



## Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of the Shareholders of **Optiscan Imaging Limited** ('Company') will be held at the offices of the company, **15-17 Normanby Road, Notting Hill, Victoria 3168 on Tuesday, 19 November, 2013 at 3.30pm.**

### Business

#### Accounts

To receive and consider the Financial Report, Directors' Report and Auditor's Report for the financial year ended 30 June 2013.

#### Resolutions

##### 1. Remuneration Report

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

'That the Remuneration Report included in the Annual Report for the year ended 30 June 2013 be adopted.'

It should be noted that the vote on this resolution is advisory only, and does not bind the company or its directors.

##### 2. Re-election of Bruce Andrew

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

'That Bruce Andrew, a director retiring by rotation in accordance with the Company's constitution, being eligible and having signified his candidature for the office, be re-elected a director of the Company.'

##### 3. Ratification of prior share issue

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

'That, in accordance with Australian Stock Exchange Listing Rule 7.4, shareholders ratify the issue of 4,082,185 fully paid ordinary shares on the dates and at the prices set out in the explanatory memorandum accompanying this Notice of Meeting'

### Entitlement to Vote

In accordance with regulation 7.11.37 of the Corporations Regulations, all securities of the Company that are quoted securities at 7pm on Sunday, 17 November 2013 are taken, for the purposes of the above meeting, to be held by the persons who held them at that time. Only those persons will be entitled to vote at the Annual General Meeting on 19 November 2013.

**Phone** (61 3) 9538 3333  
**Fax** (61 3) 9562 7742  
**Website** [www.optiscan.com](http://www.optiscan.com)  
**PO Box 1066, Mt Waverley MDC VIC 3149 Australia**  
**15-17 Normanby Rd, Notting Hill VIC 3168 Australia**

## Proxies

### Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint no more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the member(s) voting rights. Neither proxy is entitled to vote on a show of hands.
2. A proxy need not be a member of the Company.
3. If the form of proxy is signed but is blank in all other material aspects, it will be taken to mean that it is in favour of the chairman of the meeting for full voting rights. The chairman intends to vote any undirected proxies in favour of all resolutions.
4. If a representative of a corporation is to attend the meeting, the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the office of Optiscan Imaging Limited.

## Questions and Comments by Shareholders

In accordance with the Corporations Act 2001, shareholders will be given the opportunity to ask questions about, or make comments on, the management of the Company.

Furthermore, shareholders will be provided with an opportunity to ask questions of the Company's auditor in relation to:

1. the conduct of the audit; and
2. the preparation and content of the auditor's report; and
3. the accounting policies adopted by the Company in relation to the preparation of the financial statements; and
4. the independence of the auditor in relation to the conduct of the audit.

Shareholders may also submit a written question to the auditor if the question is relevant to the content of the audit report or the conduct of the audit. A list of any such written questions received will be made available to shareholders attending the Annual General Meeting. If written answers are tabled at the meeting, they will be made available to shareholders as soon as practicable after the meeting on the company's website, [www.optiscan.com](http://www.optiscan.com).

Written questions for the auditor must be received at the registered office of the company no later than 5pm on Tuesday 12 November 2013. Written questions should be sent to the registered office at 15-17 Normanby Road, Notting Hill, Victoria, 3168, or by fax to (613) 9562 7742.

## Annual Report Online

The 2013 Annual Report for Optiscan Imaging Limited is available on the Company's website at **[www.optiscan.com](http://www.optiscan.com)**

Dated 15 October, 2013

By Order of the Board



Bruce R. Andrew  
Company Secretary

## **EXPLANATORY NOTES TO THE NOTICE OF ANNUAL GENERAL MEETING 2013**

### **PURPOSE OF INFORMATION**

The purpose of this Explanatory Memorandum (which is included in and forms part of the Notice of Annual General Meeting dated 15 October, 2013) is to provide Shareholders with an explanation of the business of the meeting and of the resolutions to be proposed and considered at the Annual General Meeting on 19 November 2013 and to assist shareholders to determine how they wish to vote on these resolutions.

### **ANNUAL FINANCIAL REPORT**

The Corporations Act requires the reports of the directors and auditors, and the annual financial statements to be tabled at the Annual General Meeting. There is no requirement under the Corporations Act for a resolution to adopt, receive or consider the financial statements and reports.

Shareholders will be invited to raise any questions on these reports at the meeting. In addition, the company's auditor will be available to respond to questions about the auditor's report and the conduct of the audit.

### **RESOLUTION 1: REMUNERATION REPORT**

The Directors' Report for the year ended 30 June 2013 includes a Remuneration Report in accordance with the requirements of the Corporations Act.

Shareholders in general meeting are required to consider a resolution to adopt the Remuneration Report. The Corporations Act expressly provides that the vote is advisory only and does not bind the directors or the Company.

### **Voting Exclusion Statement**

The persons excluded from voting on this report are the Directors of the Company, being the "Key Management Personnel" identified in the remuneration Report. In addition, closely related parties to the directors (Key Management Personnel) are excluded from voting including family members, dependants and companies they control. Any undirected proxies held by the Chairman of the meeting or other directors or any of their closely related parties will not be voted on resolution 1, unless express authorisation is given in the proxy form.

