The following definitions are used in the Managing Director's Letter, the Notice of Annual General Meeting and the Explanatory Memorandum:

Annual General Meeting means the annual general meeting of the Company to be held on 30 November 2007 pursuant to the Notice of Annual General Meeting;

ASIC means the Australian Securities and Investments Commission;

ATF Group or **Company** means ATF Group (PDF) Limited ACN 106 213 772;

Board or **Board of Directors** means the board of Directors of the Company;

Business Day means a day which is not a Saturday, Sunday or public holiday in Sydney;

Deputy Chairman means the deputy chairman of the Company who is currently Jon Lamb.

Company or ATF Group means ATF Group (PDF) Limited ACN 106 213 772;

Company Constitution means the constitution of the Company, as amended from time to time;

Corporations Act means the *Corporations Act* 2001 (Cth);

Directors means the directors of the Company;

Explanatory Memorandum means the explanatory memorandum set out in Section D of this document;

Managing Director means managing director of the Company who is currently Sean Magee.

Notice of Annual General Meeting or **Notice** means the Notice of Annual General Meeting set out in Section C of this document; and

Resolution or **Resolutions** means a resolution, or more than one resolution, passed by the requisite majority of members of the Company on a show of hands or by the requisite majority of votes given on a poll.

1.2 Interpretation

For the purposes of interpreting the Managing Director's Letter, the Explanatory Memorandum and the Notice of Annual General Meeting:

- (a) the singular includes the plural and vice versa;
- (b) words importing any gender include the other genders;
- (c) reference to any statute, ordinance, regulation, rule or other law includes all regulations and other instruments and all consolidations, amendments, re-enactments or replacements for the time being in force;
- (d) all headings bold typing and italics (if any) have been inserted for convenience of reference only and do not define, limit or affect the meaning or interpretation of the Managing Director's Letter, the Explanatory Memorandum and the Notice of Annual General Meeting;

- (e) reference to persons includes bodies corporate and government authorities and in each and every case, includes a reference to the person's executors, administrators, successors, substitutes (including without limitation persons taking by novation and assignment); and
- (f) reference to **\$, A\$, Australian Dollars or dollars or cents** is a reference to the lawful tender for the time being and from time to time of the Commonwealth of Australia.

Section C - Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Shareholders of ATF Group (PDF) Limited ACN 106 213 772 will be held at Home Wilkinson Lowry, Level 14, Australia Square, 264-278 George St., Sydney 2000 on Friday 30 November 2007 at 11am (Sydney time).

Defined terms used in this Notice of Annual General Meeting have the meanings given to them in the Glossary accompanying this Notice.

1. Ordinary business

1.1 Financial Statement and reports

To receive and consider the Financial Report of the Company for the financial year ended 30 June 2007 and the related Directors' report, Directors' Declaration and Audit Report.

1.2 Resolution 1: Re-election of Mr Jon Lamb as Director

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

"That Jon Lamb, having been appointed pursuant to article 57.1 of the Company's Constitution as a Director of the Company to fill a casual vacancy until the next annual general meeting, and being eligible, offers himself for re-election, is hereby re-elected as a Director of the Company."

1.3 Resolution 2: Re-election of Ms Jennifer Page as a Director

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

"That Jennifer Page, who retires by rotation pursuant to article 58.1 of the Company's Constitution, and being eligible, offers herself for re-election, is hereby re-elected as a Director of the Company."

1.4 Resolution 3 : Re-election of Mr Tony Wigginton as a Director

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

"That Tony Wigginton, having been appointed pursuant to article 57.1 of the Company's Constitution as a Director of the Company to fill a casual vacancy until the next annual general meeting, and being eligible, offers himself for re-election, is hereby re-elected as a Director of the Company."

2. Determination of membership and voting entitlement

For the purpose of determining a person's entitlement to vote at the Annual General Meeting, a person will be recognised as a member of the Company and the holder of Shares if that person is registered as a holder of those Shares at 5:00pm Sydney time on 28 November 2007, being the second Business Day prior to the date of the Annual General Meeting.

3. Votes of members

On a show of hands, each member present in person or by proxy or, in the case of a body corporate, by a representative at the Annual General Meeting shall have one vote.

On a poll, every member present in person or by attorney or by proxy (or, in the case of a body corporate, by a representative) shall have one vote for each Share held by him, her or it provided that all Shares are fully paid.

