



31 August 2012

The Manager  
Company Announcements Platform  
ASX Limited

### SBN Share Consolidation

The Company advises that subject to shareholder approval at a meeting to be held on Tuesday, 2 October 2012, it proposes to conduct a 14:1 share consolidation ("Consolidation"). The timetable for the Consolidation is provided below.

For a company of this size, SBN has a large number of shares on issue. The Directors believe that the Company's share structure following the Consolidation would be more appropriate and would:

- reduce share price volatility;
- reduce negative perceptions associated with a low share price;
- be likely to result in greater liquidity of the Company's shares; and
- be more convenient from an administrative perspective.

Shareholders are advised to seek their own tax advice on the effect of the Consolidation and neither the Company nor the Directors (or the Company's advisers) accept any responsibility for any individual taxation implications arising from the Consolidation.

Event	Date
Company dispatches Notice of General Meeting and announces Consolidation	31 August 2012
Company informs ASX that Shareholders have approved Consolidation	2 October 2012
Last day for trading in pre-consolidated Shares	3 October 2012
Trading in the reorganised securities on a deferred settlement basis starts	4 October 2012
Last day to register transfers on a pre-reorganisation basis	10 October 2012
Last day for Company to: (a) dispatch notice to Shareholders informing of Consolidation; (b) issue new holding statements to Shareholders; and (c) register Shares on a post-Consolidation basis.	17 October 2012

Please find attached the Notice of Meeting for further details of the Consolidation.

Yours faithfully

A handwritten signature in black ink, appearing to read 'Terry Cuthbertson', is written over a horizontal dotted line.

Terry Cuthbertson  
Director

Sun Biomedical  
Limited  
ABN 18 001 285 230

Investor Communications  
Computershare T: +61 1300 850 505 | F: +61 3 9473 2500 |  
E: info@sunbiomed.com

ASX:SBN

# SUN BIOMEDICAL LIMITED

ACN 001 285 230

## NOTICE OF GENERAL MEETING OF SHAREHOLDERS

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**NOTICE IS HEREBY GIVEN** that a General Meeting of shareholders of Sun Biomedical Limited (Company) will be held at Level 20, 135 King Street, Sydney 2000 on 2 October 2012 at 10:00am.

This Notice of General Meeting is accompanied by a Proxy Form and an Explanatory Memorandum which contains an explanation of, and information regarding, the proposed Resolutions. The Proxy Form and Explanatory Memorandum form part of this Notice of General Meeting.

### **Resolution 1 – Consolidation**

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

*“That for the purposes of section 254H of the Corporations Act and for all other purposes, approval be given to consolidate the issued capital of the Company on the basis that fourteen (14) shares in the Company be consolidated into one (1) share, and where this consolidation results in a fraction of a share being held by a shareholder, the fraction will be rounded up to the nearest whole share. The consolidation will take effect from 4 October as set out in the Explanatory Memorandum.”*

### **Voting Instructions**

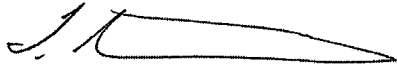
Voting instructions and restrictions are set out in the notes to this Notice of General Meeting.

If you cannot attend the General Meeting, you are strongly urged to complete the Proxy Form and return it to the Company's Share Registry, Computershare Investor Services Pty Limited (see Proxy Form for details).

The Directors unanimously recommend the approval of the Resolution contained in this Notice of Meeting and encourage eligible Shareholders to vote in favour of the Resolution.

The Chairman of the meeting intends to vote undirected proxies in favour of the Resolution.  
If you intend to appoint the Chairman of the meeting as your proxy, you can direct him to vote by marking the box for the Resolutions.

**BY ORDER OF THE BOARD**



Terry Cuthbertson  
Chairman  
Sun Biomedical Limited  
Dated: 31 August 2012

# SUN BIOMEDICAL LIMITED

ACN 001 285 230

## EXPLANATORY MEMORANDUM

This Explanatory Memorandum forms part of the Notice of General Meeting dated 31 August 2012 and should be read in conjunction with that Notice as this Explanatory Memorandum contains important information on the proposed Resolution. All references to time in this Explanatory Memorandum are to Australian Eastern Standard Time (AEST).

### 1. Resolution 1 – Consolidation

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#### 1.1. Reason for Seeking Shareholder Approval

Approval is sought to consolidate the Company's share capital on a fourteen for one basis. If Resolution 1 is passed, the number of Shares the Company will have on issue will be reduced from 2,317,969,628 to approximately 165,569,259 (subject to rounding up to the nearest whole Share).

Under section 254H of the Corporations Act, a company may, by resolution passed in a general meeting, convert any or all of its shares into larger or smaller parcels. Approval is now sought pursuant to this section.

#### 1.2. Effect of Consolidation

The effect of the consolidation is set out in the table below.

	Shares	Options
Pre-Consolidation	2,317,969,628	nil
Post 1:14 Share Consolidation	165,569,259	nil

#### 1.3. Holding Statements

All holding statements will cease to have effect from the date of consolidation other than as evidence of a Shareholder's entitlement to a particular Share parcel following consolidation. Once the consolidation has been implemented, the Company will arrange for new holding statements to be issued to every eligible Shareholder. It is the responsibility of each Shareholder to check the number of Shares held prior to their disposal.

#### 1.4. Fractional Entitlement

Where a Shareholder's parcel cannot be evenly divided by fourteen thereby causing a fractional entitlement, the Company will round that fraction up to the nearest whole Share.

#### 1.5. Indicative Timetable

If Resolution 1 is passed, consolidation will take effect in accordance with the following indicative timetable (as set out in paragraph 5 of Appendix 7A of the ASX Listing Rules).

