



ADMEREX LIMITED (ASX:ADL)

ACN 006 272 715

**NOTICE OF
ANNUAL GENERAL MEETING**

and

PROXY FORM and EXPLANATORY MEMORANDUM

for an

Annual General Meeting

to be held on

Thursday 28 May 2009 at 10.00am

at

**Christie Corporate
Level 2
3 Spring Street
SYDNEY NSW 2000**

**Shareholders who have not elected to receive a printed copy of the
Company's 2008 Annual Report may obtain a copy from the Company's
website www.admerexgroup.com**

Registered Office:
**c/- Michael Michell & Associates
Level 4
5 Elizabeth Street Sydney NSW 2000**

ADMEREX LIMITED

ACN 006 272 715

NOTICE OF MEETING

The Annual General Meeting ('the Meeting') of Admerex Limited ('the Company') will be held at Christie Corporate, Level 2, 3 Spring Street Sydney NSW 2000 on Thursday 28 May 2009 at 10.00am.

The following business will be transacted at the Meeting:

Agenda Item 1 - Consideration of Financial Report

To receive and consider the Financial Report and the reports of the Directors and Auditor for the year ended 31 December 2008. No resolution is required to be considered by members under the Corporations Act or the Company's Constitution.

Agenda Item 2 - To consider and if thought fit pass the following Ordinary resolution:

Resolution 1 "That Mr Kim Goodall, who retires in accordance with Clause 10.3 of the Company's Constitution and being eligible, be re-elected a Director of the Company."

Agenda Item 3 - To consider and if thought fit pass the following Ordinary resolution:

Resolution 2 "That Mr Humphrey Nolan being eligible and having submitted a letter of consent to act, be elected a Director of the Company."

Agenda Item 4 - To consider and put to a non-binding vote the following resolution:

Resolution 3 "That the Remuneration Report required by section 300A of the Corporations Act, as contained in the Directors' Report of the Company for the year ended 31 December 2008, be adopted."

Dated 27 April 2009
By order of the Board
John Bell - Secretary

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on the member's behalf. If the member is entitled to cast two or more votes at the meeting, the member may appoint not more than two proxies to attend and vote on the member's behalf.
2. If a member appoints two proxies, each proxy should be appointed to represent a specified proportion or number of the member's votes. In the absence of such a specification, each proxy will be entitled to exercise half the votes.
3. A proxy need not be a member of the Company.
4. To appoint a proxy (or two proxies), a proxy form must be signed by the member or the member's attorney duly authorised in writing. If the member is a corporation, the proxy form must be signed either under the corporation's common seal (if any) or under the hand of its attorney or officer duly authorised.
5. To be effective, a proxy form (and, if it is signed by an attorney, the authority under which it is signed or a certified copy of the authority) must be received by the Company not later than 10.00am on Tuesday 26 May 2009. Proxy forms and authorities may be sent to the Company by post, personal delivery or fax to:

Admerex Limited
Registered Address: C/- Michael Michell & Associates
Level 4,
5 Elizabeth Street, Sydney, NSW 2000
Fax: (02) 9221 0014

provided that members who forward their proxy forms by facsimile are required to make available the original executed form of the proxy for production, if called upon at the meeting to do so.

6. For the purposes of the Annual General Meeting, persons on the register of members as at close of business on Tuesday 26 May 2009 will be treated as shareholders. This means that if you are not the registered holder of a relevant share at that time you will not be entitled to vote in respect of that share.

ADMEREX LIMITED - EXPLANATORY MEMORANDUM

Introduction

This Explanatory Memorandum has been prepared for the shareholders of Admerex Limited to provide information about the items of business to be considered at the Annual General Meeting of shareholders to be held on Thursday 28 May 2009.

Information relevant to the business to be considered at the Annual General Meeting is provided in this Explanatory Memorandum and shareholders should read this document in full.

All of the resolutions to be voted on are ordinary resolutions. Ordinary resolutions require a simple majority of votes cast by shareholders entitled to vote on the resolution.

Resolution 1, - Rotation of Directors and Vacation of office of Director

At each annual general meeting one-third of the Directors for the time being, or, if their number is not 3 nor a multiple of 3, then the number nearest one-third, and any other Director not in such one-third who has held office for 3 years or more must retire from office. In determining the number of Directors to retire, no account is to be taken of a Director who only holds office until the meeting in accordance with Article 10.10 or the Managing Director who is exempted from retirement by rotation in accordance with Article 12.28. A retiring Director is eligible for re-election.

Mr Robert Yeldon retires as at the date of this meeting and will not be standing for re-election. Consequently Mr Goodall as the longest serving continuing director retires by rotation and being eligible offers himself for re-election as a Director of the Company.

RESOLUTION 1 - Re-Election of Director – Mr Kim Goodall

Mr Kim Goodall *Executive Chairman.*

Mr Goodall resigned from the Board on 3 April 2003 and was re-appointed to the Board on 24 November 2003.

Qualifications: Member of the Institute of Directors.

Special Responsibilities: Chairman of the Board.
Chairman of the Remuneration and Nominations Committee.
Member of the Audit and Risk Management Committee.

