



NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2009 Annual General Meeting of Coventry Group Ltd (Company) will be held at the Company's Group Office, 525 Great Eastern Highway, Redcliffe, Western Australia on Friday, 30 October 2009 commencing at 3.00 pm WST.

ORDINARY BUSINESS

1. Financial and other reports

To receive and consider the Financial Report, Directors' Report and Audit Report for the year ended 30 June 2009.

2. Election of a director

To elect as a director, Mr Kenneth Royce Perry, who having been appointed by the Board as an additional director, retires in accordance with the Company's Constitution and, being eligible, offers himself for re-election.

3. Remuneration report

To adopt the Remuneration Report of the Company for the year ended 30 June 2009.

Note: The vote on this resolution is advisory only and does not bind the directors of the Company.

OTHER BUSINESS

4. To consider any other business which may be brought before the meeting in accordance with the Company's Constitution.

Please read the attached proxy form which contains voting entitlement instructions. If you have any questions regarding this Notice of Meeting or Explanatory Notes please call the Company Secretary on (08) 9436 5404.

By Order of the Board

John Colli

Company Secretary

25 September 2009

NOTICE OF ANNUAL GENERAL MEETING (continued)**Proxies**

Please note that:

- (a) a member of the Company entitled to attend and vote at the annual general meeting is entitled to appoint a proxy;
- (b) a proxy need not be a member of the Company;
- (c) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes; and
- (d) to be effective, a completed proxy form must be received not less than 48 hours before the appointed time of the annual general meeting. Once the proxy form is completed and all details checked by you, the form is to be sent or delivered to 525 Great Eastern Highway, Redcliffe WA 6104 or posted in the reply paid envelope provided or sent by facsimile to (08) 9436 5406.

Point at which Voting Rights are Determined

The Corporations Act 2001 permits the Company to specify a time, not more than 48 hours before the meeting, at which a “snap-shot” of shareholders will be taken for the purposes of determining shareholder entitlements to vote at the meeting.

The Company’s directors have determined that all shares of the Company that are quoted on ASX at 5.00 pm WST on Wednesday, 28 October 2009 shall, for the purposes of determining voting entitlements at the annual general meeting, be taken to be held by the persons registered as holding the shares at that time.

Questions and Comments by Shareholders at the Meeting

In accordance with the Corporations Act 2001, a reasonable opportunity will be given to shareholders to ask questions about or make comments on the management of Coventry Group at the meeting.

Shareholders may also lodge written questions prior to the AGM by completing the enclosed Shareholder Questions form (on the reverse side of the Proxy Form).

Similarly a reasonable opportunity will be given to shareholders to ask Coventry Group’s external auditor, KPMG, questions relevant to:

- (a) the conduct of the audit;
- (b) the preparation and content of the auditor’s report;
- (c) the accounting policies adopted by Coventry Group in relation to the preparation of its financial statements; and
- (d) the independence of the auditor in relation to the conduct of the audit.

Shareholders may also submit written questions to KPMG if the questions are relevant to the content of KPMG’s audit report or the conduct of its audit of Coventry Group’s financial report for the year ended 30 June 2009 by completing the appropriate section of the enclosed Shareholder Questions form.

Relevant written questions for KPMG must be received by mail or facsimile at 525 Great Eastern Highway, Redcliffe WA 6104, facsimile number (08) 9436 5406 no later than 5.00 pm WST on Friday, 23 October 2009.

2009 Concise Annual Report

The Company’s 2009 Concise Annual Report and full Financial Report are available on its website at www.cgl.com.au

EXPLANATORY NOTES ON AGENDA ITEMS
Item 1 – Financial and other reports

The Company is required by the Corporations Act 2001 to table the Financial Report and the Reports of the Directors and the Auditors on the Financial Report for the year ended 30 June 2009. Shareholders are not required to vote on these reports but will have ample opportunity to raise questions on the Reports and on the performance of the Company generally at the meeting.

Item 2 - Election of a director (ordinary resolution)

Mr Boros retires as a director in accordance with the annual rotation provisions of the Company's Constitution. Mr Boros does not seek re-election as he will be retiring as a director of the Company with effect from the conclusion of the 2009 AGM. Mr Perry was appointed by the Board as an additional director on 18 September 2009. The Company's Constitution requires that any director so appointed must retire at the next annual general meeting to be held on 30 October 2009, and being eligible, Mr Perry offers himself for re-election. The Board (with the relevant Director abstaining) unanimously recommends that shareholders vote in favour of the re-election of Mr Perry.

The following is a profile of Mr Perry:

Kenneth Royce Perry

BSc (Hons), MBA, MAICD, FAIMM
Independent non-executive director
age 59

Mr Perry was appointed a director of the Company on 18 September 2009. He is currently managing director of Brandrill Limited, a listed public company which provides contracting services to the mining sector. Mr Perry gained over 15 years experience in senior management roles with the Rio Tinto Group, including serving as President of its Taiwanese steel mill, and served as the Director General of the Department of Minerals and Energy (WA) between 1994 and 1997. He subsequently worked for Resource Finance Corporation, a private merchant and investment bank specialising in the natural resources sector. Mr Perry is also a member of various private Boards.

