



DATE: Wednesday, 16 April 2008

Visonic

Annual General Meeting and Change of Venue

Visonic (LSE: VSC.L; TASE: VSC.TA) (the "**Company**"), the international developer and manufacturer of electronic security systems (alarms) and home management systems, announces that the Company's Annual General Meeting ("**AGM**") will take place on Monday, 19 May 2008 at 12:00p.m., at the offices of **Hudson Sandler, 29 Cloth Fair, London EC1A 7NN, ENGLAND** and not at the address indicated in the Company's Annual Results announcement on 12 March 2008.

The Notice of Meeting, including proxy voting cards in English (the "**AGM Documents**") will be sent to Visonic's shareholders registered at the Company's UK registrar (Computershare), no later than 25 April 2008, together with a printed copy of the Company's Annual Report.

A press release regarding the convening of the AGM will also be published in Hebrew in two Israeli based newspapers, in accordance with applicable Israeli Law. In addition, the AGM Documents will also be available in Israel at the Company's registered offices and by publication on the Israeli Securities Authority's web site: www.magna.isa.gov.il and on the Tel-Aviv Stock Exchange web site: www.tase.co.il

An electronic version of the Company's Annual Report for the year ended 31 December 2007 is also available for public viewing and download from the Company's web site: www.visonic.com and on the Israeli Securities Authority's web site: www.magna.isa.gov.il and on the Tel Aviv Stock Exchange web site: www.tase.co.il.

Copies of the Company's Notice of Annual General Meeting, together with the 2007 Annual Report and Accounts will be submitted to the UK Listing Authority no later than 25 April 2008.

- END -

For further information please contact:

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THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

IF YOU ARE IN ANY DOUBT AS TO THE ACTION YOU SHOULD TAKE, YOU SHOULD CONSULT IMMEDIATELY YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT OR OTHER INDEPENDENT FINANCIAL ADVISER AUTHORISED UNDER THE UK FINANCIAL SERVICES AND MARKETS ACT 2000 (AS AMENDED).

IF YOU HAVE SOLD OR OTHERWISE TRANSFERRED ALL YOUR SHARES IN THE COMPANY, PLEASE SEND THIS DOCUMENT AND THE ACCOMPANYING DOCUMENTS TO THE PURCHASER OR TRANSFEREE OR TO THE STOCKBROKER, BANK OR OTHER AGENT THROUGH WHOM THE SALE OR TRANSFER WAS EFFECTED FOR TRANSMISSION TO THE PURCHASER OR TRANSFEREE.

VISONIC LTD.

REGISTERED IN ISRAEL UNDER COMPANY NO: 51-063761-4

NOTICE OF ANNUAL GENERAL MEETING

VISONIC LTD.

(incorporated and registered in Israel under company no: 51-063761-4)

To Shareholders

Registered Office:

24 Habarzel Street

Tel Aviv 69710

Israel

16 April 2008

Dear Shareholder,

Annual General Meeting

You are invited to this year's Annual General Meeting which will be held at 12p.m. (London time) on Monday, 19 May 2008 at the offices of **Hudson Sandler, 29 Cloth Fair, London EC1A 7NN England** (and not at the address indicated in the Company's Annual Results announcement on 12 March 2008).

The notice of meeting (including the resolutions to be proposed at the meeting) (the "Notice") is set out in this document. Also enclosed with this document is a form of proxy, unless you are a holder of depository interests in the Company, in which case you will receive a form of instructions. You will also find enclosed with this letter a copy of the audited consolidated accounts of the Company for the period ended 31 December 2007 (together with the auditors' report thereon).

The business to be conducted at this year's Annual General Meeting comprises: (1) the receipt of the consolidated accounts of the Company for the period ended 31 December 2007 (the "Accounts"); (2) the approval of the directors' remuneration report; (3) the re-appointment as directors of Mr. Yaacov Kotlicki and Dr. Avigdor Shachrai under the Company's articles of association; (4) the re-appointment of Kost Forer Gabbay & Kasierer (a member of Ernst & Young Global) as auditors; (5) the authorisation of the directors to fix the auditors' remuneration; (6) the renewal and extension of the directors' general authority to allot unissued shares; (7) the disapplication of shareholders' rights (as set out in the Company's articles of association) on an allotment of shares for cash to have such shares first offered to them in proportion to their existing holdings (known as pre-emption rights) and (8) the authorisation of the board to declare and pay a dividend of £0.01 (gross) per ordinary share to shareholders on the register on close of business on 23 May 2008.

Resolution 1 (receipt of the Accounts)

This resolution provides for the receipt of the Accounts.

Resolution 2 (approval of directors' remuneration report)

This resolution provides for the approval of the directors' remuneration report.

