



SUN BIOMEDICAL LIMITED

ACN 001 285 230

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of Sun Biomedical Limited (*Company*) will be held at the Stamford Plaza Melbourne, Balmoral Room, located at 111 Little Collins Street, Melbourne on 23 November 2009 at 11.00am.

BUSINESS:

A. ACCOUNTS AND REPORTS:

Financial and related reports

To table the financial report and accounts of the Company and the related reports of the directors and auditors for the year ended 30 June 2009 and to provide members with the opportunity to raise any issues or ask any questions generally of the Directors.

B. RESOLUTIONS:

Resolution 1 will be proposed as a non binding resolution. Resolutions 2, 3 and 4 will be proposed as ordinary resolutions.

1. Adoption of Remuneration Report

'That for the purpose of section 250R(2) of the Corporations Act and for all other purposes, the Remuneration Report for the financial year ended 30 June 2009 be adopted.'

2. Election of Mr Terry Cuthbertson

'That Mr Terry Cuthbertson, a Director appointed by the Board since the last meeting of shareholders and retiring in accordance with the Company's Constitution, being eligible and having offered himself for election be elected as a Director of the Company.'

3. Election of Mr Peter Herd

'That Mr Peter Herd, a Director appointed by the Board since the last meeting of shareholders and retiring in accordance with the Company's Constitution, being eligible and having offered himself for election be elected as a Director of the Company.'

4. Issue of Shares

'That for the purposes of ASX Listing Rule 7.4, approval and ratification be given in respect of the past issue of 116,276,900 ordinary shares in the Company all of which were issued within the 12 month period immediately preceding the date of this Notice of Annual General Meeting, on the terms and conditions pursuant to ASX Listing Rule 7.5 set out in the Explanatory Notes.'

By Order of the Board

A handwritten signature in black ink, appearing to read 'Alfonso Grillo'.

Alfonso Grillo
Company Secretary
22 October 2009

EXPLANATORY NOTES

These Explanatory Notes form part of the Notice of Annual General Meeting dated 22 October 2009 and should be read in conjunction with that Notice as these Explanatory Notes contain important information on the proposed Resolutions.

A. ACCOUNTS AND REPORTS:

The financial report, directors' report and auditor's report for the Company for the year ended 30 June 2009 will be laid before the meeting. There is no requirement for shareholders to approve those reports. However, the Chairman will allow a reasonable opportunity for shareholders to ask questions or make comments about those reports and the management of the Company. Shareholders will also be given a reasonable opportunity to ask the auditor questions about the conduct of the audit and the preparation and content of the auditor's report.

B. RESOLUTIONS:

1. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

The Company is required to include in its Directors Report a detailed Remuneration Report relating to Directors' and Executives' remuneration. Section 300A of the *Corporations Act 2001* sets out the information to be included in the Remuneration Report. A copy of the report appears in the Company's Annual Report for the year ended 30 June 2009.

Sections 249L(2) and 250R(2) of the *Corporations Act 2001* require that a resolution that the Remuneration Report be adopted be put to a vote of shareholders at the Company's Annual General Meeting. The vote on this resolution is advisory to the Company only and does not bind the Board.

Under Section 250SA of the *Corporations Act 2001*, shareholders must be given a reasonable opportunity to ask questions about, or make comments on, the Remuneration Report. This is in addition to any questions or comments that shareholders may have in relation to the management of the Company.

2. RESOLUTION 2 – APPOINTMENT OF MR TERRY CUTHBERTSON

Rule 3 of the Constitution states that a Director appointed by the Board may hold office only until the next Annual General Meeting of the Company and is then eligible for election. Accordingly, Mr Cuthbertson, who was appointed to the Board and elected Chairman by the Directors on 2 September 2009, seeks election to the Board as required by that Rule. Personal particulars of Mr Cuthbertson are set out below.

Mr Cuthbertson is currently Chairman of Montec International Limited, Austpac Resources N.L., My Net Fone Limited, S2 Net Limited, South American Iron & Steel Corporation Limited and Mint Wireless Limited. He was also a partner of KPMG Corporate Finance and NSW Partner in Charge of Mergers and Acquisitions where he coordinated government privatization, mergers, acquisitions and divestiture activities and public offerings on the Australian Stock Exchange for the NSW practice. Prior to this, he was the Group Finance Director of Tech Pacific Holding Limited, which was the one of the largest information technology distributors in Asia with a turnover in 1999 of AUD2 billion and was a Director for Tech Pacific Limited's businesses in China, Hong Kong, Singapore, India, Philippines, Indonesia and Thailand.

Mr Cuthbertson broadens the skill base of the Board during a period where the company is seeking new investment opportunities.

The Board has conducted an assessment of the performance of Mr Cuthbertson and having conducted this assessment, the Board recommends to shareholders the election of Mr Cuthbertson.

3. RESOLUTION 3 – APPOINTMENT OF MR PETER HERD

Rule 3 of the Constitution states that a Director appointed by the Board may hold office only until the next Annual General Meeting of the Company and is then eligible for election. Accordingly, Mr Herd, who was appointed to the Board by the Directors on 1 October 2009, seeks election to the Board as required by that Rule. Personal particulars of Mr Herd are set out below.

Mr. Herd, since 2006, has been the Managing Director and previously a Non-Executive Director of Montec International Limited. Mr. Herd's previous career positions include General Manager of Dairy Farmers Milk and Beverages Division, responsible for manufacturing, distribution and marketing operations across four Australian states.