4. Proxies

4.1 Proxies

Please note that:

- (a) a member entitled to attend and vote at the Annual General Meeting is entitled to appoint not more than two proxies to attend and vote instead of the member;
- (b) where the member is entitled to cast two or more votes, the member may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise;
- (c) if the member appoints two proxies and the appointment does not specify the proportion or number of the member's votes each proxy may exercise, each proxy may exercise half of the votes;
- (d) a proxy need not be a member;
- (e) an instrument of proxy deposited or received at the registered office of the Company in which the name of the appointee is not filled in shall be deemed to be given in the favour of the chairman of the Annual General Meeting (which is intended to be the Deputy Chairman) to which it relates; and
- (f) to be effective, the instrument of appointment of a proxy (and power of attorney or other authority, if any, under which it is signed or a certified copy of the power or authority) must be deposited with the Company's share registry – Computershare Investor Services Pty Limited at GPO Box 4195, Sydney NSW 2001 or be received by facsimile on facsimile number (03) 9473 2118 (International +61 3 9473 2118) not less than 48 hours prior to the Annual General Meeting, that is, by 11]am Sydney time on 28 November 2007 .

A form of proxy accompanies this Notice of Annual General Meeting.

4.2 Corporate Representative

A corporation may elect to appoint an individual to act as its representative in accordance with section 250D of the Corporations Act in which case the Company will require a Certificate of Appointment of Corporate Representative (**Certificate**) executed in accordance with the Corporations Act. The Certificate must be lodged with the Company before the meeting or at the registration desk on the day of the meeting. The Company will retain the Certificate.

By Order of the Board

Tony Wigginton
Director and Company Secretary

Dated: 7 November 2007
Sydney

Section D - Explanatory Memorandum

1. Introduction

1.1 General

This Explanatory Memorandum contains the information needed for the Company's Shareholders to assess Resolutions 1 to 3 to be put to them at the Annual General Meeting of the Company on 30 November 2007. A Notice of Annual General Meeting accompanies this document (Section C).

This Explanatory Memorandum, as well as the Notice of Annual General Meeting, should be read carefully and in their entirety.

21. Notice Requirements and disclosures for Resolutions

2.1 Financial Statements and reports

The Financial Report, Director's Report, Director's Declaration and Auditor's Report for the Company for the year ended 30 June 2007 will be laid before the Annual General Meeting. There is no requirement for the shareholders to approve these reports.

Resolution 1: Re-election of Mr Jon Lamb as Director

Mr Jon Lamb was appointed a Director of the Company on 7 November 2007 and in accordance with article 57.2 of the Company's Constitution retires, and being eligible, offers himself for re-election as a Director of the Company. Mr Lamb is the Deputy Chairman of the Company.

Formerly Chief Executive Officer with Beecham New Zealand, Jon joined Beecham's marketing division in brand management and new product development working in South Africa, London, Australia and New Zealand. At age thirty, he was the youngest CEO in the Group and reluctantly left the company after his family decided to settle permanently in New Zealand.

Jon has held Directorships of both public and private companies with a focus in the bio-medical field. He has acted as adviser to both the Thai Government and the then newly elected Mandela Government in South Africa as Advisor to the Strategic Planning Council.

Jon brings a wealth of thirty years international experience in the pharmaceutical and bio-medical arena ranging from private start up companies to multinational public corporations.

Resolution 1 seeks that the Shareholders re-elect Mr Lamb as a Director of the Company.

The Board supports the re-election of Mr Jon Lamb as Director of the Company in light of his extensive experience in the international pharmaceutical and bio-medical arena. As Mr Lamb has an interest in the outcome of Resolution 1, Mr Lamb is precluded from participating in the recommendation.

Resolution 2: Re-election of Ms Jennifer Page as Director

Ms Jennifer Page was appointed a Director of the Company on 27 March 2006 and in accordance with article 58.1 of the Company's Constitution retires by rotation and, being eligible, offers herself for re-election as a Director of the Company.

Jennifer has primary responsibility as a Director for the international market development of investee companies of the ATF Group.

Jennifer brings to ATF Group an extensive and in-depth understanding of Asia. As former Director – Business Development of FBR Asia Limited, she played a leading role in the development of the FBR Asia Group from a single office in Taipei in 1980 to a multi-national group covering the entire Asia-Pacific region. Appointed as Director – Business Development in 1984, she was responsible for multi-country initiatives throughout the region. These included the coordination of international business development activities, technology transfer and formulation of market entry strategies for clients from Europe, USA and Australia. These clients ranged from start-up and emerging companies to multinationals covering a diverse variety of industries.