

29 October 2019

ASX Announcements Office  
ASX Limited  
20 Bridge Street  
SYDNEY NSW 2000

**Re: 2019 Notice of Annual General Meeting**

The **Mediland Pharm Limited** Annual General Meeting will be held at 241 Castlereagh Street, Sydney NSW 2000 on Thursday, 28 November 2019 at 11a.m AEDT.

Please find attached the following documents which are being sent to shareholders:

- Letter to shareholders
- 2019 Notice of Annual General Meeting and explanatory notes
- Proxy form
- Annual Report Form

Yours faithfully

A handwritten signature in black ink, appearing to read 'Indira Naidu', enclosed within a large, loopy oval shape.

**Indira Naidu**  
**Company Secretary**

Dear Shareholder

**Mediland Pharm Limited Annual General Meeting 2019**

I am pleased to invite you to attend our Annual General Meeting and have enclosed the Notice of Meeting which sets out the items of business. The meeting will be held at 241 Castlereagh Street, Sydney NSW 2000 at 11.00 am AEDT on Thursday 28 November 2019.

If you are attending this meeting, please bring this letter with you to facilitate registration into the meeting.

If you are unable to attend the meeting we encourage you to submit your voting instructions online at [www.investorvote.com.au](http://www.investorvote.com.au). Alternatively complete the enclosed proxy form which should be returned to our share registry in the envelop provided or by facsimile on 03 9473 2555 so that it is received by 11.00 am AEDT on Tuesday 26 November 2019.

The Annual Report is also now available on the Mediland Pharm Limited website at [www.medilandpharm.com.au](http://www.medilandpharm.com.au). If you would prefer to receive your copy of the Annual Report electronically, please visit [www.investorcentre.com.au](http://www.investorcentre.com.au) and provide your e-mail address. If you are new to the Investor Centre website, simply click: Access a Single Holding Enquiry” and enter you SRN/HIN and postcode.

Corporate shareholders will be required to complete a “Certificate of Appointment of Representative: to enable a person to attend on their behalf. A form of this certificate may be obtained from the Company’s share registry.

I look forward to your attendance at the meeting.

Yours sincerely



**Peter French**  
**Chairman**

**MEDILAND PHARM LIMITED**  
**ABN 83 628 420 824**

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**NOTICE OF ANNUAL GENERAL MEETING**

**AND**

**EXPLANATORY STATEMENT**

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Date of Meeting: 28 November 2019

Time of Meeting: 11.00 am AEDT

Place of Meeting: 241 Castlereagh Street  
Sydney  
NSW 2000

This Notice of Annual General Meeting and Explanatory Statement should be read in their entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

Should you wish to discuss the matters in this notice of Annual General Meeting, please do not hesitate to contact Indira Naidu (Company Secretary) by e-mail at [Indira.naidu@medilandpharm.com.au](mailto:Indira.naidu@medilandpharm.com.au).

**MEDILAND PHARM LIMITED**  
ABN 83 628 420 824  
**2019 NOTICE OF ANNUAL GENERAL MEETING**

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Notice is hereby given that the Annual General Meeting of Mediland Pharm Limited (“**Mediland**” or “**the Company**”) will be held at 11.00 am (AEDT) on Thursday 28 November 2019 at 241 Castlereagh Street, Sydney NSW 2000 to conduct business set out in this Notice.

The Explanatory Statement which accompanies, and forms part of this Notice of Meeting describes the various matters to be considered and contains a glossary of defined terms that are not defined in full in this Notice of Meeting. The Explanatory Statement, the Schedules noted above and the Proxy Form are part of this Notice.

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## **BUSINESS OF THE MEETING**

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### **AGENDA**

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#### **FINANCIAL STATEMENTS AND REPORTS**

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To receive and consider the Financial Statements, the Directors’ report and Auditor’s report for the Group for the year ended 30 June 2019.

Note: There is no requirement for Shareholders to approve these reports.

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#### **RESOLUTION 1 – Adoption of Remuneration Report**

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

*“To adopt the Remuneration Report for the year ended 30 June 2019.”*

*The vote on this resolution is advisory only and does not bind the Directors or the Company. A voting exclusion statement applies to this item of business (see the voting Exclusion on page 2).*

Note: the vote on this Resolution is advisory only and does not bind the Directors of the Company. The Directors will consider the outcome of the vote and comments made by shareholders on the remuneration report at the meeting when reviewing the Company’s remuneration policies.