Prior to joining Dairy Farmers, Peter held various general management and marketing positions with the Coca-Cola Company, including Regional Director of Australasia for Coca-Cola South Pacific, Division President of Coca-Cola Far East, located in the Philippines and Country Manager positions in Hong Kong, Taiwan and Indonesia.

4. RESOLUTION 4 – ISSUE OF SHARES

4.1. Approval

Approval is sought pursuant to ASX Listing Rule 7.4 to the past issue of 116,276,900 ordinary shares in the Company issued to sophisticated and professional investors. Such approval will enable the Company to refresh its ability to issue further securities in the future without seeking shareholder approval in accordance with ASX Listing Rule 7.1.

4.2. Reason for Seeking Approval

Subject to a number of exceptions, ASX Listing Rule 7.1 limits the number of securities that a company may issue without shareholder approval in any 12 month period to 15% of its issued securities.

ASX Listing Rule 7.4 allows for shareholders to subsequently approve an issue of securities, provided the issue was not in breach of ASX Listing Rule 7.1. The issue of the securities did not breach ASX Listing Rule 7.1. Shareholders are being asked to approve the issue of the securities in accordance with ASX Listing Rule 7.4.

If the issue of the securities issued to clients of Patersons Securities Limited on 16 October 2009 is treated as having been made with shareholder approval pursuant to ASX Listing Rule 7.4, the Company's capacity to issue further securities is restored. The Directors consider it prudent to retain the capacity to issue up to 15% of its issued capital so that the Company has the maximum flexibility in its funding options for future opportunities, whilst ensuring that an optimal capital structure can be maintained. Accordingly, the Company seeks shareholder approval to the issue of the securities as set out in Resolution 4.

4.3. Number of Securities

The number of securities for which shareholder approval is being sought is 116,276,900 ordinary shares.

4.4. Consideration

The securities were issued at \$0.001 cents per ordinary share for a total consideration of \$116,277 (before the costs of the issue).

4.5. Use of funds

The funds will be used for working capital.

4.6. Terms of the securities issued

All ordinary shares issued rank equally in all respects with the Company's existing fully paid ordinary shares.

4.7. Name of the allottees

The securities were issued to sophisticated and professional investors who are clients of Patersons Securities Limited.

4.8. Recommendation

The Board recommends that shareholders approve and ratify the past issue of securities proposed by Resolution 4.

4.9. Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 4 by:

- a person who participated in the issue; and
- an associate of a person who participated in the issue.

However the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the direction on the proxy form to vote as the proxy decides.

GENERAL NOTES

Entitlement to Vote

The Company has determined in accordance with Part 7.11 of the Corporations Regulations that for the purpose of voting at the meeting, shares will be taken to be held by those persons recorded on the Company's register as at 7.00pm Australian Eastern Daylight Time on 21 November 2009.

Corporate Representatives

For a corporate representative to vote, they will require a Certificate of Appointment of Corporate Representative executed in accordance with the Corporations Act.

Voting

On a show of hands, every member present in person or by proxy or by attorney or, in the case of a corporation, by duly appointed representative, shall have one vote and on a poll one vote for every share held provided that if a member appoints two proxies or two attorneys, neither proxy nor attorney shall be entitled to vote on a show of hands.

Proxies

A member entitled to attend and vote at the Annual General Meeting may appoint one or two persons to attend and vote at the meeting as the member's proxy. If you wish to appoint a second proxy you will need to complete a second form. Computershare Investor Services Pty Limited will provide additional proxy forms upon request.

A proxy need not be a member. If two proxies are appointed, each proxy must be appointed to represent a specified proportion of the member's voting rights. If the vote split is not specified, it is deemed to be equally divided between the two proxies.

To be effective, proxy forms must be received by the registry:

In person:	Computershare Investor Services Pty Limited Yarra Falls, 452 Johnston Street Abbotsford VIC 3067
By mail (reply paid envelope enclosed);	Computershare Investor Services Pty Limited GPO Box 242 Melbourne VIC 3001
By fax:	Computershare Investor Services Pty Limited 1800 783 447 (within Australia) or + 61 3 9473 2555 (outside Australia)

by no later than 11.00am Australian Eastern Daylight Time on 21 November 2009.

For Intermediary Online subscribers only (custodians) please visit www.intermediaryonline.com to submit your voting intentions.

You may submit your proxy form online at www.investorvote.com.au. You will need your Securityholder Reference Number (SRN) or Holder Identification Number (HIN) which is printed on the attached proxy form.



ABN 18 001 285 230

Lodge your vote:



By Mail:

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

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only
(custodians) www.intermediaryonline.com

For all enquiries call:

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



Proxy Form

For your vote to be effective it must be received by 11:00am Saturday 21 November 2009

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 as they choose. 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

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.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the information tab, "Downloadable forms".

Comments & Questions: If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

Turn over to complete the form →

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View your securityholder information, 24 hours a day, 7 days a week:

www.investorcentre.com

- Review your securityholding
- Update your securityholding

Your secure access information is:



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 Sun Biomedical 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, as the proxy sees fit) at the Annual General Meeting of Sun Biomedical Limited to be held at the Stamford Plaza Melbourne, Balmoral Room, 111 Little Collins Street, Melbourne on Monday, 23 November 2009 at 11:00am and at any adjournment of that meeting.

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
Item 1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2 Election of Mr Terry Cuthbertson as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3 Election of Mr Peter Herd as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4 Issue of Shares	<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.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact Name _____

Contact Daytime Telephone _____

Date / /