

GLOBAL HEALTH LIMITED

ABN 75 091 377 892

NOTICE OF ANNUAL GENERAL MEETING

Date: **26 November 2014 (Wednesday)**

Time: **2:30pm (AEDT)**

Place: **Institute of Chartered Accountants Australia
Level 3, 600 Bourke St, Melbourne, Victoria 3000**

AGENDA

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| 1) Reports for the Year Ended 30 June 2014 | 1 |
| 2) Resolution 1: Remuneration Report 2014 | 1 |
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| 4) Resolution 3: Special Resolution for Approval of Additional 10% Placement Capacity under Listing Rule 7.1A | 1 |
| 5) Resolution 4: Special Resolution to adopt Part 12A of the Company's Constitution to allow the Company to sell unmarketable parcels of shares on behalf of shareholders | 2 |
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| 6) To transact any other business that may be lawfully brought forward. | 2 |
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This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +613 9675 0600.

NOTICE OF ANNUAL GENERAL MEETING 2014 CONTINUED

A G E N D A

ORDINARY BUSINESS

1) Reports for the Year Ended 30 June 2014

To receive and consider the Annual Financial Report, the Directors' Report and the Independent Audit Report of the Company and its controlled entities for the financial year ended 30 June 2014.

2) Resolution 1: Remuneration Report 2014

To consider and, if thought fit, to pass the following resolution as a non-binding resolution:

'That the Remuneration Report for the financial year ended 30 June 2014 (as set out in the Directors' Report) be adopted'.

Voting Exclusion

The Company will disregard any votes cast on this resolution by all directors and key management personnel, being persons who have authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, and any of their respective nominees or associates. The Company will also disregard the votes cast on this resolution by all closely related parties of directors and key management personnel. However the Company need not disregard a vote if it is cast by:

- (a) that person (excluded from voting) as proxy, appointed in writing for a person who is entitled to vote, in accordance with the express directions on the proxy form and is not cast on behalf of a person excluded from voting or their closely related parties; or
- (b) the person chairing the meeting who is appointed as proxy and the proxy:
 - (i) does not specify the way the proxy is to vote on the resolution; and
 - (ii) expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the key management personnel for the Company.

Please note that the Chairman of the Meeting intends to vote undirected proxies in favour of all resolutions.

If the Chairman of the Meeting is appointed as your proxy you are expressly authorising the Chairman of the Meeting to exercise your proxy even if the resolution is connected directly or indirectly with the remuneration of a member of key management personnel.

3) Resolution 2: Re-election of Director

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

'That in accordance with the provisions of the Company's Constitution, Mr Grant Smith retires by rotation and being eligible is hereby re-elected as a Director of the Company'.

SPECIAL BUSINESS

4) Resolution 3: Special Resolution for Approval of Additional 10% Placement Capacity under Listing Rule 7.1A

To consider and, if thought fit, to pass the following resolution as a special resolution:

'That for the purposes of ASX Listing Rule 7.1A and for all other purposes, approval be given for the issue of equity securities of up to 10% of the Company's share capital calculated in accordance with Listing Rule 7.1A, and on the terms and conditions set out in the Explanatory Statement'.

The Company previously obtained shareholder approval under Listing Rule 7.1A at the last Annual General Meeting on 26 November 2013.

NOTICE OF ANNUAL GENERAL MEETING 2014 CONTINUED

5) Resolution 4: Special Resolution to adopt Part 12A of the Company's Constitution to allow the Company to sell unmarketable parcels of shares on behalf of shareholders

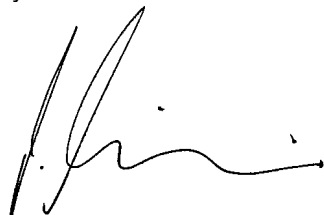
To consider and, if thought fit, to pass the following resolution as a special resolution:

'That in accordance with the provisions of the Company's Constitution, Part 12A of the Constitution be adopted so that the Company is allowed to sell unmarketable parcels of shares on behalf of shareholders'.

