

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme

Medtech Global Limited

ACN/ARSN

009 203 203

1. Details of substantial holder(1)

Name

Cereus Holdings Limited

ACN/ARSN (if applicable)

There was a change in the interests of the
substantial holder on

31/7/2012

The previous notice was given to the company on

2/7/2012

The previous notice was dated

2/7/2012

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

| Class of securities (4) | Previous notice | | Present notice | |
|-------------------------|-----------------|------------------|----------------|------------------|
| | Person's votes | Voting power (5) | Person's votes | Voting power (5) |
| Ordinary Shares | 69,819,834 | 69.65% | 70,019,834 | 69.85% |
| | | | | |

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

| Date of change | Person whose relevant interest changed | Nature of change (6) | Consideration given in relation to change (7) | Class and number of securities affected | Person's votes affected |
|----------------|--|----------------------|---|---|-------------------------|
| | | Refer Annexure A | | | |
| | | | | | |
| | | | | | |

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

| Holder of relevant interest | Registered holder of securities | Person entitled to be registered as holder (8) | Nature of relevant interest (6) | Class and number of securities | Person's votes |
|-----------------------------|---------------------------------|--|---------------------------------|--------------------------------|----------------|
| | | Refer Annexure A | | | |
| | | | | | |
| | | | | | |

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:


| Name and ACN/ARSN (if applicable) | Nature of association |
|-----------------------------------|-----------------------|
| N/A | |
| | |

6. Addresses

The addresses of persons named in this form are as follows:

| Name | Address |
|------------------|---------|
| Refer Annexure A | |
| | |

Signature

| | | | |
|------------|---|----------|--------------|
| print name | Russell Graham Clarke | capacity | Director |
| sign here |  | date | 1 / 8 / 2012 |

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

ANNEXURE A

(referred to in Form 604 Notice of change of interests of substantial shareholder)

Cereus Holdings Limited (a company incorporated in New Zealand) was previously the registered holder of 69,819,834 Ordinary Shares in the Company. Cereus Holdings Limited therefore previously held a voting power of 69.65% in the Company.

On 31 July 2012 Cereus Holdings Limited purchased 200,000 additional Ordinary Shares in the Company at a price of \$0.04 cents per ordinary share (\$8,000.00 total consideration) in an on-market transaction.

The total number of ordinary shares now held by Cereus Holdings Limited is 70,019,834 representing a voting power of 69.85% in the Company.

Vinogopal Ramayah and Ng Hock Seng are directors of Cereus Holdings Limited and they each control 50% of the shares of Cereus Holdings Limited. Vinogopal Ramayah and Ng Hock Seng therefore have a relevant interest in all the ordinary shares in the Company owned by Cereus Holdings Limited.

The addresses of the persons named in this form are:

| | |
|-------------------------|---|
| Cereus Holdings Limited | Level 1, 48 Market Place, Auckland New Zealand |
| Vinogopal Ramayah | 705 Riddell Road, Glendowie, Auckland, New Zealand |
| Ng Hock Seng | 33 Lorang Sari, Singapore 119112 |

Signed by:

Russell Graham Clarke



Director, Cereus Holdings Limited

1 August 2012