

Notice of Annual Meeting.

Dear Shareholders,

Notice is given that the Annual Meeting ("the meeting") of Allied Work Force Group Limited ("the Company") will be held at the Remuera Room, Level 1, Ellerslie Event Centre, 80-100 Ascot Ave, Ellerslie, Auckland on Wednesday 16th July 2008 at 11am.

Business.

1. Chairman's Introduction.
2. To receive the consolidated financial statements for the financial year ended 31 March 2008.
3. To confirm the fully imputed dividend authorised by the Board of 3.00 cents per share to be paid on 23 July 2008.
4. Director's report and update.
5. In accordance with clause 26 of the Company's constitution, Mr Ross B Keenan retires as Director by rotation and, being eligible, offers himself for re-election. Accordingly, the meeting is asked to consider, and, if thought fit to:
 - Re-elect Mr Ross B Keenan as Director
6. To record that the Auditors, Deloitte, are automatically re-appointed as auditors pursuant to Section 200 of the Companies Act 1993 and to authorise the Directors to fix the auditors remuneration.
7. To approve an increase in fees for non-executive directors for the 2008/09 financial year to \$105,000 to be divided as they determine. This increase includes provision for an additional non-executive director if appropriate.
8. General Business. To transact any other business which may be brought forward in conformity with the constitution.

By order of the board



Ross B Keenan

Chairman

27 May 2008

Proxies.

Any shareholder who is entitled to attend and vote at the Annual Meeting ("the meeting") may appoint a proxy to attend and vote instead of him or her by completing and signing the enclosed form of proxy and sending it to the Company at PO Box 12 832 Penrose Auckland. Shareholders are required to send proxies to the Company not less than 48 hours before the meeting.

No Proxy will be effective in relation to the Meeting unless a copy is produced before the start of the meeting.

Voting.

Voting entitlements will be determined as at 5pm on Tuesday 15 July 2008. Registered shareholders at that time will be the only persons entitled to vote at the meeting and only the shares registered in shareholders' names at the time will carry a right to vote at the Meeting.

Notes.

1. As a shareholder you may attend the meeting and vote, or you may appoint a proxy to attend the meeting. A proxy need not be a shareholder of the Company.
2. If you are joint holders of shares each of you must sign the proxy form. If you are a company this proxy form must be signed on behalf of the company by a person acting under the company's express or implied authority.
3. For this proxy form to be valid, you must complete it and produce it to the Company not later than the beginning of the Annual Meeting, but preferably at least 48 hours before the time of holding the meeting.
4. The form should be delivered to the Company's registered office at: 41 Station Road, Penrose, Auckland

or posted to the Company's office at: PO Box 12 832, Penrose, Auckland

or faxed to the Company's office at: 09 526 2663
5. If this proxy form has been signed under a power of attorney a copy of the power of attorney (unless already deposited with the Company) and a signed certificate of non-revocation of the power of attorney must be produced to the Company with this proxy form.
6. If you return this form without directing the proxy how to vote on any particular matter, the proxy will vote as he or she thinks fit.

Voting Form for Proxy.

Annual Meeting Of Shareholders On 16 July 2008.

Section 1: Shareholder Details (Please print clearly)

Shareholder Number:

Full Name:

Full Address:

If shares are held jointly, enter details of other joint holders:

Full Name:

Full Address:

Full Name:

Full Address:

Section 2: Appointment of Proxy

Please note that, if the shares are held jointly, the appointment made in this section is on behalf of each joint holder)

I appoint:

Full Name:

Full Address:

As my proxy to exercise my/our vote at the Annual Meeting of the company to be held on 16 July 2008, and to vote on any resolutions to amend any of the resolutions, on any resolution proposed at the Annual Meeting (or any adjournment thereof) so as to give effect to my/our intention as set out herein, or in the event I/we have not expresses any intention is unclear (in my proxy's sole opinion) as my/our proxy sees fit.

If the person I have appointed is unable to be my proxy the I appoint:

Full Name:

Full Address:

Section 3: Voting Instructions

(Please not that if the shares are held jointly, the voting instructions given in this section are given on behalf of each joint holder)

I direct my proxy to vote in the following manner:

(Tick box that applies)

Business	For	Against
1. To approve and adopt the consolidated financial statements for the year ended 31 March 2008	<input type="checkbox"/>	<input type="checkbox"/>
2. To confirm the dividend of 3.00 cents per share as authorised by the Board	<input type="checkbox"/>	<input type="checkbox"/>
3. To re-elect the following Directors - Mr Ross B Keenan	<input type="checkbox"/>	<input type="checkbox"/>
4. To authorise the Directors to fix the remuneration of the Auditors	<input type="checkbox"/>	<input type="checkbox"/>
5. To approve the Directors fees for the year to 31 March 2009	<input type="checkbox"/>	<input type="checkbox"/>

Signed by each shareholder named in Section 1:

Date:

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AWFGROUP

Affix
stamp
here

Allied Work Force Group Limited
PO Box 12 832
Penrose, Auckland

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