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**MEDILAND PHARM LIMITED**  
ABN 83 628 420 824  
**2019 NOTICE OF ANNUAL GENERAL MEETING**

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**RESOLUTION 1 – Adoption of Remuneration Report (continued)**

**Voting Prohibition Statement**

A vote on this Resolution must not be cast (in any capacity) by or on behalf of any of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member;

However, a person described above may cast a vote on this Resolution if:

- (a) the person does so as a proxy appointed by writing that specifies how the proxy is to vote on the Resolution; and
- (b) the vote is not cast on behalf of a person described in sub-paragraphs (a) or (b) above.

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**RESOLUTION 2 – Adoption of Directors and Employees Share Plans**

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

*“That for the purpose of Listing Rule 7.2 (Exception 9) of the ASX Listing Rules and for all other purposes, approval is given for the Company to adopt the Company’s directors and employees share plan and to allot and issue Shares pursuant to the Company’s directors and employees share plan, a summary of the terms of which is set out in the Explanatory Statement accompanying this Notice of Meeting.”*

**Voting Exclusion:** The Company will disregard any votes cast on this Resolution by a director of the Company (except one who is ineligible to participate in any employee incentive scheme in relation to the Company) and their associates. However, the Company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directors on the proxy for 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.

**MEDILAND PHARM LIMITED**  
ABN 83 628 420 824  
**2019 NOTICE OF ANNUAL GENERAL MEETING**

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**RESOLUTION 3 – Re-election of Ms Tracey Cray as Director**

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

*“To re-elect Ms Tracey-Lee Cray as a Director who retires by rotation in accordance with the Company’s Constitution and, being eligible for re-election, has offered herself for re-election.”*

*Biographical information on Mrs Cray is set out in the explanatory notes to this notice.*

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**RESOLUTION 4 – Election of Mr Leo Cui as Director**

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

*“To elect Mr Leo Cui as a new Director for the Company in accordance with the Company’s Constitution.”*

*Biographical information on Mr Cui is set out in the explanatory notes to this notice.*

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**RESOLUTION 5 – Approval for the issue of shares to Dr Peter French, a related party**

To consider and if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

*“That, for the purpose of ASX Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue and allot \$30,000 worth of fully paid ordinary shares in the Company to Dr Peter French, under the Company’s Directors’ and Employees’ Share Plan on the terms and conditions set out in the Explanatory Statement accompanying this notice”.*

<p><b>Voting Prohibition Statement</b> – the Company will disregard any votes cast on this resolution by any of the Company’s directors (and their associates) who are eligible to participate in the Company’s directors and employees share plan. However, the Company need not disregard a vote if it is cast by a person as a 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.</p>
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**MEDILAND PHARM LIMITED**  
ABN 83 628 420 824  
**2019 NOTICE OF ANNUAL GENERAL MEETING**

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**RESOLUTION 6 – Approval for the issue of shares to Theo Renard, a related party**

To consider and if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

*“That, for the purpose of ASX Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue and allot \$30,000 worth of fully paid ordinary shares in the Company to Mr Theo Renard, under the Company’s Directors’ and Employees’ Share Plan on the terms and conditions set out in the Explanatory Statement accompanying this notice”.*

**Voting Prohibition Statement** – the Company will disregard any votes cast on this resolution by any of the Company’s directors (and their associates) who are eligible to participate in the Company’s directors and employees share plan. However, the Company need not disregard a vote if it is cast by a person as a 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.

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**RESOLUTION 7 – Approval for the issue of shares to Tracey Cray, a related party**

To consider and if thought fit, to pass, with or without amendment, the following resolution as an ordinary resolution:

*“That, for the purpose of ASX Listing Rule 10.14 and for all other purposes, approval is given for the Company to issue and allot \$30,000 worth of fully paid ordinary shares in the Company to Ms Tracey Cray, under the Company’s Directors’ and Employees’ Share Plan on the terms and conditions set out in the Explanatory Statement accompanying this notice”.*

**Voting Prohibition Statement** – the Company will disregard any votes cast on this resolution by any of the Company’s directors (and their associates) who are eligible to participate in the Company’s directors and employees share plan. However, the Company need not disregard a vote if it is cast by a person as a 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.

