



Level 8  
261 George Street  
Sydney NSW 2000  
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Tel: 61 2 9247 5087  
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ABN 30 096 048 912

30 October 2007

The Manager Companies  
Australian Stock Exchange Limited  
20 Bridge Street  
SYDNEY NSW 2000

(5 pages by email)

Dear Madam,

**RE: ANNUAL GENERAL MEETING**

I advise that all resolutions put to shareholders at today's Annual General Meeting of Members as set out in the attached Notice of Meeting were passed on a show of hands.

I advise that a total of 18,623,374 votes were cast by proxy as follows:

	For	Against	Abstain
Resolution 1	18,523,374	0	100,000
Resolution 2	18,623,374	0	0
Resolution 3	18,623,374	0	0
Resolution 4	17,268,374	105,000	1,250,000
Resolution 5	11,331,074	105,000	7,187,300
Resolution 6	18,623,374	0	0

Yours faithfully

A handwritten signature in black ink, appearing to read "Peter J. Nightingale", written over a horizontal line.

Peter J. Nightingale  
Company Secretary

pjn4116



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## **NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the Annual General Meeting of members is to be convened at Level 5, 207 Kent Street, Sydney, NSW, 2000 on 30 October 2007 at 11.00 am.

### **AGENDA**

#### **BUSINESS**

##### **Ordinary Resolutions**

To receive and consider the Company's annual financial report, the directors' report and the auditors' report for the year ended 30 June 2007.

To consider and, if thought fit, pass the following resolutions, with or without amendment:

##### **1. Adoption of the Remuneration Report**

'That the Remuneration Report for the year ended 30 June 2007 be and is hereby adopted.'

##### **2. Re-election of a Director**

'That Gary L. Lewis be and is hereby re-elected as a Director.'

##### **3. Re-election of a Director**

'That Peter E. Roberts be and is hereby re-elected as a Director.'

##### **4. Ratification of the Issue of Shares**

'That the issue of 12,000,000 fully paid ordinary shares in the Company on 27 April 2007 for \$0.055 per share be and is hereby ratified in for the purposes of ASX Listing Rule 7.4.'

##### **5. Approval of the Grant of Options**

'That, for the purposes of ASX Listing Rule 10.11, the grant of 3,000,000 options to Gary L. Lewis in accordance with the terms as set out in the Explanatory Memorandum accompanying this Notice of Meeting is approved'.

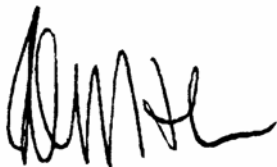
## **Special Resolution**

### **6. Change of Company Name**

'That the name of the Company be changed from 'IMD Group Limited' to 'BMDi International Limited'.

To transact any other business that may be brought forward in accordance with the Company's Constitution.

Yours sincerely

A handwritten signature in black ink, appearing to read 'P. Nightingale', with a stylized, cursive script.

Peter J. Nightingale  
Company Secretary

26 September 2007

pjn4050

**ANNUAL GENERAL MEETING  
TO BE HELD ON 30 OCTOBER 2007**

**EXPLANATORY MEMORANDUM**

**Resolution 1**

The Remuneration Report, which can be found in the Directors' Report in the Company's 2007 Annual Report, contains certain prescribed details, sets out the policy adopted by the Board of Directors and discloses the payments to Directors.

In accordance with section 250R of the Corporations Act, a resolution that the Remuneration Report be adopted must be put to the vote. The resolution is advisory only and does not bind Directors.

**Resolutions 2 and 3**

In accordance with Article 58 of the Company's Constitution and the Corporations Act, Messrs Gary Lewis and Peter Roberts retire as Directors by rotation and, being eligible, offer themselves for re-election.

**Resolution 4**

Resolution 4 seeks the ratification by shareholders of the issue of 12,000,000 fully paid ordinary shares in the Company on 27 April 2007 for the purposes of ASX Listing Rule 7.4. This ratification will provide the Company with the ability to raise further funds, if required, will maximise the flexibility of the Company's funds management and will facilitate planning for the Company's ongoing activities.