OTHER BUSINESS

6) To transact any other business that may be lawfully brought forward.

By Order of the Board

A handwritten signature in black ink, appearing to read 'Peter Curigliano', with a stylized flourish at the end.

Peter Curigliano
Company Secretary
14 October 2014

NOTES

Proxies

A member who is entitled to attend and vote at the Annual General Meeting may appoint a proxy.

A proxy need not be a member of the Company.

A proxy can be either an individual or a body corporate. If you appoint a body corporate as your proxy, that body corporate will need to ensure that it:

- appoints an individual as its corporate representative to exercise its powers at meetings, in accordance with section 250D of the *Corporations Act 2001* (Cth); and
- provides satisfactory evidence of the appointment of its corporate representative prior to commencement of the meeting.

If satisfactory evidence of appointment as corporate representative is not received before the meeting, then the body corporate (through its representative) will not be permitted to act as your proxy. If a shareholder is entitled to cast two or more votes they may appoint two proxies and may specify the percentage or number of votes each proxy is appointed to exercise. If the proxy appointments do not specify the proportion or number of the member's voting rights that each proxy may exercise, each proxy may exercise half of the member's votes.

A form of appointment of proxy is enclosed. To be effective, the proxy form (and, if the appointment is signed by the appointer's attorney, the authority under which it was signed or a certified copy of the authority) must be received by the Company's share registry, Link Market Services Limited, by **2.30pm (Melbourne time) on Monday, 24 November 2014**.

Where more than one proxy is to be appointed or where voting intentions cannot be adequately expressed using the enclosed proxy form, an additional form of proxy is available on request from the Share Registry.

The completed Proxy Form may be:

Mailed/delivered to the Company's share registry, Link Market Services Limited at:

| | |
|-------------------|-----------------|
| Street Address: | Postal Address: |
| Level 12 | Locked Bag A14 |
| 680 George Street | Sydney South |
| Sydney NSW 2000 | NSW 1235 |

Faxed to Link Market Services Limited on fax: +612 9287 0309.

Lodged On-Line: Lodge your vote on-line at Global Health Limited's Share Registry website www.linkmarketservices.com.au. If you lodge your proxy electronically you will not need to return your proxy form by mail or fax.

Corporate Representatives

A corporation may elect to appoint an individual to act as its representative in accordance with section 250D of the Corporations Act in which case the Company will require a Certificate of Appointment of Corporate Representative executed in accordance with the Corporations Act. The Certificate must be lodged with the Company before the meeting or at the registration desk on the day of the meeting. The Company will retain the certificate.

Entitlement to Vote

In accordance with Regulation 7.11.37 of the Corporations Regulations the Directors have set a date to determine the identity of those entitled to attend and vote at the meeting. That date is 7:00pm (AEDT) on 24 November 2014.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Company's Annual General Meeting.

The purpose of this Explanatory Statement is to provide Shareholders with information that is reasonable required by Shareholders to decide how to vote upon the resolutions.

The Directors recommend that Shareholders read this Explanatory Statement before determining whether or not to support the resolutions.

1) **Reports for the Year Ended 30 June 2014**

This item is self-explanatory. It is intended to provide an opportunity for Shareholders to raise questions on the reports themselves and on the performance of the Company generally.

2) **Resolution 1: Remuneration Report 2014**

As required by sections 249L(2) and 250R(2) of the Corporations Act, a resolution that the Company's Remuneration Report be adopted must be put to the vote. The Remuneration Report is set out in the Directors' Report contained in the Company's 2014 Annual Report. Section 250R(3) of the Corporations Act provides that the vote on the resolution is advisory and not binding on the Company or the Directors.

Section 250R(4) of the Corporations Act provides that votes on the resolution must not be cast (in any capacity) by or on behalf of members of key management personnel or their closely related parties. However, a vote may be cast by such a person as a proxy for a person who is entitled to vote on this Resolution 1, appointed by way of a shareholder voting form that directs how the proxy is to vote on Resolution 1.

