SUN CAPITAL GROUP LIMITED

A.B.N. 60 006 569 124

Notice of Annual General Meeting and Explanatory Memorandum

Notice is hereby given that the Annual General Meeting of the Company will be held on Thursday 20 November 2003 commencing at 10.00am (EST) at the company's registered office, Level 5, 52 Phillip Street, Sydney, NSW 2000.

Business

Accounts and Reports

To receive the Financial Report of the Company and the consolidated entity for the financial year ended 30 June 2003 and the reports of the Directors and Auditors thereon.

1. Ratification of Past Placement of Shares

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

"That, for the purposes of Listing Rule 7.4 of the Listing Rules of Australian Stock Exchange Limited and for all other purposes, shareholders ratify the allotment and issue of 9,800,000 ordinary fully paid shares in the capital of the Company at an issue price of $0. 02 per share to clients of Transocean Securities Limited, the issue of which raised up to approximately $196,000 for working capital purposes."

Voting Exclusion: In accordance with the ASX Listing Rules and the Corporations Act, the Company will disregard any votes cast on Resolution 1 by any person who participated in the issue and any associates of those persons. However the Company need not disregard a vote if it is cast by a person as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form or, it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

2. Re-Election of Director – Mr R Gordon

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

In accordance with the Constitution of the Company, Mr Robert Gordon retires by rotation and, being eligible, offers himself for re-election as a director of Sun Capital Group Limited.

3. Re-Election of Director – Mr R Smith

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

In accordance with the Constitution of the Company, Mr Roger Smith retires by rotation and, being eligible, offers himself for re-election as a director of Sun Capital Group Limited.

4. Further Business

To transact any further business that may legally be brought up.

By Order of the Board

E.Correia
Secretary

13 October 2003

Notes:

1. Voting Entitlements
Pursuant to Section 1109N of the Corporations Act 2001, the Directors have determined that the shareholdings of each shareholder for the purpose of ascertaining the voting entitlements for the Annual General Meeting will be as it appears in the Share Register as at 10am EST on 18th November 2003.

2. A member entitled to attend and vote is entitled to appoint not more than two proxies.

3. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the member's voting rights.

4. Appointment of a proxy by a member who is a corporation must be under its common seal or the hand of its attorney or the hand of a person duly authorised by the corporation.

5. A proxy need not be a member of the Company.

6. To be effective, the proxy form must be received by the Company at its registered office, Level 5, 52 Phillip Street, Sydney NSW 2000, or received by facsimile on (02) 9252 8466 not less than forty-eight (48) hours before the time for holding the meeting.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum forms part of a Notice of Meeting convening the Annual General Meeting ("the Meeting") of shareholders of Sun Capital Group Limited ("Sun Capital" or the "Company") to be held on Thursday, 20 November 2003 at 10.00am (EST). This Memorandum is to be read in conjunction with the Notice of Meeting.

1.0 Resolution 1 – Ratification of Past Placement of Shares

On 11 September 2003, Sun Capital announced the completion of a placement of 9,800,000 ordinary shares at $0.02 to clients of Transocean Securities Limited ("Placement Shares"). None of the subscribers for the Placement Shares would be considered related parties of the Company for the purposes of the Corporations Act or the ASX Listing Rules.

The Placement Shares rank equally in all respects with the Company's then existing Shares.

ASX Listing Rule 7.1 requires that a listed Company obtain shareholder approval prior to the issue of shares, or securities convertible into shares (such as an option), representing more than 15% of the issued capital of the company in any 12 month period.

ASX Listing Rule 7.4.2 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1, those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

Resolution 1 seeks shareholder approval under ASX Listing Rule 7.4 to ratify the Placement. The effect of ratification will be that the Placement Shares will not be counted as reducing the number of securities which the Company can issue in the future without shareholder approval under the 15% limit imposed by ASX Listing Rule 7.1 (i.e the 15% limit is "renewed" to the extent of the ratification).

Resolution 1 is an ordinary resolution requiring it to be passed by a simple majority of the votes cast by shareholders entitled to vote on it.

2.0 Resolutions 2 and 3 – Appointment of Directors

Resolution 2 – Re-election of Mr Robert Gordon as a Director

In accordance with the constitution of the Company Mr Gordon retires by rotation, his position as a director of the Company and, being eligible, offers himself for re-election as a director of Sun Capital Group Limited. Mr Gordon has a proven record of successful business management in the area of corporate public relations. Further, he has extensive experience in financial journalism.

Resolution 2 seeks to confirm the re-election of Mr Gordon as a Director of the Company.

Resolution 3 – Re-election of Mr Roger Smith as a Director

In accordance with the constitution of the Company Mr Smith retires by rotation, his position as a director of the Company and, being eligible, offers himself for re-election as a director of Sun Capital Group Limited. Mr Smith has significant experience and knowledge in the retail and financial industries and has achieved success in both fields. Mr Smith brings to the board valuable commercial and practical experience.

Resolution 3 seeks to confirm the re-election of Mr Smith as a Director of the Company

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APPOINTMENT OF PROXY

I/We ....

of ....

being a member/members of Genesis Biomedical Limited hereby appoint

[ ] The Chairman of The meeting (mark with an 'X") **OR** [ ] Write the name of the person you are appointing if this person is someone other than the Chairman of the Meeting.

or failing the person named attending the meeting, or if no person 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 directions (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of the Company to be held on 20 November, 2003 at 10.00 am and at any adjournment of that meeting.

IMPORTANT:

[ ] If the Chairman of the Meeting is to be your proxy and you have not directed your proxy how to vote on Resolution 1, please place a mark in this box. By marking this box, you acknowledge that the Chairman of the Meeting may exercise your proxy even if he has an interest in the outcome of these items and that votes cast by him, other than as a proxy holder, would be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chairman of the Meeting will not cast your votes on these items and your votes will not be counted in computing the required majority if a poll is called on these Items. The Chairman intends to vote undirected proxies in favour of each Item.

Voting directions to your proxy – please mark "X" to indicate your directions

Resolution		For	Against	Abstain
1.	**Ratification of Past Placement of Shares**	[ ]	[ ]	[ ]
2.	**Re - Election of Director – Mr R Gordon**	[ ]	[ ]	[ ]
3.	**Re - Election of Director – Mr R Smith**	[ ]	[ ]	[ ]

Signed this .... day of .... 2003.

Individual Securityholder 1	Securityholder 2	Securityholder 3
Individual/Sole Director	**Director**	**Director/Company Secretary**

This form must be signed by the securityholder. If a joint holding, both securityholders must 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).

Notes:

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Pursuant to Section 1109N of the Corporations Act 2001, the Directors have determined that the shareholdings of each shareholder for the purpose of ascertaining the voting entitlements for the Annual General Meeting will be as it appears in the Share Register as at 10.00am on 18 November 2003.

2. A member entitled to attend and vote is entitled to appoint not more than two proxies.

3. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the member's voting rights.

4. Appointment of a proxy by a member who is a corporation must be under its common seal or the hand of its attorney or the hand of a person duly authorised by the corporation.

5. A proxy need not be a member of the Company.

6. To be effective, the proxy form must be received by the Company at its registered office, Level 5, 52 Phillip Street, Sydney NSW 2000, or received by facsimile on (02) 9252 8455 not less than forty-eight (48) hours before the time for holding the meeting.