Details of the issue, as required by ASX Listing Rule 7.4 are as follows:

- Number of securities allotted: 12,000,000
- Issue price: \$0.055 per share
- Terms: Fully paid ordinary shares ranking pari passu with existing fully paid ordinary shares.
- Names of allottees: Austrom Pty Ltd, Paul & Annette Balsarini, Peter John & Jennifer Ann Bartter, Brayside Pty Ltd, Claremont Pty Ltd, Warwick & Mary Crumblin, Andrew Fay, Narelle Fay, Michael Herman, Jarisi Pty Ltd, Jocar Holdings Pty Ltd, Kings Park Superannuation Fund Pty Ltd, Imm Loh, M5 Holdings Australia Pty Ltd, Iain Richard Campbell McKean, Terry & Judy McInerney, Mirosek Pty Ltd, Praef Investments Pty Ltd, Sharif Oussa, Nicholas Tritton and Cynthia Wardman.
- Intended use of funds: To provide funds for the continued development and promotion of the Company's new and existing product ranges and for working capital purposes.
- Voting exclusion: The Company will disregard any votes cast on Resolution 4 by: Austrom Pty Ltd, Paul & Annette Balsarini, Peter John & Jennifer Ann Bartter, Brayside Pty Ltd, Claremont Pty Ltd, Warwick & Mary Crumblin, Andrew Fay, Narelle Fay, Michael Herman, Jarisi Pty Ltd, Jocar Holdings Pty Ltd, Kings Park Superannuation Fund Pty Ltd, Imm Loh, M5 Holdings Australia Pty Ltd, Iain Richard Campbell McKean, Terry & Judy McInerney, Mirosek Pty Ltd, Praef Investments Pty Ltd, Sharif Oussa, Nicholas Tritton and Cynthia Wardman and any of their associates.

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 directions 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.

## Resolution 5

As part of his remuneration as Managing Director, Resolution 5 proposes the granting of options to Gary Lewis with the following principal terms and conditions:

- Allottee: Gary L. Lewis (or his nominee)
- Number of options: 3,000,000
- Issue date: Immediately following shareholder approval of the grant and in any event within one month following the Annual General Meeting
- Issue price: \$nil
- Entitlement per option: Exercisable at any time before the expiry date to acquire 1 fully paid ordinary share
- Expiry date: 31 August 2008 in respect of the first 1,500,000 options  
31 August 2009 in respect of the second 1,500,000 options
- Exercise price per option: \$0.06 per option in respect of the first 1,500,000 options  
\$0.10 per option in respect of the second 1,500,000 options
- Voting exclusion: The Company will disregard any votes cast on Resolution 5 by Gary L. Lewis and any of his associates.

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 directions 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.

No funds will be raised from the issue of the options. In the event that any of the options are exercised, the funds raised will be used for the continued development and promotion of the Company's new and existing product ranges and for working capital purposes.

The options which may be granted are intended to provide an incentive to the Managing Director and to recognise that he is paid a minimal base cash salary as set out in the Annual Report. The Directors consider that the incentive represented by these options is a cost effective and efficient incentive offered by the Company when compared with alternative forms of incentive such as cash bonuses or increased remuneration.

## Resolution 6

Resolution 6, a Special Resolution requiring at least 75% of the votes cast by members entitled to vote on the resolution to be voted in favour of the resolution, is proposed to simplify the Company's name and to reflect the growing market branding of the Company's product range.

The Company has determined, in accordance with regulation 7.11.37 of the Corporations Regulations 2001 (Cth), that the Company's shares quoted on the Australian Stock Exchange Limited at 7.00 pm Sydney time on 28 October 2007 are taken, for the purposes of the general meeting to be held by the persons who held them at that time. Accordingly, those persons are entitled to attend and vote (if not excluded) at the meeting.