'Key management personnel' and 'closely related party' for the purposes of the Corporations Act are widely defined. They include directors and key management personnel of a public company and family members of directors and key management personnel. Closely-related parties include entities over which a director or key management personnel maintains control.

Amendments to the Corporations Act which took effect on 1 July 2011 provide that where a company's remuneration report receives a 'No' vote of 25% or more at two consecutive annual general meetings, a resolution must then be put to the shareholders at that second annual general meeting as to whether another meeting ('spill meeting') should be held within 90 days at which all directors (other than the managing director) who were in office at the date of approval of the relevant directors' report must stand for re-election.

Also, the *Corporations Amendment (Improving Accountability On Director and Executive Remuneration) Act 2011* has introduced new prohibitions on key management personnel ("KMP") and their closely related parties from voting or voting undirected proxies on, amongst other things, remuneration matters. Accordingly, any undirected proxies held by Directors or by other Key Management Personnel or their closely-related parties for the purposes of Resolution 1 will not be voted on Resolution 1. This prohibition does not apply to the Chairman of the meeting who may vote directed and undirected proxies in favour of the resolution, providing that the shareholder expressly authorises the chair to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP for the relevant entity.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Annual General Meeting.

The Company encourages all shareholders to cast their votes in relation to Resolution 1 and if shareholders choose to appoint a proxy, shareholders are encouraged to direct their proxy how to vote on Resolution 1 by marking either "For", "Against" or "Abstain" on the proxy form. The Chairman of the meeting will vote undirected proxies in favour of Resolution 1.

3) **Resolution 2: Re-election of Director**

This Resolution seeks Shareholder approval for the re-election of Mr Grant Smith as a Director of the Company.

Clause 11.3 of the Company's Constitution provides that one third of the Directors shall retire from office at every Annual General Meeting of the Company and clause 11.4 provides that such Director is eligible for re-election at that meeting. If approved by Shareholders, the appointments will take effect immediately following the end of the Annual General Meeting.

Mr Smith was appointed by the Board of Directors on 25 September 2013 and elected at the last AGM.

Mr Smith has worked in insurance, superannuation, investment and funds management for over 30 years. He started with National Mutual (now AXA) in the investments division and was responsible for the establishment of the funds management business for National Mutual.

In 1984 he established an independent funds management group and floated Hospitals of Australia - the first healthcare investment fund in Australia. Hospitals of Australia owned and operated a number of hospitals throughout Australia. Mr Smith was intimately involved in the building of a number of hospitals including Strathfield Private, Southern Highlands Private Hospital, Port Macquarie Hospital and the refurbishment of a number of other healthcare facilities. Hospitals of Australia were ultimately acquired by Mayne Nickless Limited.

In the past 13 years Mr Smith developed and built the Medica Centre and opened the first digital (paperless) private surgical hospital in Australia. He is currently involved in developing new hospitals in Sydney, Melbourne, Papua New Guinea and Canada.

Mr Smith is also involved in utilising digital technology to generate productivity for the healthcare sector.

4) **Resolution 3: Approval of Capacity to Issue Additional 10% of Issued Shares under Listing Rule 7.1A**

The Company is seeking shareholder approval pursuant to this **Resolution 3** to issue up to an additional 10% of the issued share capital of the Company under ASX Listing Rule 7.1A (Additional 10%). This is a special resolution and requires approval of 75% of the votes cast by shareholders present and eligible to vote.

The only securities that the Additional 10% can cover are existing quoted securities, namely ordinary fully paid Shares.

The effect of **Resolution 3** will be to allow the Directors to issue equity securities under Listing Rule 7.1A during the period of 12 months following the Annual General Meeting without using its 15% placement capacity under Listing Rule 7.1. An eligible entity for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity.

Share Issue Capacity

As at the date of this Notice of Meeting, the Company has 32,659,758 shares on issue and therefore, in addition to any other shares which it can issue under the permitted exceptions to Listing Rules 7.1 and 7.1A, it has the capacity to issue:

- 4,898,963 shares under Listing Rule 7.1; and
- subject to shareholder approval being obtained under this resolution, 3,265,975 shares under Listing Rule 7.1A.

