



NOTICE OF  
FIFTH ANNUAL GENERAL MEETING

**WHEN:** Wednesday 5<sup>th</sup> November 2008 at 10:00am

**WHERE:** Blenheim Room

Stamford Plaza

111 Little Collins Street

Melbourne

**MEDICAL DEVELOPMENTS INTERNATIONAL LIMITED ACN 106 340 667**

**NOTICE OF FIFTH ANNUAL GENERAL MEETING**

**Notice of Meeting**

Notice is hereby given that the Annual General Meeting (AGM) of Medical Developments International Limited (the Company) will be held at the Blenheim Room, Stamford Plaza Hotel, 111 Little Collins Street Melbourne on Wednesday, 5<sup>th</sup> November 2008 at 10:00am.

**Ordinary Business**

1. To receive and consider the Financial Report, Directors' Report and Auditor's Report for the period ended 30 June 2008.
2. To consider, and if thought fit, to pass the following resolution as an ordinary resolution:  
  
"That the Remuneration Report, required by section 300A of the Corporations Act, as contained in the Directors' Report for the year ended 30 June 2008, is adopted."
3. To consider, and if thought fit, to pass the following separate resolutions as ordinary resolutions:
  - a) "That Mr Allan McCallum, being a Director of the Company who retires in accordance with Article 12.4 of the Company's Constitution, and, being eligible, is re-elected as a Director."
  - b) "That Mr Iain Kirkwood, being a Director of the Company who retires in accordance with Article 12.4 of the Company's Constitution, and, being eligible, is re-elected as a Director."

**By Order of the Board**

Jonathan Kadish  
Secretary

3<sup>RD</sup> October 2008

## **Explanatory notes to the Ordinary Business**

### **Item 1 Financial Statements and Reports**

The Corporations Act 2001 allows for the Directors' Report, Auditor's Report and the Financial Report to be laid before the AGM. Neither the Corporations Act nor the Company's Constitution require a vote of shareholders at the AGM to adopt such reports; however, shareholders will be asked to receive and consider the reports and will be given opportunity to raise questions with respect to these reports at the AGM.

### **Item 2 Remuneration Report**

The Corporations Act 2001 requires a non-binding vote on the Remuneration Report (contained as a separate section within the Directors' Report). Shareholders will be asked to approve the report and will be given the opportunity to raise questions or make comments about the report at the AGM.

### **Item 3a Election of Director**

The Company's Constitution (article 12.4) requires that one third of the Directors, excluding the Managing Director, (or if that number is not 3 or a multiple of 3, then the number nearest one third) retire at each AGM. The Company's Constitution (article 12.4) also provides that each Director who has been in office for 3 years or more since that Director's election or last re-election retire at the AGM.

Mr Allan McCallum retires pursuant to article 12.4, and, being eligible, offers himself for re-election.

### **Item 3b Election of Director**

The Company's Constitution (article 12.4) requires that one third of the Directors, excluding the Managing Director, (or if that number is not 3 or a multiple of 3, then the number nearest one third) retire at each AGM. The Company's Constitution (article 12.4) also provides that each Director who has been in office for 3 years or more since that Director's election or last re-election retire at the AGM.

Mr Iain Kirkwood retires pursuant to article 12.4, and, being eligible, offers himself for re-election.

The Board recommends that shareholders vote in favour of Item 2.

The Board recommends that shareholders vote in favour of Items 3a and 3b.

### **Voting Eligibility, Voting Procedures and Proxies**

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1. On a poll, subject to the Company's Constitution, shareholders have 1 vote for every fully paid ordinary share held.
2. A member of the company who is entitled to attend and cast a vote may appoint a person as the member's proxy. A member who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If it is desired to appoint 2 proxies, then an additional proxy form can be obtained from the Company's Share Registrar, Computershare Investor Services Pty Ltd, 452 Johnston Street, Abbotsford VIC 3067. Fax number 1800 783 447.
3. The proxy form may specify the proportion or number of votes that the proxy may exercise. If the member appoints 2 proxies and does not specify the proportion or the number of the member's votes each proxy may exercise, each proxy may exercise half the votes. Any fractions of results will be disregarded.
4. A proxy does not need to be a member of the company.
5. A proxy may vote on a show of hands but a person holding proxy for more than 1 member has only 1 vote.
6. Proxy forms must be signed:
  - (a) by the appointor or the attorney of the appointor duly authorised in writing; or
  - (b) if the appointor is a corporation, either under seal or by an officer or attorney of the appointor duly authorised in writing.
7. To be effective, proxy forms (and if the appointment is signed by the appointor's attorney, the original authority under which the appointment is signed or a Notarially certified copy of the authority) must be received by the Company's Share Registrar, Computershare Investor Services Pty Ltd, 452 Johnston Street, Abbotsford VIC 3067, Fax number 1800 783 447 at least 48 hours before the AGM.
8. In accordance with the *Corporations Act 2001* and the Company's Constitution, all ordinary securities of the Company that are quoted securities at 7:00pm on Monday 3<sup>rd</sup> November 2008, are taken, for the purposes of the AGM, to be held at the time of the meeting by the persons who held them at that time. Only those persons will be entitled to vote at the AGM.
9. A body corporate may appoint an individual as its representative to exercise any of the powers the body may exercise at meetings of the Company's Shareholders. The appointment may be a standing one. Unless the appointment states otherwise, the representative may exercise all powers that the appointing body could exercise at a meeting or on voting on a resolution. The representative should bring to the general meeting a signed "Certificate of Appointment of Corporate Representative" unless it has previously been given to the Company. A form of the certificate may be obtained from the Company's Share Registrar, Computershare Investor Services Pty Ltd, 452 Johnston Street, Abbotsford VIC 3067. Fax number 1800 783 447.

000001 000 MVP  
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 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 Monday 3 November 2008

### 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.computershare.com](http://www.computershare.com).

**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 Medical Developments International 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 Medical Developments International Limited to be held at Blenheim Room, Stamford Plaza, 111 Little Collins Street, Melbourne on Wednesday 5 November 2008 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
2	To adopt the Remuneration Report, required by section 300A of the Corporations Act, as contained in the Directors' Report for the year ended 30 June 2008	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3a	Re-election of Mr Allan McCallum as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3b	Re-election of Mr Iain Kirkwood as a Director	<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 / /

MVP

999999A

Computershare +