### **RESOLUTION 2: ELECTION OF MR BRUCE ANDREW AS A DIRECTOR – CANDIDATE PROFILE**

Mr Andrew is an accountant with extensive corporate experience in both listed and unlisted entities.

Mr Andrew was appointed Company Secretary when Optiscan listed in 1997. After several years in a part time role, Mr Andrew was appointed Chief Financial Officer in 2001, and has been a member of the executive management team since that time. Mr Andrew was appointed to the board in January 2010.

### **RESOLUTION 3: RATIFICATION OF PRIOR SHARE ISSUES**

In the period from November 2012 to October 2013, the company issued 4,082,185 fully paid ordinary shares to various parties as outlined in the table below. Each share was issued on the same terms, and ranks equally in all respects, with existing fully paid ordinary shares. The issues related to convertible note facilities and the conversion of notes.

## Shareholder Approval

Under Australian Stock Exchange ('ASX') Listing Rule 7.1, the prior approval of shareholders is required for the issue of shares which, when aggregated with securities issued during the previous twelve months, would exceed 15% of the number of securities on issue at the commencement of that 12 month period.

ASX Listing rules 7.1 and 7.4 provide that where a company in general meeting ratifies an issue of equity securities, the issue will be treated as having been made with approval for the purposes of listing rule 7.1.

## Effect of Shareholder Approval

If carried, this resolution will approve the issues of shares set out in the table below, and effectively reinstate the capacity of the company to issue new shares up to the 15% limit. There is no intention at present to make such an issue, but the position of the company will be enhanced if the board has the ability to issue new shares without the cost and delay involved in seeking prior shareholder approval.

## Information Required by ASX Listing Rule 7.4

The following information in relation to the shares is provided to shareholders for the purposes of this resolution:

Transaction	Date of issue	No shares	Price
Conversion of notes	16 November 2012	925,926	\$0.081
Conversion of notes	10 December 2012	625,000	\$0.08
Conversion of notes	31 January 2013	1,623,377	\$0.077
Converting note facility costs	30 August 2013	355,022	\$0.063
Conversion of notes	30 August 2013	215,037	\$0.052
Conversion of notes	4 October 2013	337,823	\$0.0475
TOTAL SHARES ISSUED		4,082,185	

- a. All shares issued fully paid and rank equally in all respects with existing ordinary shares
- b. All shares were to institutional professional and sophisticated investors pursuant to Section 708 of the *Corporations Act*
- c. The funds raised were used for working capital purposes

## Voting Exclusion Statement

The Company will disregard any votes cast on resolution 3 by:

- A person who participated in the issue; and
- Any associates of a person who participated in the issue.

However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

## Proxy Form

I/We   
 (please print name)

of   
 (please print address)

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SRN (Security Reference Number) OR  
 HIN (Holder Identification Number)

Number of shares held

### Appointment of Proxy

**The Chairman of the Meeting**  
 (mark with an 'X')      OR       Name & Address  
 of Proxy

or, in his/her absence, or if no person is named, the Chairman of the meeting as my/our proxy to vote on my/our behalf at the **Annual General Meeting of Optiscan Imaging Limited to be held at the offices of the company, 15-17 Normanby Road, Notting Hill on Tuesday 19 November 2013 at 3.30pm** and at any adjournment of that meeting.

### Directing your Proxy

If you want to direct your proxy how to vote, please indicate with an 'X' how you wish your vote to be cast. If you do not direct your proxy how to vote on a resolution, your proxy may vote as he/she thinks fit. The resolutions are numbered as in the notice of meeting.

No undirected proxies to the Chairman or Key Management Personnel will be voted on Resolution 1. You may direct your proxy by marking the box for Resolution 1.

### **Voting directions to your proxy – please insert 'X' in the appropriate box to indicate your directions**

Ordinary Resolutions	For	Against	Abstain
1. To adopt remuneration report (non-binding resolution)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To re-elect Mr Bruce Andrew as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To ratify prior share issues	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

### Authorised Signatures

Individual or Securityholder 1  
  
 Sole Director and  
 Sole Company Secretary

Securityholder 2  
  
 Director

Securityholder 3  
  
 Director/Company Secretary

\_\_\_\_\_  
 Contact Name

\_\_\_\_\_  
 Contact Daytime Telephone

\_\_\_\_\_/\_\_\_\_\_/\_\_\_\_\_  
 Date

Other Information

This proxy must be signed by each member (or the member's attorney) to which this proxy relates. Proxies given by a company must be signed either under seal, by attorney or by two directors of the company, a director and a company secretary of the company or, for a proprietary company that has a sole director who is also the sole company secretary, that director.

Proxies must be lodged at the registered office of Optiscan Imaging Limited, 15-17 Normanby Road, Notting Hill, 3168 or faxed to the registered office on facsimile number (03) 9562 7742 no later than 7.00pm on Sunday, 17 November 2013 (48 hours prior to meeting).

In accordance with regulation 7.11.37 of the Corporations Regulations, all securities of the Company that are quoted securities at 7pm on Sunday, 17 November 2013 are taken, for the purposes of the above meeting, to be held by the persons who held them at that time. Only those persons will be entitled to vote at the General Meeting on 19 November 2013.

Notes:

1. A member entitled to attend and vote at the meeting is entitled to appoint no more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the member(s) voting rights. Neither proxy is entitled to vote on a show of hands. A proxy need not be a member of the Company.
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