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## **OTHER BUSINESS**

To transact any other business that may be lawfully brought forward in accordance with the Constitution of the Company, the *Corporations Act* and the ASX Listing Rules.

## **BY ORDER OF DIRECTORS**

**Indira Naidu**  
**25 October 2019**



## MEDILAND PHARM LIMITED

ABN 83 628 420 824

### 2019 NOTICE OF ANNUAL GENERAL MEETING (continued)

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#### YOUR VOTE

The business of Annual General Meeting affects your shareholding and your vote is important.

#### VOTING IN PERSON

To vote in person, attend the Annual General Meeting on the date and at the place set out above.

#### VOTING ONLINE

If you are unable to attend the meeting, we encourage you to submit your vote online at [www.investorvote.com.au](http://www.investorvote.com.au). For intermediary online subscribers only (custodians) [www.intermediaryonline.com](http://www.intermediaryonline.com).

#### PROXIES

A shareholder entitled to vote is entitled to appoint a proxy to attend and vote instead of the stakeholder. A suitable proxy form accompanies this Notice of Annual General Meeting. The person appointed a proxy needs to be a shareholder of the Company.

Where the shareholder is entitled to cast two or more votes, the shareholder may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.

To be effective, the instrument appointing a proxy (and the power of attorney or other authority, if any, under which it is signed or a certified copy of the power or authority) must be returned to Computershare Investor Services Pty Limited, either:

- By facsimile on 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia);
  - By post to GPO Box 242, Melbourne, VIC 3001; or
  - By delivery to Level 3, 60 Carrington Street, Sydney NSW
  - **Not less than 48 hours prior to the meeting. Proxy Forms received later than this time will be invalid.**
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## **MEDILAND PHARM LIMITED**

ABN 83 628 420 824

### **EXPLANATORY NOTES TO NOTICE OF ANNUAL GENERAL MEETING**

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This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting be held at 241 Castlereagh Street, Sydney NSW 2000, on 28 November 2019, at 11.00 a.m. AEDT.

The purpose of the Explanatory Statement and Schedules is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the notice of Meeting.

The Directors recommended that Shareholders read this Explanatory Statement and its Schedules, which form part of the accompanying Notice of Meeting, before determining whether to support the Resolutions or otherwise. If you have any questions regarding the matters set out in this Explanatory, the Schedules or the preceding Notice of Meeting, please contact the Company Secretary, your stockbroker, your accountant, or other professional advisor before determining whether to support the Resolutions or otherwise.

Capitalised terms used in this Explanatory Statement are defined in the Glossary to this document.

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#### **1. FINANCIAL REPORT AND DIRECTORS' REPORT**

The business of the meeting will include receipt and consideration of the Financial Statements of the Company and the reports of the Directors and Auditors for the year ended 30 June 2019.

Shareholders are not required to vote on these reports but will be given an opportunity to raise questions on the Reports at the meeting.

The auditors will be available at the meeting to answer any questions in relation to the Auditor's Report.

The Company will not provide a hard copy of the Financial report to Shareholders unless specifically required to do so. The Financial Report is available at <http://www.medilandpharm.com.au>.

**MEDILAND PHARM LIMITED**  
ABN 83 628 420 824  
**EXPLANATORY NOTES TO NOTICE OF ANNUAL GENERAL MEETING**  
**(Continued)**

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**2. RESOLUTION 1 – REMUNERATION REPORT**

The Board submits its Remuneration Report to shareholders for consideration and adoption by way of a non-binding ordinary resolution. The Remuneration Report is set out on pages 11 to 16 of the Company's 2019 Annual Report.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the meeting.

**The Board unanimously recommends that Shareholders vote in favour of adopting the Remuneration Report.**

Subject to the Voting Exclusion statement contained in this Notice, the Chairman of the Meeting intends to vote all unprecedented proxies in favour of the adoption of the Remuneration Report.

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**3. RESOLUTION 2 – DIRECTORS AND EMPLOYEES SHARE PLAN AND DIRECTORS AND EMPLOYEES OPTION PLAN**

The Board seeks approval of Shareholders for, and issue of Shares and Options pursuant to, the Directors and Employees Share Plan and the Directors and Employees Option Plan (together **Directors and Employees Incentive Plans**).

To ensure that the Company has appropriate mechanisms to continue to attract and retain the services of directors and employees of a high calibre, the Company has established the Directors' and Employees' Incentive plans for directors and employees.

