



## **ASX/MEDIA RELEASE**

ASX:MLA 3 October 2014

### **NOTICE OF THE 2014 ANNUAL GENERAL MEETING**

The attached Notice of Annual General Meeting and Explanatory Memorandum has today been sent to all shareholders in the Company.

Yours sincerely,

Ian Mitchell  
Company Secretary/Director  
Medical Australia Limited



**MEDICAL AUSTRALIA LIMITED**  
ACN 096 048 912

**NOTICE OF ANNUAL GENERAL  
MEETING**

**6 November 2014**

**AND**

**EXPLANATORY MEMORANDUM**

**A PROXY FORM IS ENCLOSED**

**(Copy of the Annual Report is on the Company's website [www.medaust.com](http://www.medaust.com) and on the ASX Website. If you have advised the Share Registry you require a hard copy it will be mailed to you)**

**THIS DOCUMENT IS IMPORTANT**

If you do not understand this document or are in any doubt as to how to deal with this document, you should consult your sharebroker, solicitor, accountant or other professional advisor immediately.

If you are unable to attend the meeting please complete and return the enclosed proxy form in accordance with the specified instructions.

## **Notice of Annual General Meeting – Medical Australia Limited – 6 November 2014**

Notice is given that the 2014 Annual General Meeting of Medical Australia Limited ("**MLA**" or "**Company**") will be held at Gould Ralph, Level 29, Suncorp Place, 259 George Street, Sydney, on Thursday 6 November 2014 at 11:30 am AEDT.

### **Ordinary Business:**

#### **Financial Statements**

To consider and receive the Financial Report, the Directors' Report and the Auditor's Report of the Company for the year ended 30 June 2014.

#### **Resolution 1**

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

"To adopt the Remuneration Report of the Company for the year ended 30 June 2014."

#### **Resolution 2**

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

"That Dr Geoffrey Cumming a Director who retires by rotation be re-elected".

#### **Resolution 3**

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

"That Mr Bruce Hancox, a Director having been appointed since the last Annual General Meeting, be elected as a Director".

#### **Resolution 4**

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

"That Mr Jeremy Delk, a Director having been appointed since the last Annual General Meeting, be elected as a Director".

### **By Order of the Board**

Dated: 3 October 2014

Ian Mitchell  
Director/Company Secretary

## PROXY FORM

I/We.....  
of.....

being a member/members of Medical Australia Limited HEREBY APPOINT

or failing him, the Chairman of the Meeting, as my/our Proxy to vote for me/us and 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 Members of the Company to be held at 11:30 am on 6 November 2014 and at any adjournment thereof.

The Proxy is directed by me/us to vote as indicated by the marks in the appropriate voting boxes below:

Resolution	For	Against	Abstain
1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Re-Election of Dr Geoffrey Cumming as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Election of Bruce Hancox as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Election of Jeremy Delk as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

### Important information if the Chairman of the Meeting is your proxy or is appointed as your proxy by default.

By marking this box, you are directing the Chairman of the Meeting to vote in accordance with the Chairman's voting intentions as set out below. If you do not mark this box, and you have not directed your proxy how to vote, the Chairman of the Meeting will not cast your votes on the resolutions and your votes will not be counted in computing the required majority if a poll is called on this resolution. If you appoint the Chairman of the Meeting as your proxy you can direct the Chairman how to vote by either marking the voting box above (for example if you wish to vote for, against or abstain from voting) or by marking the box below (in which case the Chairman of the Meeting will vote in favour of each resolution on your behalf)

The Chairman of the Meeting intends to vote all available proxies in favour of each resolution.

☐

I/We direct the Chairman of the Meeting to vote in accordance with the Chairman's voting intentions (except where I/we have indicated a different voting intention).

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**Signature of Security holder(s)** *This section must be completed.*

Dated this . . . . . day of 2014

Signatures of Securityholder(s).

Individual Securityholder(s)

Sole Director & Company  
Secretary

Director/Company  
Secretary

## **Proxy Form**

**For your vote to be effective it must be received by 11:30 am AEST on 4 November 2014.**

### **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 in the next page.

**A proxy need not be a security holder of the Company.**

### **Signing Instructions**

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

**Joint Holding:** Where the holding is in more than one name, all of the security holders 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 security holder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission.

### **Lodgement of Proxy Appointment Form**

Proxy Appointment Forms and proxy appointment authorities, for example, the original or a certified copy of the power of attorney (if the Proxy Appointment Form is signed by an attorney) must be received:

- at Level 11, 37 Bligh Street, Sydney: or
- by fax, on fax number +61 2 9233 3828.

**not later than 48 hours before the time appointed for holding the Annual General Meeting.**

Documents received after that time will not be valid for the scheduled meeting.

## Notes

The Explanatory Memorandum accompanying and forming part of this Notice of Annual General Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Memorandum and the proxy form are part of this Notice of Annual General Meeting.

