

16 October 2008

## **NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the Annual General Meeting of members is to be convened at Level 2, 3 Spring Street, Sydney, NSW, 2000 on 28 November 2008 at 11.00 am.

### **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 2008.

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 2008 be and is hereby adopted.'

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

'That Thomas J. Mann be and is hereby re-elected as a Director.'

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

'That Mal L. Eutick be and is hereby re-elected as a Director.'

#### **4. Appointment of Auditors**

'That Gould Ralph Assurance, Chartered Accountants, be and are hereby appointed as the Company's auditors.'

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

Yours sincerely

Ian Mitchell  
Company Secretary

**ANNUAL GENERAL MEETING  
TO BE HELD ON 28 NOVEMBER 2008**

**EXPLANATORY MEMORANDUM**

**Resolution 1**

The Remuneration Report, which can be found in the Directors' Report in the Company's 2008 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**

In accordance with Article 58 of the Company's Constitution and the Corporations Act, Mr Thomas J. Mann retires as a Director by rotation and, being eligible, offers himself for re-election.

**Resolutions 3**

In accordance with Article 56 of the Company's Constitution and the Corporations Act, having been appointed as a Director during the year, Dr Mal L. Eutick retires as a Director and, being eligible, offers himself for re-election.

**Resolution 4**

Gould Ralph Assurance, Chartered Accountants, have been duly nominated as Auditors in accordance with Section 328B(1) of the Corporations Act 2001 (Cth). In accordance with Section 328B(3) of the Corporations Act, a copy of the notice of nomination of Auditor accompanies this Notice of Meeting.

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 25 November 2008 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.

## FORM OF PROXY

I/we .....  
 of .....  
 being a member/members of BMDi TUTA Limited HEREBY APPOINT

.....  
 or failing him, the Chairman of the Meeting, as my/our Proxy to vote for me/us and on my/our behalf  
 at the Annual General Meeting of Members of the Company to be held at 11.00 am on 28 November  
 2008 and at any adjournment thereof.

The Proxy is directed by me/us to vote as indicated by the marks in the appropriate boxes below:

RESOLUTION	FOR	AGAINST	ABSTAIN
1. Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. Re-election of Thomas J. Mann as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Re-election of Mal L. Eutick as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. Appointment of Auditors	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

If no directions are given, the Proxy may vote as the Proxy thinks fit or may abstain. If you mark the  
 abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of  
 hands or on a poll and your votes will not be counted in computing the required majority on a poll.

### Important:

If you do not wish to direct your Proxy how to vote, please place a mark in the box: ☐

By marking this box, you acknowledge that the Chairman may exercise your proxy even if he has an  
 interest in the outcome of the resolution and votes cast by him other than as proxy holder will be  
 disregarded because of that interest. The Chairman intends to vote undirected proxies in favour of  
 each item.

Dated this ..... day of ..... 2008.

Signatures of Member(s) .....

THE COMMON SEAL of ..... A.C.N. ....

was hereunto affixed in accordance with its Constitution in the presence of:

.....

Director

Secretary

## **PROXY INSTRUCTIONS**

1. A member entitled to attend and vote is entitled to appoint not more than 2 proxies.
2. Where more than 1 proxy is appointed, each proxy must be appointment to represent a specified proportion of the member's voting rights.
3. A proxy need not be a member.
4. All joint holders must sign.
5. All executors of deceased estates must sign.
6. This Proxy Form (and the original or certified copy of any power of attorney under which this proxy form is signed) must be received at the address given below no later than 48 hours before the time appointed for holding the meeting:
  - in person or by mail to the Company's registered office, Level 11, 37 Bligh Street, Sydney, NSW 2000 Australia; or
  - by facsimile on +61 2 9232 6826.