The Directors, employees and consultants of the Company have been, and will continue to be instrumental in the growth of the Company. The Directors consider that the Directors' and Employees' Incentive Plans are an appropriate method to:

- Reward directors, employees and consultants for their past performance;
- Provide long-term incentives for participation in the Company's future growth;
- Motivate directors and generate loyalty from senior employees and consultants; and
- Assist to retain the services of valuable employees and consultants.

**MEDILAND PHARM LIMITED**

ABN 83 628 420 824

**EXPLANATORY NOTES TO NOTICE OF ANNUAL GENERAL MEETING  
(Continued)**

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**3. RESOLUTION 2 – DIRECTORS AND EMPLOYEES SHARE PLAN AND  
DIRECTORS AND EMPLOYEES OPTION PLAN (continued)**

Further, the Directors' and Employees' Incentive Plans will be used as part of remuneration planning for both executive and non-executive directors and employees of the Company.

A summary of the terms of the Directors and Employees Share Plan and the Directors and Employees Options Plan is set out below. A copy of the full rules of the Directors and Employees Incentive Plans can be sent to any Shareholder upon request.

**Summary of the terms and conditions of the Directors' and Employees' Share/Option Plan**

**Performance Rights** – rights to be issued or provided with fully paid ordinary Shares in the Company at nil issue price upon specific vesting conditions being achieved.

**Options** – rights to be issued or provided with Shares upon payment of an exercise price and which can only be exercised if specific vesting conditions are achieved.

**Share Awards** – Shares issued to employees in lieu of, or in addition to, wages, salary or bonus.

**Exempt Awards** – Shares issued for no consideration or at an issue price which is a discount to the market price with the intention that up to \$1,000 (or such other amount which is exempted from tax under the Income Tax Assessment Act 1936 of the Income Tax Assessment Act 1997 from time to time) of the total value or discount received by each employee which will be exempt from tax.

**Eligible employees** – Awards may be granted at the discretion of the Board to any person who is an employee, officer, Director or consultant of Mediland Pharm Limited.

**Price** – The Board has discretion to determine issue price and/or exercise price for the Awards.

**MEDILAND PHARM LIMITED**

ABN 83 628 420 824

**EXPLANATORY NOTES TO NOTICE OF ANNUAL GENERAL MEETING  
(Continued)**

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**3. RESOLUTION 2 – DIRECTORS AND EMPLOYEES SHARE PLAN AND  
DIRECTORS AND EMPLOYEES OPTION PLAN (continued)**

**Summary of the terms and conditions of the Directors' and Employees'  
Share/Option Plan (continued)**

**Vesting and exercise of Awards** – The Awards held by a participant will vest in and become exercisable by that participant upon satisfaction of any vesting conditions specified in the offer and in accordance with the rules of the EIP, Vesting conditions may be waived at the discretion of the Board.

**Change of control** – In the event a takeover bid is made to acquire all of the issued Shares of the Company, or a scheme of arrangement, selective capital reduction or other transaction is initiated which has an effect similar to a full takeover bid, the Board may waive unsatisfied vesting conditions in relation to some or all Awards. Further, if a takeover bid is made to acquire all of the issued Shares of the Company, participants may accept the takeover bid in respect of any Awards (other than exempt Share awards) which they hold notwithstanding the restriction period in respect of those Awards has not expired.

**Claw-back** – If any vesting conditions of an Award are mistakenly waived or deemed satisfied when in fact they were not satisfied, then in accordance with the terms of the Employee Incentive Plan, the Board may determine that the relevant Awards expire (if not yet exercised), or it may otherwise recover from the participant some or all Shares issued upon exercise of the Awards or any proceeds received from the sale of those Shares.

**Valuation of Share capital** - If prior to the exercise of an Award, the Company undergoes a reorganisation of capital or bonus issue, the terms of the Awards will be changed to the extent necessary to comply with the ASX Listing Rules.