### Entitlement to vote

In accordance with regulation 7.11.37 of the Corporations Regulations 2001 (Cth), for the purposes of determining voting entitlements at the Annual General Meeting, shares will be taken to be held by the persons who are the registered holders at 5.00 pm AEDT on 4 November 2014. Accordingly, share transfers registered after that time will be disregarded in determining entitlements to attend and vote at the Annual General Meeting.

### Proxies

1. A member entitled to attend and vote at the Annual General Meeting convened by this Notice of Meeting has a right to appoint a proxy to attend and vote instead of the member. The appointment of a proxy may specify the proportion of the number of votes that the proxy may exercise. Fractions of votes will be disregarded.
2. A proxy need not be a member and can be either an individual or a body corporate. If a member appoints a body corporate as a proxy, that body corporate will need to ensure that it:
  - appoints an individual as its corporate representative to exercise its powers at the meeting, 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 such evidence is not received before the meeting, then the body corporate (through its representative) will not be permitted to act as a proxy.

3. A member that is entitled to cast two (2) or more votes may appoint up to two (2) proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If no proportion or number is specified, each proxy may exercise half of the shareholder's votes. Fractions of votes will be disregarded.
4. Appointment of a proxy by a member being a natural person must be under the hand of the member or of an attorney appointed in writing by the member.
5. Appointment of a proxy by a member being a body corporate must be under the common seal of the body corporate or under the hand of an attorney appointed in writing by the body corporate.
6. If signing under a power of attorney, the power of attorney must be deposited at the Company's registered office for inspection and return, when the proxy is lodged.
7. To vote by proxy, please complete and sign the proxy form enclosed and return it to



the Company's registered office:

C/- Websters  
Level 11, 37 Bligh Street,  
Sydney NSW 2000

OR

by facsimile: 02 9233 3828 International: +61 2 9233 3828

**by no later than 11:30am AEDT on 4 November 2014.**

**Medical Australia Limited**  
**ACN 096 048 912**

This Explanatory Memorandum has been prepared to assist members to understand the business to be put to members at the Annual General Meeting to be held at the Offices of Gould Ralph, Level 29, Suncorp Place, 259 George Street, Sydney, on Thursday 6 November 2014 at 11:30am AEDT.

**Financial Report**

The Financial Report, Directors' Report and Auditor's Report for the Company for the year ended 30 June 2014 will be tabled before the meeting and is enclosed with this Notice of Meeting. There is no requirement for shareholders to approve these reports, however, the Chair of the meeting will allow a reasonable opportunity for shareholders to ask questions about the conduct of the audit and the content of the Auditor's Report.

**1. Adoption of Remuneration Report**

The remuneration report of the Company for the financial year ended 30 June 2014 ("Remuneration Report") is set out on pages 14 to 17 of the Company's 2014 Annual Report. The Remuneration Report sets out the Company's remuneration arrangements for Directors, including the Managing Director and staff. The Chair of the meeting will allow a reasonable opportunity for shareholders to ask questions about or make comments on the Remuneration Report at the meeting.

In addition, shareholders will be asked to vote on the Remuneration Report. The vote on this resolution is advisory only and does not bind the Directors or the Company. However, if at least 25% of the votes cast are against the adoption of the Remuneration Report, the Company's next Remuneration Report must explain the Board's proposed action in response or explain why no action has been taken.

In the following year, if at least 25% of the votes cast on the resolution that the Remuneration Report be adopted are against adoption, shareholders will then vote to determine whether the Directors, excluding the Managing Director, will need to stand for re-election. If more than 50% of the votes cast on the resolution are in favour, a separate re-election meeting must be held within 90 days.

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

- (a) A member of the key management personnel details of whose remuneration are included in the remuneration report;
- (b) A closely related party of such a member.

However such a person may cast a vote on the resolution if:

- (a) The person does so as a proxy appointed by writing that specifies how the proxy is to vote on the proposed resolution; and
- (b) The vote is not cast on behalf of such a person.

**2. Re-election of Geoffrey Cumming as a Director**

Pursuant to Listing Rule 14.4, a Director must not hold office without re-election past the third Annual General Meeting following the Director's appointment or three years, whichever is longer. A Director who retires in accordance with these requirements is eligible for re-election.

Pursuant to article 58 of the Company's Constitution and the Corporations Act, Geoffrey Cumming retires by rotation and, being eligible, offers himself for re-election.

### **3. Election of Bruce Hancox**

In accordance with Article 56.2 of the Company's Constitution and the Corporations Act having been appointed during the year, Bruce Hancox retires as a Director and, being eligible, offers himself for election.

### **4. Election of Jeremy Delk**

In accordance with Article 56.2 of the Company's Constitution and the Corporations Act having been appointed during the year, Jeremy Delk retires as a Director and, being eligible, offers himself for election.

**Dated: 3 October 2014**

**Ian B. Mitchell**  
**Director/Secretary**