



15 October 2010

## **NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the Annual General Meeting of shareholders is to be held at Gould Ralph, Level 42, Suncorp Place, 259 George Street, Sydney NSW 2000 on Monday 15 November 2010 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 2010.

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 2010 be and is hereby adopted.'

#### **2. Election of a Director**

'That Thomas Hartigan be and is hereby elected as a Director.'

#### **3. Election of a Director**

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

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

By order of the board

Ian Mitchell  
Director/Company Secretary

**ANNUAL GENERAL MEETING  
TO BE HELD ON 15 NOVEMBER 2010  
EXPLANATORY MEMORANDUM**

**Resolution 1**

The Remuneration Report, which can be found in the Directors' Report in the Company's 2010 Annual Report, contains certain prescribed details and 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.

**Resolution 2**

In accordance with Article 56.2 of the Company's Constitution and the Corporations Act, having been appointed as a Director during the year, Thomas Hartigan retires as a Director and, being eligible, offers himself for election.

**Resolution 3**

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

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 Securities Exchange Limited at 7:00pm Sydney time on 13 November 2010 are taken, for the purposes of the general meeting to be held by the person 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 Medical Australia Limited 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 15 November 2010 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. Election of Thomas Hartigan as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. Re-Election of Gary Lewis as a Director	<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.

If the Chair of the meeting is appointed as your proxy, or may be appointed by default and you do not wish to direct your proxy how to vote as your proxy in respect of a resolution, please place a mark in the box. ☐

By marking this box, you acknowledge that the Chair of the meeting may exercise your proxy even if he has an interest in the outcome of the resolution/s and that votes cast by the Chair of the meeting for those resolutions other than as proxy holder will be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chair will not cast your votes on the resolution and your votes will not be counted in calculating the required majority if a poll is called on the resolution.

Dated this ..... day of ..... 2010.

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 appointed 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; or
  - in person; or
  - mail to Gould Ralph Pty Limited at Level 42, Suncorp Place, 259 George Street, Sydney NSW 2000 or
  - their facsimile on +61 2 9032 3088