## MEDILAND PHARM LIMITED

ABN 83 628 420 824

### EXPLANATORY NOTES TO NOTICE OF ANNUAL GENERAL MEETING (Continued)

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#### 3. RESOLUTION 2 – DIRECTORS AND EMPLOYEES SHARE PLAN AND DIRECTORS AND EMPLOYEES OPTION PLAN (continued)

##### Details of Non-executive Rights

- The Company issued a total value of \$90,000 NED rights to non-executive directors;
- The issue date is the commencement date of the appointment with the NEDs;
- Participants are non-executive directors being Tracey Cray, Peter French and Theo Renard;
- NED Rights granted under the engagement agreements entered into with the NEDs will not be quoted on the ASX. The Company made application to ASX for official quotation of Shares issued on NED Rights becoming vested and being exercised;
- The NED Rights will be vested at 33.33% of the total value granted at each anniversary of the commencement date of the appointment provided that NEDs remain directors of the company as at the relevant vesting date;
- The number of NED Rights to be issued to each NED on each vesting period will be calculated in accordance with the following formula:

$$N = \text{PBF} / \text{VWAP}$$

Where:

**N** is the number of NED Rights to be issued on the relevant Vesting Date;

**PBF** is an amount in Australian dollars, equal to the value of shares of the NEDs are entitled to on the relevant Vesting Date; and

**VWAP** is the volume weighted average sale of a share in the Company on the ASX over the five ASX trading days of the immediately prior to the relevant vesting Date (or as determined by the board), rounded to the whole cent.

##### Details of Long-Term Incentive Plan for Senior Management Personnel

- The Company issued 12,000,000 performance rights according to board resolution dated 9 November 2018;
  - The Company issued additional performance rights according to board resolution dated 10 January 2019;
  - The performance rights have three-year vesting period and will vest only if performance targets are met at the end of this period;
  - Issue date is the date of completion of Initial Public Offering (22 February 2019);
  - Participants are nine senior management personnel determined by the Board. Participants include Managing Director, Finance Manager, Chief Financial Officer, Store Managers and Operations Managers;
  - Each performance Right that vests entitles the Participants to subscribe for one fully paid ordinary share in the capital of the company;
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**MEDILAND PHARM LIMITED**

ABN 83 628 420 824

**EXPLANATORY NOTES TO NOTICE OF ANNUAL GENERAL MEETING  
(Continued)**

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**4. RESOLUTION 3 – RE-ELECTION OF MS TRACEY CRAY AS DIRECTOR**

Mrs Tracey Cray retires by rotation in accordance with clause 21.2 of the Company's Constitution and, being eligible for re-election, offers herself for re-election.

Mrs Cray was appointed to the Board in August 2018 as a Director. Mrs Cray is an Affiliate of Australian Institute of Directors and a strategic business professional with over 15 years' experience in hospitality and tourism industry. Working with leading hotel brands and franchise models, Mrs Cray's key strengths include operational and compliance requirements in Human Resources, Workplace Health and Safety, Holistic Customer Service and Brand Awareness.

**The Board (excluding Mrs Cray who has abstained) recommends that Shareholders vote in favour of this resolution.**

**The Chairman of the Meeting intends to vote all undirected proxies in favour of the re-election of Mrs Cray.**

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**5. RESOLUTION 4 – ELECTION OF MR LEO CUI AS DIRECTOR**

Mr Leo Cui is recommended for appointment by the Board in accordance with Clause 20.4 of the company's Constitution and being eligible, offers himself for election.

Mr Cui will be appointed to the board on 28 November 2019. He has substantial experience in Financial Services Industry mainly responsible for Group Dealing, Risk Management, responsibility for compliance with respect to ASIC and specific compliance obligations under Australian Financial Services Licence. Previous work experience also includes sales and marketing, financial product advice to and dealing with wholesale and retail clients, derivative products and foreign exchange contracts.

Mr Cui's key strength include his financial services background which has foreign investors in Australian Companies. He also has network and relations in Hong Kong and China.

**The Board (excluding Mr Cui who has abstained) recommends that shareholders vote in favour of this resolution.**

**The Chairman of the Meeting intends to vote all undirected proxies in favour of the election of Mr Cui.**

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**MEDILAND PHARM LIMITED**

ABN 83 628 420 824

**EXPLANATORY NOTES TO NOTICE OF ANNUAL GENERAL MEETING  
(Continued)**

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**6. RESOLUTION 5 – APPROVAL FOR THE ISSUE OF SHARES TO PETER FRENCH, A RELATED PARTY**

Peter French is a Director of the Company. The Board has decided to seek Shareholder approval for the value of \$30,000 shares issued to Peter French to secure his ongoing commitment to the continued growth of the Company as part of the Directors and Employees Share Plan.