Event	Date
Company dispatches Notice of General Meeting and announces Consolidation	31 August 2012
Company informs ASX that Shareholders have approved Consolidation	2 October 2012
Last day for trading in pre-consolidated Shares	3 October 2012
Trading in the reorganised securities on a deferred settlement basis starts	4 October 2012
Last day to register transfers on a pre-reorganisation basis	10 October 2012
Last day for Company to: (a) dispatch notice to Shareholders informing of Consolidation; (b) issue new holding statements to Shareholders; and (c) register Shares on a post-Consolidation basis.	17 October 2012

#### 1.6. Taxation


There should not be any taxation implications for Shareholders arising from the consolidation. However, as individual circumstances will vary, Shareholders are strongly advised to seek their own independent advice on the taxation effects of consolidation. The Company and its advisors do not accept responsibility for any taxation consequences that may arise for any Shareholder as a result of consolidation.

#### 1.7. Recommendation

The Company's Directors unanimously recommend that you vote in favour of this Resolution.

## NOTES TO THE NOTICE OF GENERAL MEETING

### 1. Proxy Instructions



A Shareholder entitled to attend and vote at the General Meeting is entitled to appoint up to two individuals or bodies corporate to act as proxies to attend and vote on the Shareholder's behalf. Where more than one proxy is appointed each proxy may be appointed to represent a specific proportion of the shareholder's voting rights. If the appointment does not specify the proportion or number of votes that each proxy may exercise, each proxy may exercise half of the votes.

A proxy may, but need not, be a shareholder of the Company.

Shareholders, or their attorneys, who plan to attend the General Meeting are asked to arrive at the venue at least 15 minutes prior to the time designated for the General Meeting so that their Shareholding may be checked against the Company's share register and attendance recorded. Attorneys should bring with them an original or certified copy of the power of attorney under which they have been authorised to attend and vote at the General Meeting.

A Shareholder that is a body corporate or corporation, or which has been appointed as a proxy, is entitled to appoint any individual to act as its representative at the General Meeting. The appointment of the representative must comply with the requirements under section 250D of the Corporations Act. The representative should bring to the General Meeting a properly executed letter or other document confirming his/her authority to act as the Shareholder's corporate representative.

Completed Proxy Forms (and the powers of attorney or other instruments or authorities, if any, under which each Proxy Form is signed) or a copy of a facsimile which appears on its face is to be an authentic copy of the Proxy Form (and the power of attorney or other instrument or authority) can be sent by post to the Share Registry at:

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

Alternatively, these documents may be faxed to the Share Registry on +61 3 9473 2555 (outside Australia) or 1800 783 447 (within Australia).

An instrument or authority appointing a proxy:

- (a) shall be in writing under the hand of the appointer or of his/her attorney, or if the appointer is a body corporate, either under seal or under the hand of a duly authorised officer or attorney;
- (b) may specify the manner in which the proxy is to vote in respect of a Resolution and, where an instrument of proxy so provides, the proxy is not entitled to vote on the Resolution except as specified on the Proxy Form;

- (c) shall be deemed to confer authority to demand or join in demanding a poll; and
- (d) shall be in such form as the Directors determine and which complies with section 250A of the Corporations Act and the Listing Rules.

If a proxy is not directed how to vote on a Resolution or item of business, the proxy may vote, or abstain from voting, as they think fit, unless otherwise set out in this Notice of General Meeting. Should any Resolution, other than the Resolutions specified in this Notice of General Meeting, be proposed at the General Meeting, a proxy may vote on that resolution as they think fit.

## **2. Proxy Form**

A Proxy Form accompanies this Notice of General Meeting. The Proxy Form is an integral part of this Notice and both documents should be read together.

The Proxy Form must be signed by the Shareholder or his/her attorney duly authorised in writing. In the case of Shares jointly held by two or more persons, all joint-holders must sign the Proxy Form.

Proxy Forms must be submitted no later than 48 hours before the time for holding the Meeting, or adjourned Meeting as the case may be, at which the individual or body corporate named in the Proxy Form proposes to vote.

Shareholders who return their Proxy Forms with a direction how to vote but do not nominate the identity of their proxy will be taken to have appointed the Chairman as their proxy to vote on their behalf.

If a Proxy Form is returned but the nominated proxy does not attend the Meeting, the Chairman will act in place of the nominated proxy and vote in accordance with any instructions.

Proxy appointments in favour of the Chairman, the secretary or any Director that do not contain a direction on how to vote will be used where possible to support each of the Resolutions proposed in this Notice of General Meeting.

## **3. Attendance and Voting Eligibility**

For the purposes of determining voting entitlements at the Meeting, Shares will be taken to be held by the persons who are registered as holding the Shares at the time that is 48 hours before the Meeting. Accordingly, share transactions registered after that time will be disregarded in determining Shareholders' entitlements to attend and vote at the Meeting.



ABN 18 001 285 230

000001 000 SBN  
MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030



**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](http://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 10:00am Sunday 30 September 2012**

### 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. Delete titles as applicable.

### 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](http://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**



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

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

- Review your securityholding
- Update your securityholding

**Your secure access information is:**

**SRN/HIN: I999999999**



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



MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

**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.



I 9999999999

I ND

## Proxy Form

Please mark  to indicate your directions

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

XX

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 General Meeting of Sun Biomedical Limited to be held at Level 20, 135 King Street, Sydney, 2000 on Tuesday, 2 October 2012 at 10:00am 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.

Item 1 Consolidation

For	Against	Abstain
<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 / / \_\_\_\_\_

SBN

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Computershare +