



26 October 2010

ASX Waiver from Listing Rules 10.13.3 and 10.13.5

Remuneration through issue of shares in lieu of cash – Mr Angus Holt, Executive Chairman

Optiscan Imaging Limited advises that ASX has today granted a waiver from Listing Rules 10.13.3 and 10.13.5. This waiver will enable Optiscan to seek shareholder approval at its forthcoming Annual General Meeting to be held on 29 November 2010, to remunerate the Executive Chairman, Mr Angus Holt, during calendar year 2011 by way of issue of shares in lieu of cash.

A summary of the terms and conditions of the waiver granted by ASX is as follows:

DECISION

1. Based solely on the information provided, ASX Limited ("ASX") grants Optiscan Imaging Limited (the "Company") a waiver from listing rules 10.13.3 and 10.13.5 to the extent necessary to permit the Company's notice of meeting (the "Notice") to approve the issue of a maximum of \$100,000 worth of fully paid ordinary shares ("Shares") in lieu of director's fees to Mr Angus Holt (the "Chairman") to state that the Shares will be issued later than 1 month after the date of the shareholders' meeting, subject to paragraphs 1.1 and 1.2 below.

1.1 The Notice states the following.

1.1.1 The Shares will be issued to the Chairman in four tranches in respect of 4 quarter periods ending 31 March 2011, 30 June 2011, 30 September 2011 and 31 December 2011 so long as the Chairman remains a director of the Company.

1.1.2 The number of Shares to be issued to the Chairman in respect of any quarter in calendar year 2011 will be calculated by dividing the amount owed to the Chairman in respect of their director's fees for the quarter by the volume weighted average trading price of the Company's shares on ASX in the 3 month period preceding the end of each quarter.

1.2 The waiver in resolution 1 is subject to the following conditions.

1.2.1 The Company releases the terms of the waiver to the market immediately.

1.2.2 The Company's annual report for any period during which Shares are issued to the Chairman discloses details of the securities that were issued to him, including the percentage of the Company's issued capital represented by the Shares issued to the Chairman under the terms of the waiver.

1.2.3 The Shares are issued within 30 days of the end of each quarter.

1.2.4 The Shares approved by shareholders may only be issued in respect of entitlements to director's fees accrued by the Chairman up to 31 December 2011.



Background

Optiscan is a global leader in microscopic imaging technologies for medical markets. Optiscan's unique and patented technologies enable high-powered microscopes to be miniaturised and used inside the body. The technology enables microscopic imaging of up to 1000 times magnification to be achieved. Doctors can use the technology to instantly see cellular level details of tissue without the requirement to surgically remove tissue (biopsy).

Optiscan's patented miniaturised microscope technology is being used in the field of flexible endo-microscopes.

Optiscan has also entered into a collaboration with the Carl Zeiss Group in Germany for the use of its patented miniaturised microscope technology in rigid endoscopes in key Zeiss markets.

Further information:

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