In determining the value of shares to be issued to Peter French, consideration was given to his relevant experience and role as a Director, his overall remuneration terms, the current market price of shares and the terms of security packages granted to directors of other companies within the sector in which the Company operates.

ASX Listing Rule 10.14 effectively provides that an entity must not permit a director of the company (or their associate) to acquire securities under an employee incentive scheme without approval of the holders of ordinary securities.

In accordance with the disclosure requirements of ASX Listing Rule 10.15:

- 6.1. The Company proposes to issue Shares to Peter French under the Directors' and Employees' Share Plan;
- 6.2. The maximum value of Shares to be issued to Peter French pursuant to Resolution 5 is \$30,000;
- 6.3. The Shares issued under the Directors and Employees Share Plan will be granted for nil consideration, accordingly no funds will be raised;
- 6.4. The Shares to be issued to Dr French pursuant to Resolution 2 will be at an issue price of \$0.20 per share being, in accordance with the terms of the Directors' and Employees' Share Plan;
- 6.5. The persons referred to in ASX Listing Rule 10.14 that will be entitled to be issued Shares under the Directors and Employees Share Plan are:
  - (a) Peter French;
  - (b) Theo Renard; and
  - (c) Tracey Cray.



**MEDILAND PHARM LIMITED**  
ABN 83 628 420 824  
**EXPLANATORY NOTES TO NOTICE OF ANNUAL GENERAL MEETING**  
**(Continued)**

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**6. RESOLUTION 5 – APPROVAL FOR THE ISSUE OF SHARES TO PETER FRENCH, A RELATED PARTY (continued)**

6.6. A voting exclusion statement is included in the Notice;

6.7. The Company proposes to issue the Shares under the Directors' and Employees' Share Plan pursuant to Resolution 5 as soon as reasonably practicable after Resolution 5 is approved by Shareholders, but in any case, no later than 12 months after the date of passage of Resolution 5.

The Directors (other than Peter French who has abstained from voting) do not consider that, from an economic and commercial point of view, there are any costs or detriments, including opportunity costs or taxation consequences, for the Company or benefits foregone by the Company in offering the Shares to Peter French under the Directors' and Employees' Share Plan under this Resolution 5.

**The Board other than Peter French, who has a material personal interest in Resolution 5, recommends that the Shareholders approve Resolution 5.**

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**MEDILAND PHARM LIMITED**

ABN 83 628 420 824

**EXPLANATORY NOTES TO NOTICE OF ANNUAL GENERAL MEETING  
(Continued)**

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**7. RESOLUTION 6 – APPROVAL FOR THE ISSUE OF SHARES TO THEO RENARD, A RELATED PARTY**

Theo Renard is a Director of the Company. The Board has decided to seek Shareholder approval for the value of \$30,000 shares issued to Theo Renard to secure his ongoing commitment to the continued growth of the Company as part of the Directors and Employees Share Plan.

In determining the value of shares to be issued to Theo Renard, consideration was given to his relevant experience and role as a Director, his overall remuneration terms, the current market price of shares and the terms of security packages granted to directors of other companies within the sector in which the Company operates.

A summary of the key terms and conditions of the Directors and Employees Share Plan is set out in section 3 of this Notice.

ASX Listing Rule 10.14 effectively provides that an entity must not permit a director of the company) or their associate) to acquire securities under an employee incentive scheme without approval of the holders of ordinary securities.

Please refer to section 6 of this Notice for the disclosures required under Listing Rule 10.15.

The Shares issued to Theo Renard will be issued on the same terms as those Shares issued to Peter French as set out in section 6 of this Notice.

The maximum value of Shares to be issued to Theo Renard pursuant to Resolution 6 is \$30,000.

The Directors (other than Theo Renard who has abstained from voting) do not consider that, from an economic and commercial point of view, there are any costs or detriments, including opportunity costs or taxation consequences, for the Company or benefits foregone by the Company in offering the Shares to Theo Renard under the Directors' and Employees' Share Plan under this Resolution 6.

**The Board other than Theo Renard, who has a material personal interest in Resolution 6, recommends that the Shareholders approve Resolution 6.**

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**MEDILAND PHARM LIMITED**

ABN 83 628 420 824

**EXPLANATORY NOTES TO NOTICE OF ANNUAL GENERAL MEETING  
(Continued)**

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**8. RESOLUTION 7 – APPROVAL FOR THE ISSUE OF SHARES TO TRACEY CRAY, A RELATED PARTY**

Tracey Cray is a Director of the Company. Should the shareholders re-elect Mrs Cray (under Resolution 3), the Board seeks Shareholder approval for the value of \$30,000 shares issued to Tracey Cray to secure her ongoing commitment to the continued growth of the Company as part of the Directors and Employees Share Plan.