The actual number of Shares that the Company will have the capacity to issue under Listing Rule 7.1A will be calculated at the date of issue of the shares in accordance with the following formula (as prescribed by Listing Rule 7.1A.2):

$$(A \times D) - E$$

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where:

A is the number of fully paid ordinary securities on issue 12 months before the date of issue or agreement:

- plus the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;
- plus the number of partly paid shares that became fully paid in the 12 months;
- plus the number of fully paid shares issued in the 12 months with the approval of holders of shares under Listing Rule 7.1 or 7.4. This does not include an issue of fully paid shares under the Company's 15% placement capacity without shareholder approval;
- less the number of fully paid shares cancelled in the 12 months,
(note that A has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity);

D is 10%; and

E is the number of equity securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of issue or agreement to issue that are *not* issued with the approval of holders of ordinary securities under Listing Rule 7.1 or 7.4.

Minimum Issue Price

In accordance with Listing Rule 7.1A, shares issued by the Company under an Additional 10% placement can only be issued at a price that is not less than 75% of the VWAP (volume weighted average price) of the shares calculated over the 15 trading days on which trades in its shares were recorded immediately before:

- the date on which the issue price of the shares is agreed; or
- the issue date (if the shares are not issued within five trading days of the date on which the issue price is agreed).

Period of Validity

Shareholder approval under Listing Rule 7.1A is valid from the date of this AGM until the earlier to occur of:

- 12 months after the date of the AGM; or
- the date of approval by shareholders of a transaction under Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or Listing Rule 11.2 (disposal of main undertaking), or such longer period if allowed by ASX.

Provided that on the date of the AGM the Company meets the criteria of market capitalisation of \$300 million or less and is not included in the S&P/ASX 300 Index, shareholder approval under Listing Rule 7.1A does not lapse if the Company's market capitalisation subsequently exceeds \$300 million or it is included in the S&P/ASX 300 Index at some time during the above periods.

Dilution to existing shareholdings

If **Resolution 3** is approved by shareholders and the Company issues shares under the Additional 10%, there is a risk of shareholder's interests being diluted. Further, as the market price of the Company's Shares may be significantly lower on the issue date than on the date of AGM approval, and because the shares may be issued at a price that is at a discount to the market price on the issue date, there is a risk that the Additional 10% placement may raise less funding than it would based on current market prices.

As required by Listing Rule 7.3A.2, the table below shows a number of hypothetical scenarios under an Additional 10% placement where variable 'A' in the formula in Listing Rule 7.1A.2 (representing the Company's share capital) increases by either 50% or 100%, and the share

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price decreases by 50% or increases by 100% from the approximate share price as at the date of finalisation of this Notice of Meeting.

Dilution Table - Hypothetical Potential Dilution Scenarios

| Share Capital (Variable 'A' in Listing Rule 7.1A.2) | Funds expected to be raised at: | | |
|---|--|--------------------------------|--|
| | 50% decrease in share price \$0.248 | Current share price \$0.495 | 100% increase in share price \$0.99 |
| Current: A = 32,659,758 Additional 10% = 3,265,976 | \$808,329 | \$1,616,658 | \$3,233,316 |
| If A increases by 50% = 48,989,637 Additional 10% = 4,898,963 | \$1,212,494 | \$2,424,987 | \$4,849,974 |
| If A increases by 100% = 65,319,516 Additional 10% = 6,531,951 | \$1,616,658 | \$3,233,316 | \$6,466,632 |

The dilution table has been prepared on the following bases and hypothetical assumptions:

- the Company issues the maximum
- number of shares available under the Additional 10%;
- any increase in Variable A (being the issued share capital at the time of issue) is due to an issue of shares which is an exception in Listing Rule 7.2, for example a pro-rata rights issue. However, a 15% placement under Listing Rule 7.1 does not increase variable "A" for the purposes of calculating the placement capacity under Listing Rule 7.1A;
- the table shows only the effect of issues of shares under the Additional 10% in Listing Rule 7.1A, not under the 15% placement capacity under Listing Rule 7.1;
- the table does not show the dilution that may be caused to any particular shareholder by reason of placements under Listing Rule 7.1A, based on that shareholder's holding at the date of the AGM. For instance, shareholders will have different outcomes depending on whether or not they participate in a pro-rata issue which has the effect of increasing variable "A"; and
- the current share price is assumed to be \$0.495, being the share price on 13 October 2014 immediately prior to finalising this Notice of Meeting.

Issues of Securities since 2013 AGM on 26 November 2013

| Date | Quantity | Class and Summary of Terms | Recipients (employees) | Issue price and discount to Market Price (if applicable) |
|---|-----------------|--|--|--|
| 19/12/2013 | 690,000 options | Unlisted ESOP options vesting/exercisable at \$0.65 per option as follows: (a) 230,000 on or after 19 Dec 2014; (b) 230,000 on or after 19 Dec 2015; (c) 230,000 on or after 19 Dec 2016. All 690,000 options expire on 19 Dec 2018. | 1) Mr K Cherian: 150,000 options 2) Mr V David: 240,000 options 3) Mr P Curigliano: 300,000 options | Issued for nil consideration |
| 26/05/2014 | 300,000 options | Unlisted ESOP options vesting/exercisable at \$0.75 per option as follows: (a) 100,000 on or after 26 May 2015; (b) 100,000 on or after 26 May 2016; (c) 100,000 on or after 26 May 2017. All 300,000 options expire on 26 May 2019. | Mr K Jayesuria 300,000 options | Issued for nil consideration |
| Total = 990,000 options (which represent 3.0%* of the total number of equity securities on issue as of 26 November 2013) *990,000/32,959,758 (32,659,758 ordinary shares + 300,000 unlisted ESOP options previously issued to an employee) | | | | |

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Purpose of the Additional 10%

The Company may seek to issue Shares under the Additional 10% for either:

- a cash issue price. In this case, the Company may use the funds for working capital or for other corporate purposes; or
- non-cash consideration, such as for the acquisition of new assets or investments, subject to any applicable ASX requirements. In such circumstances the Company will provide a valuation of the non-cash consideration as required by Listing Rule 7.1A.3.

The Company will comply with the disclosure obligations under Listing Rules 7.1A(4) and 3.10.5A upon the issue of any Additional 10%.

Allocation Policy

The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue under the Additional 10% placement. The identity of the allottees under the Additional 10% will be determined on a case by case basis having regard to the factors including the following:

- the methods of raising funds that are available to the Company, including a rights issue or other issue in which existing shareholders can participate;
- the effect of the issue of the shares on the control of the Company;
- the financial situation and solvency of the Company; and
- advice from corporate, financial and broking advisors (if applicable).

The allottees under the Additional 10% placement have not been determined as at the date of finalisation of this Notice of Meeting and may include existing substantial shareholders and/or new shareholders. However the allottees cannot include any directors, related parties or associates of a related party of the Company without a further specific shareholder approval.

Voting Exclusions

The Company will disregard any votes cast on this resolution by any person who may participate in the proposed issue or any person who might obtain a benefit, except a benefit solely in the capacity of a holder of ordinary shares, and any associate of such person.

However, the Company need not disregard a vote if the vote is cast as proxy for a person who is entitled to vote in accordance with the directions on the proxy form, or if the vote is cast by the Chairman for a person who is entitled to vote in accordance with a direction on the proxy form.

At the date of finalisation of the notice, the Company has not approached any particular existing shareholder or an identifiable class of existing shareholders to participate in any issue of shares. No existing shareholder's vote will therefore be excluded under the voting exclusion.

Previous Approval

The Company previously obtained shareholder approval under Listing Rule 7.1A at the Annual General Meeting on 26 November 2013.

