

# Vet Biotechnology Limited

ACN 105 577 017

## NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

Notice is given that the Annual General Meeting of Vet Biotechnology Limited will be held at MSI Tilley 253 Sturt Street, Adelaide SA 5000 on Thursday, 30 November 2006 at 9.30am.

### Ordinary Business

**1. Reports**

To receive and consider the Financial Report and the Reports of the Directors and of the Auditor for the year ended 30 June 2006.

**2. Directors' Remuneration Policy**

To consider and put to a non-binding vote the following resolution:

"That the section of the report of the Directors dealing with the remuneration of the Company's Directors, Company Secretary and senior executives ('remuneration policy') be adopted"

**3. Re-election of Director**

To re-elect as a Director Mrs Lusia Halina Guthrie, who retires in accordance with the Company's Constitution, and being eligible, offers herself for re-election.

**4. Auditor**

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

- a. "That the reappointment of HLB Mann Judd (SA Partnership) as auditor of the company be approved"
- b. "That the remuneration for audit services as determined by the auditor's schedule of fees be approved"

### Section 1109N Determination

For the purposes of the Corporations Act, the Company has determined that all securities of the Company that are registered securities as at 5.00 pm (Adelaide Time) on Tuesday, 28 November 2006 will be taken, for the purposes of the Annual General Meeting, to be held by the persons who held them at that time.

### Voting by Proxy

- A member who is entitled to attend and cast a vote at the general meeting may appoint a proxy.
- A proxy need not be a member
- The following addresses and facsimile number are specified for the purposes of receipt of proxy appointments:

**Addresses:**

by hand:

Vet Biotechnology Limited  
C/- MSI Tilley  
253 Sturt Street  
ADELAIDE SA 5000

by mail:


Vet Biotechnology Limited  
C/- MSI Tilley  
GPO Box 1385  
ADELAIDE SA 5001

**Facsimile:** (08) 8231 7381

To be effective, the instrument by which a proxy is appointed by a member and, if the instrument is signed by the member's attorney, the authority under which the instrument is signed or a certified copy of the authority must be received by the Company at least 48 hours before the meeting.

For more information concerning the appointment of proxies and the address to which proxy forms may be sent, please refer to the reverse side of the proxy form.

By Order of the Board



Douglas Peter LeMessurier  
Chairman  
Adelaide  
31 October 2006

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## EXPLANATORY NOTES

These notes explain the resolutions set out in the Notice of Meeting for the Company's 2006 AGM and should be read in conjunction with the Notice.

### Ordinary Business

#### Resolution 2

##### Directors' Remuneration Policy

The *Corporations Act 2001* requires that the section of the Directors' Report dealing with the remuneration of Directors, the Company Secretary and up to 5 senior executives ('remuneration policy') be put to the vote of shareholders for adoption by way of a non-binding resolution.

### Election of Directors

#### Resolution 3

##### Re-Election of a Director – Mrs Lusia H Guthrie

The Constitution of the Company requires one third of the Directors (other than the Managing Director) to retire from office at each AGM. Mrs Lusia H Guthrie, being the longest serving director, retires from her position and in accordance with the Constitution offers herself for re-election.

Mrs Guthrie holds a Masters degree in Science and Technology Commercialisation from the University of Adelaide and a Bachelor of Applied Science in Medical Technology from the University of South Australia. She has executive level operations and manufacturing experience with a major international pharmaceutical company. Areas of expertise include product development, production and supply chain management, industrial relations and regulatory compliance.

She has completed the Australian Institute of Company Directors program and has held several non-executive board appointments. Recently, Mrs Guthrie worked in intellectual property management and commercialisation for a leading Adelaide research institute. She is a director of LabTech Systems Ltd, SDP Technology, Apomab Ltd and is currently a member of the Manufacturing Consultative Council for the State Government of South Australia.

**Recommendation:** The Directors recommend that you vote in favour of Mrs Guthrie's re-election

#### Resolution 4a and 4b

##### Appointment of Auditor

In accordance with the Company's Constitution, the company's auditor is required to be appointed at each annual general meeting of shareholders. HLB Mann Judd (SA Partnership) have been auditor of the company since incorporation.

**Recommendation:** The Directors recommend that you vote in favour of re-appointing HLB Mann Judd (SA Partnership) as auditor and that the remuneration for audit services as determined by the auditor's schedule of fees be approved.