In determining the value of shares to be issued to Tracey Cray, consideration was given to her relevant experience and role as a Director, his overall remuneration terms, the current market price of shares and the terms of security packages granted to directors of other companies within the sector in which the Company operates.

A summary of the key terms and conditions of the Directors and Employees Share Plan is set out in section 3 of this Notice.

ASX Listing Rule 10.14 effectively provides that an entity must not permit a director of the company) or their associate) to acquire securities under an employee incentive scheme without approval of the holders of ordinary securities.

Please refer to section 6 of this Notice for the disclosures required under Listing Rule 10.15.

The Shares issued to Tracey Cray will be issued on the same terms as those Shares issued to Peter French as set out in section 6 of this Notice.

The maximum value of Shares to be issued to Tracey Cray pursuant to Resolution 7 is \$30,000.

The Directors (other than Tracey Cray who has abstained from voting) do not consider that, from an economic and commercial point of view, there are any costs or detriments, including opportunity costs or taxation consequences, for the Company or benefits foregone by the Company in offering the Shares to Tracey Cray under the Directors and Employees Share Plan under this Resolution 7.

**The Board other than Tracey Cray, who has a material personal interest in Resolution 7, recommends that the Shareholders approve Resolution 7.**

## **Glossary of Terms**

The following terms and abbreviations used in the Notice of Meeting and this Explanatory Statement have the following meanings:

**“AEDT”** means Australian eastern daylight time.

**“Annual General Meeting”** or **“Meeting”** means the annual general meeting of Shareholders to be held at 241 Castlereagh Street, Sydney NSW 2000 on 28 November at 11.00am AEDT or any adjournment thereof.

**“ASIC”** means the Australian Securities Investment Commission.

**“ASX”** means ASX Limited CAN 008 624 691, or the securities exchange conducted by ASX, as the context requires.

**“Board”** means the board of directors

**“Chair”** means the person appointed to chair the Meeting convened by this Notice.

**“Closely Related Party”** of a member of the Key Management Personnel means:

- (a) A spouse or a child of the member; or
- (b) A child of the member’s spouse; or
- (c) A dependant of the member or of the member’s spouse; or
- (d) Anyone else who is one of the member’s family and may be expected to influence the member, or be influenced by the member, in the member’s dealings with the Company; or
- (e) A company the member controls; or
- (f) A person prescribed by the Corporations Regulations 2001 (Cth).

**“Company”** or **“Mediland”** means Mediland Pharm Limited ABN 83 628 420 824

**“Constitution”** means the constitution of the Company, as amended from time to time

**“Corporations Act”** means the *Corporations Act* 2001 (Cth)

**“Directors”** means the directors of the Company, from time to time.

**“Directors’ and Employees’ Incentive Plans”** means the Directors and Employees Option Plan and the Directors and Employees Share Plan adopted by the Company

**“Directors’ and Employees’ Option Plan”** means the directors and employees option plan adopted by the Company, of which a summary of the Key terms and conditions are set out in section 3.

**“Directors’ and Employees’ Share Plan”** means the directors and employees share plan adopted by the Company, of which a summary of the Key terms and conditions are set out in section 3.

**“Explanatory Statement”** means this Explanatory statement that accompanies and forms part of this Notice.

**“Equity Securities”** includes a Share, a right to a share or option, an option, a convertible security and any security that ASX decides to classify as and Equity Security.

**“Financial Report”** means the financial report of the Company ending 30 June 2019 and attached to this Notice of Meeting.

**“Group”** means the Company and its controlled entities.

### Need assistance?

**Phone:**

1300 850 505 (within Australia)  
+61 3 9415 4000 (outside Australia)

**Online:**

[www.investorcentre.com/contact](http://www.investorcentre.com/contact)



### YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11.00am (AEDT)** Tuesday 26 November 2019.

## Proxy Form

### How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

#### APPOINTMENT OF PROXY

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

#### SIGNING INSTRUCTIONS FOR POSTAL FORMS

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

#### ATTENDING THE MEETING

**If you are attending in person, please bring this form with you to assist registration.**

##### Corporate Representative

If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Appointment of Corporate Representative" prior to admission. A form may be obtained from Computershare or online at [www.investorcentre.com](http://www.investorcentre.com) under the help tab, "Printable Forms".