Interest in Shares & Options: Shares 4,000 directly and 202,574,502 indirectly.
Options Nil.

Experience: Mr Goodall has worked in the information technology industry for over thirty years, firstly with Management Science America (MSA) Inc. Mr Goodall was the founder of PKTECH International Ltd, a Malaysian IT company listed on the Singapore Stock Exchange. More recently he was the co-founder of Temenos Group AG (Swiss Stock Exchange: TEMN), a Swiss based company specialising in the delivery of software systems for the banking and finance industry. Mr Goodall was appointed CEO of Admerex Limited in January 2005 and Chairman in June 2005. He stood down as CEO in March 2007.

Directorships held in Other Listed Entities: Mr Goodall holds no other directorships in listed entities.

PROXY FORM

Admerex Limited

ACN 006 272 715

I/We.....
(PLEASE PRINT NAME)

Of.....
(ADDRESS)

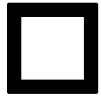
being a member/members of Admerex Limited

A Appoint
(PLEASE PRINT NAME)

or failing the person so named (or if no person is named) the **Chairman of the Meeting** as proxy to vote in accordance with the following directions (or if no directions have been given as the proxy or the Chairman sees fit) at the Annual General Meeting of Admerex Limited to be held on **Thursday 28 May 2009** commencing at **10.00am** and at any adjournment.

B Exercise of Proxy by Chairman

For undirected proxies, the Chairman intends to vote in favour of each resolution. If you do not wish to direct your proxy how to vote, please place a mark in the box. By marking this box, you acknowledge that the Chairman may exercise your proxy even if he has an interest in the outcome of the resolution and votes cast by him other than as proxy holder will be disregarded because of that interest.



C Business

	For	Against	Abstain
Resolution 1 Re-Election of Mr Kim Goodall	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Election of Mr Humphrey Nolan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

D If Appointing a Second Proxy

State here the percentage of your voting rights
Or
the number of shares applicable to this Form

<input type="text"/>	%
<input type="text"/>	Number

E Insert your daytime telephone number

()

F Signature(s)

Signatures if Corporate Shareholder (See Note F)

Executed in accordance with section 127 of the Corporations Act

Director/Sole Director sign and print name

Director/Secretary sign and print name

Note: For your proxy to be entitled to vote your shares at the Meeting, the completed Proxy Form must be received at the Company's Registered Office not later than 10.00am on Tuesday 26 May 2009.

INSTRUCTIONS FOR COMPLETION OF PROXY FORM

Your vote is important.

Please direct your proxy how to vote.

For your proxy to be entitled to vote your shares at the Meeting, the completed Proxy Form must be received by the Company at the Registered Office no later than 10.00am on Tuesday 26 May 2009. Any proxy received after this deadline will be treated as invalid.

A. Appoints

Insert here the name of the person you wish to appoint as proxy. Shareholders cannot appoint themselves. If you submit a Proxy Form which does not name a person to act as your proxy, the Chairman of the Meeting will act as your proxy. You can vote your shares by proxy even if you plan to attend the Meeting.

B. Exercise of Proxy by Chairman

For undirected proxies, The Chairman intends to vote in favour of each resolution. If you do not wish to direct your proxy how to vote, please place a mark in the box. By marking the box, you acknowledge that the Chairman may exercise your proxy even if he has an interest in the outcome of the resolution and votes cast by him other than as proxy holder will be disregarded because of that interest.

C. Business

If you wish to direct your proxy how to vote on any item, place a mark in the appropriate box. If a mark is placed in a box, your total shareholding will be voted in that manner. You may, if you wish, split your voting direction by inserting the number of shares you wish to vote in the appropriate box. The vote will be invalid if a mark is made against more than one box for a particular item or if the total shareholding shown in "For", "Against" and "Abstain" boxes is more than your total shareholding on the share register.

D. If Appointing a Second Proxy

A shareholder is entitled to appoint up to two persons (whether shareholders or not) to attend the Meeting as proxies and vote. If you wish to appoint two proxies please obtain a second Proxy Form by telephoning the Company Secretary on (02) 9223 9223. Both Forms should be completed with the nominated percentage of your voting rights or number of shares on each Form. If you do not specify the nominated percentage of your voting rights or number of shares, each of the proxies may exercise half of the votes. Please return these Proxy Forms together.

E. Insert your daytime telephone number

This is required in case we need to contact you.

F. Signature

This Form must be signed by the member. If the member is an Australian corporation, the Form must be executed in accordance with section 127 of the Corporations Act or by an attorney. If this Form is signed by a person who is not the registered shareholder then the relevant authority must either have been exhibited previously to the Company or be enclosed with this Form.

Further Important Information

Please return your completed Proxy Form to the Company c/- Michael Michell & Associates, Level 4, 5 Elizabeth Street, Sydney NSW 2000. Alternatively, your Form can be faxed to the Company on (02) 9221 0014. **To be effective, the Form must be received by the Company at the above address no later than 10.00am on Tuesday 26 May 2009.** If you require further information on how to complete the Proxy Form, telephone the Company Secretary on (02) 9223 9223.