Recommendation

The Directors believe that a majority of eligible companies would seek this form of newly available shareholder approval to enable a capital-raising to be implemented if appropriate during the following year. Accordingly, shareholder approval of this resolution is considered to be a prudent approach.

The Directors believe that this resolution will provide the Company with flexibility to raise capital quickly if advantageous terms are available, and is in the best interests of the Company. The Directors recommend that shareholders vote in favour of this resolution.

The Chairman of the meeting intends to vote undirected proxies in favour of this resolution.

5) **Resolution 4: Special Resolution to adopt Part 12A of the Company's Constitution to allow the Company to sell unmarketable parcels of shares on behalf of shareholders**

The Constitution of the Company was amended with the approval of shareholders at the Company's Annual General Meeting on 24 November 2009 to allow the Company to sell Unmarketable Parcels.

Part 12A.2 of the Constitution provides that the power of the Company to eliminate or reduce Unmarketable Parcels ceases to have effect on the day that is 12 months after the date that Part 12A was last adopted by the Company, namely on 24 November 2010.

The Company has a number of Shareholders who hold Unmarketable Parcels of Shares, being lots of less than \$500. As at 14 October 2011, there were 698 Shareholders holding Unmarketable Parcels.

Your Directors seek approval to adopt Part 12A anew as the administrative costs the Company incurs in respect of Shareholders who hold Unmarketable Parcels is the same as the administrative costs the Company incurs in respect of Shareholders who hold Marketable Parcels. These administrative costs include issuing shareholding statements, distributing annual reports and other shareholder communications and generally maintaining the Company's records. Given the Company's size, the Company wishes to reduce these administrative costs so as to operate more efficiently.

The Board unanimously considers that a reduction in the number of Unmarketable Parcels held by Shareholders in the Company will be of benefit to the Company.

Therefore the Board proposes re-adopting Part 12A of the Company's Constitution to permit the Company in certain circumstances to reduce or eliminate Unmarketable Parcels held by Shareholders.

For Shareholders with an Unmarketable Parcel, the option of sale through the Company by way of the procedure set out in Part 12A is a very efficient and cheap means of sale of their Shareholding as it will not involve them in payment of the brokerage or other costs of sale which, in the case of very small shareholdings, will often be a significant percentage (or all) of the total proceeds of sale.

The Company cannot require a Shareholder to sell an Unmarketable Parcel. All Shareholders holding an Unmarketable Parcel will be given an opportunity to request that it retain its Unmarketable Parcel. It is also important to note that the Listing Rules contain a number of safeguards that protect the holders of Unmarketable Parcels including:

- (a) the Company may only seek to sell any Unmarketable Parcels once in any 12 month period;
- (b) the Company must notify the relevant Shareholder of its intention to sell the Unmarketable Parcel;
- (c) the Shareholder must be given at least a six-week notice period from the date that the notice is sent in which to tell the Company that it wishes to retain its Unmarketable Parcel, and if the Shareholder does so inform the Company, the Unmarketable Parcel will not be sold;

- (d) the sale of the Unmarketable Parcel must stop following the announcement of any takeover bid for the Company but may be started again after the close of offers made under the takeover bid;
- (e) only the Unmarketable Parcels held by Shareholders who do not respond in writing to the Company during the notice period or who expressly state that they want their Unmarketable Parcel sold, may be sold by the Company; and
- (f) the Company must pay the costs of the sale (although it would not be liable for the income tax and capital gains tax consequences associated with the sale and these remain the responsibility of the relevant Shareholder).

If the Shareholders approve Resolution 6, the Company may utilise the power granted to it under Part 12A of the Constitution to reduce or eliminate Unmarketable Parcels in the Company, subject to the various requirements of the Corporations Act and the Listing Rules (including the safeguards outlined above), by selling Unmarketable Parcels on-market on behalf of the Shareholders who do not wish to retain their Unmarketable Parcels.

For a special resolution to be passed, at least 75% of the votes cast by or on behalf of members entitled to vote on the resolution must be cast in favour of the resolution.