Other listed company directorships held during the past 3 financial years:

	From	To
Brandrill Limited	16.08.2002	current

Item 3 – Remuneration report (ordinary resolution)

The Corporations Act 2001 (the Act) requires listed companies to make expanded disclosure in respect of director and executive information. As a result, the Directors' Report must include a section called the "Remuneration Report". This report is set out on pages 28 to 41 of the Concise Annual Report. Additionally, the Act requires listed companies to put the Remuneration Report for each financial year to a vote of members at the Company's annual general meeting.

Under the Act, the vote is advisory only. Accordingly, the vote is not binding on the Company and does not affect the employment arrangements in place for employees of the Company and its subsidiaries.

In summary, the Remuneration Report:

- explains the principles used to determine the nature and amount of remuneration of Key Management Personnel (KMPs). The KMPs have authority and responsibility for planning, directing and controlling the activities of the Company and Group and comprise the directors of the Company and executives for the Company and Group including the 5 most highly remunerated Company and Group executives;
- details any performance conditions applicable to the remuneration of KMPs;
- sets out the remuneration details for KMPs of the Company; and
- sets out particulars of short term and long term incentives and key employment terms of the relevant KMPs.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the meeting.

The Board unanimously recommends that shareholders vote in favour of the adoption of the Remuneration Report.



PROXY FORM

SHAREHOLDER (please print)

I/We
of
Daytime phone no.

APPOINT

(insert name of proxy)

or failing him/her the Chairman as my/our proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held at 3.00 pm WST on 30 October 2009 at the Company's Group Office, 525 Great Eastern Highway, Redcliffe Western Australia and at any adjournment thereof in respect of % of my/our shares or, failing any percentage being specified, ALL of my/our shares in the Company.

SIGNATURE OF SHAREHOLDER(S)

If a natural person: (all single or joint shareholders must sign this form)

SIGNED by

(Print name) Signature

SIGNED by

(Print name) Signature

SIGNED by

(Print name) Signature

If a company:

EXECUTED by

in accordance with section 127(1) of the Corporations Act 2001:

Signature of director Signature of director/company secretary*

Name of director (block letters) Name of director/company secretary* (block letters)

* delete whichever is not applicable

PROXY'S VOTING INSTRUCTIONS (OPTIONAL)

If you wish to indicate how your proxy is to vote, please tick the appropriate box below. If no indication is given on a resolution, the proxy may abstain or vote at his or her discretion. If two proxies are appointed, the proportion of voting rights this proxy is authorised to exercise is % (an additional proxy form will be supplied by the Company on request).

The Chairman will vote all undirected proxies appointing him in favour of the Resolutions.

I/we direct my/our proxy to vote as indicated:

Table with 4 columns: RESOLUTION, FOR, AGAINST, ABSTAIN. Rows include: 2. Elect Kenneth Perry as a director, 3. Adopt the Remuneration Report.

Dated 2009

Deadline for Receipt of Proxies - To be effective, a completed proxy form together with the power of attorney (if any) under which it is signed, must be received by the Company not less than 48 hours before the appointed time of the Annual General Meeting, ie no later than 3.00 pm WST on 28 October 2009.

Destination of Completed Proxy Form - Once the Proxy Form is completed and all details checked by you, the form is to be sent or delivered to 525 Great Eastern Highway, Redcliffe WA 6104 or posted in the reply paid envelope provided or sent by facsimile to (08) 9436 5406.

For Further Information - If you need any further information about this form or attendance at the Company's Annual General Meeting, please contact John Colli, Company Secretary on (08) 9436 5404.

(Please see over for Shareholders Question form)





SHAREHOLDER QUESTIONS

The Board of Coventry Group Ltd (CGL) welcomes questions regarding the Company, the Annual Report or any matter relating to the Notice of Meeting.

Shareholders may also ask CGL’s external auditor, KPMG, relevant questions (refer Note 1 below). Appropriate questions will be forwarded to KPMG for response.

If you wish to have a question answered at the AGM, please complete this form and return it by 5.00 pm WST, Friday, 23 October 2009 in the reply paid envelope provided or send it by facsimile to (08) 9436 5406.

We will endeavour to address as many as possible of the more frequently raised matters during the course of the AGM. If time does not permit us to address all raised issues at the meeting, we will respond, if appropriate, to you directly.

Shareholder Name: _____

(Please print)

Address: _____

Daytime phone No.: _____

Question(s)

Section A - CGL

Section B - KPMG

Signature: _____

Date: _____

Note 1 – Questions to KPMG must relate to:

- (a) the conduct of the audit;
- (b) the preparation and content of the auditor’s report;
- (c) the accounting policies adopted by Coventry Group in relation to the preparation of its financial statements; and
- (d) the independence of the auditor in relation to the conduct of the audit.