The approval of the directors' remuneration report requires a vote in favour by shareholders holding at least one-third of the shares who have no "personal interest" in the approval of the resolution and which shares are voted on the resolution. In addition, the total number of shares of shareholders who have no "personal interest" and who vote against the resolution must not exceed 1 per cent. of the issued share capital of the Company.

Resolution 3 (re-appointment of directors)

Mr. Yaacov Kotlicki, the Chairman, and Dr. Avigdor Shachrai, the President & Chief Executive Officer, who retire under the Company's articles of association offer themselves for re-appointment.

Resolution 4 (appointment of auditors)

Resolution 4 provides for re-appointment of Kost Forer Gabbay & Kasierer (a member firm of Ernst & Young Global) as the Company's auditors to hold office until the conclusion of the next general meeting of the Company at which audited financial statements are laid.

Resolution 5 (remuneration of the auditors)

Resolution 5 authorises the directors of the Company to fix the remuneration of the auditors.

Resolutions 6 and 7 (renewal of the directors' authority to allot shares and disapplication of pre-emption rights)

Resolution 6 provides for the renewal of the directors' authority to allot unissued shares up to a maximum nominal amount of NIS27,724 (representing 13,861,635 ordinary shares), equivalent to one-third of the Company's issued ordinary share capital as at the date of this document plus 2,099,027 ordinary shares together with ordinary shares in respect of which options have been, or in the process of being, granted under the terms of the Company's Share Schemes (as defined in the Company's articles of association) prior to the date of this circular. Save for the allotment of shares on the exercise of share options, the directors have no present intention to exercise this authority.

Resolution 7 provides for the disapplication of pre-emption rights. The disapplication of pre-emption rights gives the directors the flexibility and the option to finance business opportunities as they arise through allotments of shares for cash, without the necessity of first seeking shareholder approval. The disapplication is limited to such number of shares having a nominal value of up to NIS4,159 (representing 2,079,245 ordinary shares), equivalent to 5% of the Company's issued share capital as at the date of this document, together with 2,099,027 ordinary shares to be allotted pursuant to the Share Schemes.

Resolution 8 (payment of dividend)

Resolution 8 authorises and instructs the board to declare and pay a dividend for the year ended on 31 December 2007 in the amount of £0.01 (gross) per ordinary share payable to the shareholders on the register at close of business on 23 May 2008.

Form of Proxy / Form of Instruction

As mentioned earlier, you will find enclosed with this document a form of proxy (unless you are a holder of depository interests in the Company, in which case you will receive a form of instruction) for use at the Annual General Meeting.

If you are a member of the Company, whether or not you intend to be present at the meeting, you are requested to complete and return the form of proxy (in accordance with the instructions set out in that document) to the Company's Registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS13 8AE, England, as soon as possible and in any event so as to be received by the Company's Registrars by no later than Thursday, 15 May 2008 at 17:00pm (UK time) and in case of an adjourned meeting, no later than 96 hours before the meeting. Completion and return of a form of proxy will not prevent you from attending the meeting and voting in person, if you so wish.

If you are a holder of depository interests representing ordinary shares in the Company, please complete and return the form of instruction (in accordance with the instructions set out in that document) to the Company's Registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS13 8AE, England, as soon as possible and in any event so as to be received by the Company's Registrars no later than Thursday, 15 May 2008 at 17:00 pm (UK time), even if the meeting is adjourned.

Recommendation

Your directors believe that the resolutions set out in the Notice are in the best interests of the shareholders as a whole and recommend that you vote in favour of such resolutions.

Yours faithfully,



Yaacov Kotlicki
Chairman

VISONIC LTD.

Registered in Israel under company no: 51-063761-4

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the annual general meeting of Visonic Ltd. (the "Company") will be held at the offices of **Hudson Sandler, 29 Cloth Fair, London EC1A 7NN England**, on Monday, 19 May 2008 at 12 p.m. for the following purposes:

1. To receive the Company's annual accounts for the financial year ended 31 December 2007, together with the directors' report and auditors' report on those accounts.
2. To approve, the directors remuneration report, as set out in the Company's annual report.
3. To re-appoint Mr. Yaacov Kotlicki and Dr. Avigdor Shachrai as directors who retire under the Company's articles of association
4. To re-appoint Kost, Forer, Gabbay & Kasierer (a member of Ernst & Young Global) as auditors to hold office from conclusion of the meeting until the conclusion of the next general meeting of the Company at which the accounts are laid.
5. To authorise the directors to agree the auditors' remuneration.
6. To consider and, if thought fit, pass the following resolution:

that the directors be generally and unconditionally authorised in accordance with article 6.3 of the articles of association to allot relevant securities (as defined in such articles of association) at such times and on such terms as they think proper provided that such authority is limited to:

- (i) the allotment of relevant securities (other than pursuant to paragraph (ii) below) up to an aggregate nominal amount equal to NIS27,724; and
- (ii) the allotment of 2,099,027 ordinary shares of NIS0.002 pursuant to the Company's Share Schemes (as defined in the Company's articles of association) operated by the Company from time to time.

such authority unless and to the extent previously revoked, varied or renewed by the Company in general meeting to expire on 19 May 2013, but so that the Company may, before the expiry of such period, make an offer or agreement which would or might require relevant securities to be allotted after the expiry of such period and the directors may allot relevant securities pursuant to such an offer or agreement as if the authority conferred by this resolution had not expired.

7. To consider and, if thought fit, pass the following resolution:

that the directors be empowered, pursuant to articles 6.1 and 6.4 of the Company's articles of association, to allot options and equity securities (as defined in the Company's articles of association) for cash, provided that this power shall be limited to the allotment of options and equity securities:

- (i) in the case of options, pursuant to the Share Schemes (as defined in the Company's articles of association);
- (ii) in the case of equity securities, in connection with an offer of such securities by way of rights issue (as defined in the Company's articles of association); and
- (iii) in the case of equity securities, otherwise than pursuant to paragraph (ii) above up to an aggregate nominal amount of NIS4,159,

provided that such authority shall, unless and to the extent previously revoked, varied or renewed by the Company in general meeting, expire on 19 May 2013, save that the Company

may before such expiry make an offer or agreement which would or might require options or equity securities to be allotted after such expiry and the directors may allot options or equity securities in pursuance of such offer or agreement as if the power had not expired.

8. To authorise and instruct the board of directors to declare and pay a dividend for the year ended on 31 December 2007 in the amount of £0.01 (gross) per ordinary share payable to the shareholders on the register at close of business on 23 May 2008.

By Order of the Board:


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Akiva Laxer, Advocate
Secretary

Dated: 14 April 2008

Registered office: 24 Habarzel Street, Tel Aviv, 69710, Israel

Registered in Israel under the Israeli Companies Ordinance with registered no. 51-063761-4

Notes:

1. A member who is entitled to attend and vote at the Meeting may appoint one or more proxies to attend and, on a poll, vote on his or her behalf. A proxy need not be a member of the Company. A Form of Proxy is enclosed.
2. To be effective, a completed and signed Form of Proxy and any power of attorney under which it is signed (or a notarially certified copy of such power of attorney) must be lodged with the Company's Registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS13 8AE, England, no later than Thursday, 15 May 2008 at 17:00pm (UK time), or no later than 96 hours before an adjourned meeting. Completion and return of a Form of Proxy will not preclude a shareholder from attending and voting at the Meeting in person.
3. In the case of holders of depositary interests representing ordinary shares in the Company, a Form of Instructions must be completed in order to appoint the Company's Registrars, Computershare Investor Services PLC, to vote on the holder's behalf at the meeting or, if the meeting is adjourned, at the adjourned meeting. To be effective, a completed and signed Form of Instructions and any power of attorney under which it is signed (or a notarially certified copy of such power of attorney) must be delivered to the Company's Registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS13 8AE, England, no later than 15 May 2008 at 17:00pm (UK time), even if the meeting is adjourned.
4. Members are entitled to attend and vote at the Meeting. Pursuant to Israeli law, the Company specifies that only those members registered in the register of members of the Company on Tuesday, 13 May 2008 at 12pm (UK time), or, in the event that the Meeting is adjourned, those members on the Company's register of members 96 hours before the time fixed for the adjourned Meeting, shall be entitled to attend and vote at the Meeting in respect of the numbers of ordinary shares registered in their respective names at that time.

VISONIC LTD.

(The "Company")

FORM OF PROXY

Proxy for use at the 2008 Annual General Meeting (the "Meeting")

If you cannot attend the meeting you may use this form to appoint a proxy to vote on your behalf.

Before completing this form, please see explanatory notes.

I/We appoint Mr Yaacov Kotlicki (Chairman of the Company), or failing him, the duly appointed Chairman of the Meeting or (see Note 2) as my/our proxy to attend and vote on my/our behalf at the Meeting of the Company to be held on Monday 19 May 2008 and at any adjournment of the Meeting.

I/We would like my/our proxy to vote on the resolutions proposed at the Meeting as indicated below. Unless otherwise instructed, the proxy may vote as he or she sees fit or abstains in relation to any business of the Meeting.