The Board unanimously recommends that you vote in favour of this Resolution.

Item 5 (special resolution 4)

“That in accordance with the provisions of the Company’s Constitution, Part 12A of the Constitution of the Company be adopted so that the Company is allowed to sell unmarketable parcels of shares on behalf of shareholders.”

The following paragraphs in the Company’s Constitution are relevant:

Marketable Parcel means a parcel of securities of a value of not less than \$500 (or such other value as may be determined by the ASX from time to time) based on the closing price on SEATS on the relevant determination date.

SEATS means the ASX’s Stock Exchange Automated Trading System

Share means a fully paid ordinary share in the capital of the Company.

Shareholders means the holders of Shares.

Unmarketable Parcel means a parcel of Shares that is not a Marketable Parcel.

PART 12 A Unmarketable Parcels

12A.1 The Directors acting as a Board may sell a Share that is part of an Unmarketable Parcel only if it does so in accordance with this Part. The Board’s power to sell lapses if a takeover (as defined in the Listing Rules) is announced after the Board gives a notice under Clause 12A.2 and before the Board enters into an agreement to sell the Share.

12A.2 Once in any 12-month period after this Part 12A was last adopted by the Company at general meeting, the Board may give written notice to a Member who holds an Unmarketable Parcel:

- (a) stating that it intends to sell the Unmarketable Parcel; and
- (b) specifying a date at least 6 weeks (or any lesser period permitted under the Corporations Act 2001 (Cwlth) or the Listing Rules) after the notice is given by which the Member may give the Company written notice that the Member wishes to retain the holding.

If the Board's power to sell lapses under Clause 12A.1, any notice given by the Board under this clause is taken never to have been given and the Board may give a new notice after the close of the offers made under the takeover.

12A.3 The Company must not sell an Unmarketable Parcel if, in response to a notice given by the Company under this Part 12A, the Company receives a written notice that the Member wants to retain the Unmarketable Parcel.

12A.4 A sale of Shares under this Part includes all dividends payable on and other rights attaching to them. The Company must pay the costs of the sale. Otherwise, the Board may decide the manner, time and terms of sale.

12A.5 For the purpose of giving effect to this rule each Director and Secretary has power to:

- (a) effect a Market Transfer; or
 - (b) execute a Share transfer under Clause 6.1,
- as agent for a Member who holds an Unmarketable Parcel.

12A.6 Subject to Clause 12.7, the Company must:

- (a) in respect of the Shares sold under this rule pay the proceeds of sale into a separate bank account it opens and maintains for the purpose only;
- (b) hold the amount in trust for the previous holder of the Shares (the "Divested Member");
- (c) as soon as practical give written notice to the Divested Member stating:
 - (i) what the amount is; and
 - (ii) that it is holding the amount for the Divested Member while awaiting the Divested Member's instructions and return of the certificate (if any) for the Shares sold or evidence of its loss or destruction;
- (d) if the Shares sold were certificated, not pay the proceeds of sale out of the trust account until it has received the certificate for them or evidence of its loss or destruction; and
- (e) subject to paragraph (d), deal with the amount in the account as the Divested Member instructs. In the case where a Member's whereabouts are unknown or where a Member fails to return the share certificate or certificates (where required) relating to the Shares sold, the proceeds of sale shall be applied in accordance with the applicable laws dealing with unclaimed moneys.

12A.7 Where all the Shares of one or more Members to whom this Part applies at any time are sold to one purchaser:

- (a) the transfer may be effected by one instrument of transfer; and
- (b) the Company shall receive the aggregate proceeds of the sale of all of the Shares of each Member to whom this clause applies at any time and shall as soon as practicable, cause the pro rata proportions of the proceeds attributable to each Member to be dealt with in accordance with the provisions of Clause 12A.6.

12A.8 The title of the new holder of a Share sold under this Part is not affected by any irregularity in the sale. The sole remedy of any person previously interested in the Share is damages which may be recovered only from the Company.