### Lodge your Proxy Form:

#### Online:

Lodge your vote online at [www.investorvote.com.au](http://www.investorvote.com.au) using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is

**Control Number: 133524**

**SRN/HIN:**

For Intermediary Online subscribers (custodians) go to [www.intermediaryonline.com](http://www.intermediaryonline.com)

#### By Mail:

Computershare Investor Services Pty Limited  
GPO Box 242  
Melbourne VIC 3001  
Australia

#### By Fax:

1800 783 447 within Australia or  
+61 3 9473 2555 outside Australia



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

☐ **Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.

# Proxy Form

Please mark ☒ to indicate your directions

## Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Mediland Pharm Limited hereby appoint

☐ the Chairman of the Meeting **OR**

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate 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, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Mediland Pharm Limited to be held at 241 Castlereagh Street, Sydney NSW 2000 on Thursday, 28 November 2019 at 11.00am (AEDT) and at any adjournment or postponement of that meeting.

**Chairman authorised to exercise undirected proxies on remuneration related resolutions:** Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1, 2, 5, 6 & 7 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1, 2, 5, 6 & 7 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

**Important Note:** If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1, 2, 5, 6 & 7 by marking the appropriate box in step 2.

## Step 2 Items of Business

**PLEASE NOTE:** If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

	For	Against	Abstain
Resolution 1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Adoption of Directors and Employees Share Plans	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Re-election of Ms Tracey Cray as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Election of Mr Leo Cui as Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Approval for the issue of shares to Dr Peter French, a related party	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6 Approval for the issue of shares to Theo Renard, a related party	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7 Approval for the issue of shares to Tracey Cray, a related party	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

## Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

**Update your communication details** (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically



### Enquiries:

(within Australia) 1300 850 505

(international) +61 3 9415 4000

Securityholder Reference Number (SRN)

 For your security keep your SRN/HIN confidential. \_\_\_\_\_

## Annual Report and Electronic Securityholder Communications

**Use a black pen.**

Where a choice is required,  
mark the box with an 'X'



A

## Annual Report Request

The company will automatically mail you an Annual Report each year unless you elect otherwise.



Please mark this box with an 'X' if you **DO NOT** wish to receive the company's Annual Report.

You will, however, receive all other securityholder mailings including notices of meetings and proxy forms.

**B**

**Email - Receive electronic notification of company documents and view them online**

You can elect to receive notification via email when company documents are available to view online.

To receive all securityholder communications that the Issuer distributes electronically (Company Reports and AGM Material, Announcements and Statements), please either;

Visit [www.computershare.com.au/easyupdates/mph](http://www.computershare.com.au/easyupdates/mph) and follow the prompts (see back of form for more detail)

or

Enter your email address below and return this form in the envelope provided.

[illegible][illegible]

If you do not enter an email address in the box above you will continue to receive securityholder communications by post.



## How to complete this form

**A**

### Annual Report Request

We are required to automatically mail you a report each year unless you instruct us otherwise.

By marking the box overleaf you can select not to receive a copy of the company's Annual Report. However, you will still receive all other securityholder mailings including notices of meetings and proxy forms.

This instruction only applies to the specific holding identified by the SRN/HIN and the name appearing on the front of this form.

**The Annual Report, other releases and general company information are also available on our website at [www.medilandpharm.com.au](http://www.medilandpharm.com.au)**

**B**

### Electronic Securityholder Communications

You can register for electronic securityholder communications either online (details below) or by filling in your email on the front of this form and send this back into us.

Registering online is easy...

1. Have your Securityholder Reference Number (SRN) or Holder Identification Number (HIN) ready
2. Visit [www.computershare.com.au/easyupdates/mph](http://www.computershare.com.au/easyupdates/mph)
3. Enter your new securityholder number and postcode (or country if outside Australia) and click submit
4. Once logged in, choose the publication type and select email as your preferred method of delivery.
5. Once complete, click submit and you will start receiving notification via email when the documents you requested are available for you to view online.

**Please return the completed form to:**

Computershare Investor Services Pty Limited  
GPO Box 2975  
Melbourne VIC 3001  
Australia