Please insert an X in the appropriate box

RESOLUTIONS	FOR	AGAINST	ABSTENTIONS
The Resolution (item 1) relating to receiving the annual accounts	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
The Resolution (item 2) relating to approving the directors' remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
The Resolution (item 3) relating to the re-appointment of Mr. Yaacov Kotlicki and Dr. Avigdor Shachrai as directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
The Resolution (item 4) relating to the re-appointment of Kost Forer Gabbay & Kasierer as auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
The Resolution (item 5) relating to authorising the directors to agree the auditor's remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
The Resolution (item 6) authorising the directors to allot shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
The Resolution (item 7) authorising the directors to disapply pre-emption rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
The Resolution (item 8) authorising the board to declare and pay a dividend to shareholders on the register on close of business day on 23 May 2008	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If this form is signed and returned without any indications as to how the proxy shall vote, the proxy will exercise discretion both as to how the proxy votes and whether or not the proxy abstains from voting. The proxy will also exercise discretion relating to voting (and whether or not the proxy abstains from voting) on other business transacted at the Meeting.

NAME

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ADDRESS

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SIGNATURE

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DATE

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Notes:

- 1. To be valid, a signed and completed Form of Proxy should be returned in hard copy by post or courier or by hand (or by fax) to the Company's Registrars, Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS13 8AE, England (facsimile: 00 44 870 703 6109), together with any power of attorney under which it is signed (or a notarial certified copy of such power of attorney), no later than Thursday, 15 May 2008 at 17:00pm (UK time) and in case of an adjourned meeting - no later than 96 hours before the adjourned meeting . Completion of the form does not prevent you from attending and voting in person.
- 2. If you wish to appoint a proxy other than the Chairman of the Meeting, please delete the words "the Chairman of the Meeting" and insert, in block letters in the space provided, the name of your proxy who need not be a member of the Company.
- 3. This Form of Proxy must, in the case of an individual, be signed by the appointer or his attorney duly authorised in writing, or in the case of a corporation, either be under its common seal or be signed by an officer or attorney duly authorised to sign the same. In the case of joint registered holders, any joint holder may sign this Form of Proxy, but the vote of the person whose name appears first in the register of members in respect of the holding or his proxy will be accepted to the exclusion of the votes of other joint holders or their proxies.
- 4. Any alteration to this Form of Proxy should be initialled by you.
- 5. Should any other resolution be proposed at the AGM, the proxy may vote as he or she thinks fit.

VISONIC LTD.

(The "Company")

FORM OF INSTRUCTIONS

Form of Instruction for use at the Annual General Meeting (the "Meeting")

Before completing this form, please read the explanatory notes below.

Form of Instruction for completion by holders of depository interests representing shares on a 1 for 1 basis in the Company in respect of the Meeting of the Company to be held on 19 May 2008 and at any adjournment of the Meeting.

I/We being a holder of depository interests representing shares in the Company hereby direct Computershare Company Nominees Limited, the Custodian to vote on my/our behalf at the Meeting of the Company to be held on the above date (and at any adjournment thereof) as directed by an X in the spaces below.

Please insert an X in the appropriate box

RESOLUTIONS	FOR	AGAINST	ABSTENTIONS
The Resolution (item 1) relating to receiving the annual accounts	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
The Resolution (item 2) relating to approving the directors' remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
The Resolution (item 3) relating to the re-appointment of Mr. Yaacov Kotlicki and Dr. Avigdor Shachrai as directors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
The Resolution (item 4) relating to the re-appointment of Kost Forer Gabbay & Kasierer as auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
The Resolution (item 5) relating to authorising the directors to agree the auditor's remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
The Resolution (item 6) authorising the directors to allot shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
The Resolution (item 7) authorising the directors to disapply pre-emption rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
The Resolution (item 8) authorising the board to declare and pay a dividend to shareholders on the register on close of business day on 23 May 2008	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

NAME

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ADDRESS

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SIGNATURE

DATE

Notes:

1. To be valid, a signed and completed Form of Instruction should be returned in hard copy by post or courier or by hand (or by fax) to the Company's Registrars, Computershare Investor Services PLC, , The Pavilions, Bridgwater Road, Bristol BS13 8AE, England (facsimile: 00 44 870 703 6109) together with any power of attorney under which it is signed (or a notarial certified copy of such power of attorney), by no later than 15 May 2008 at 17:00pm (UK time) even if the meeting is adjourned.
2. This Form of Instructions must, in the case of an individual, be signed by the appointer or his attorney duly authorised in writing, or in the case of a corporation, either be under its common seal or be signed by an officer or attorney duly authorised to sign the same.
3. Please indicate how you wish your votes to be cast by placing "X" in the box provided. On receipt of this form duly signed, you will deemed to have authorised Computershare Investor Services PLC to vote, or to abstain from voting, as indicated on your Form of Instructions.
4. Any alterations to this Form of Instructions must be initialled by you.