

Friday October 26<sup>th</sup>, 2007

Company Announcements Office  
National Stock Exchange of Australia  
Newcastle NSW

**For immediate release to the market**

Please find enclosed the following:

- Notice of Annual General Meeting of Cosmedics Australia Limited to be held at **11am on Thursday the 29<sup>th</sup> of November 2007** at the offices of Cosmedics Australia Limited at 29 Australia St Camperdown, New South Wales.
- Explanatory Statement and Proxy Form.

These documents, along with the Annual Report, were mailed to shareholders today. The Annual Report has previously been lodged with the National Stock Exchange of Australia.

Yours faithfully,



Dr Bronte Douglass  
Chairman

**COSMEDICS AUSTRALIA LIMITED**  
**NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the Annual General Meeting of **Cosmedics Australia Limited** ("CMA" or the "Company"), (ABN 38 002 862 017), will be held:

**11am Thursday 29<sup>th</sup> November 2007**  
**29 Australia St Camperdown, New South Wales 2050**

**Please Note:**

Terms used in this Notice, including the resolutions set out below, have the meanings ascribed to those terms in the Explanatory Statement which accompanies and forms part of this notice. The Notice of Annual General Meeting should be read in conjunction with the accompanying Explanatory Statement.

This notice of Annual General Meeting and Explanatory Statement should be read in their entirety. If shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser before voting.

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**BUSINESS OF THE ANNUAL GENERAL MEETING:**

**A. ORDINARY BUSINESS**

**1. Financial Statements and Reports**

To receive and consider the profit and loss account and balance sheet of the Company and its controlled entities for the year ended 30 June 2007 and the related Directors' Report, Directors' Declaration and Auditors' Report.

The Corporations Act 2001 and the Company's Constitution do not require that a vote of the Members be taken on the financial reports, or the reports of the Directors or Auditors. However Members will be provided with the opportunity to raise any issues with, or ask questions of, the Directors or Auditor in relation to the reports or the business and operations of the Company at the Meeting.

**2. Resolution 1- Remuneration Report**

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

'That the Directors' Remuneration Report, as contained in the Directors' Report of the Company, for the year ended 30 June 2007 be adopted.'

Please note that the vote on this resolution is advisory only and does not bind the Directors or the Company.

**3. Resolution 2- Re-election as a Director**

To consider and, if thought fit, pass without modification the following ordinary resolution:

'That Mrs Vicki Forge, a Director who retires in accordance with the Constitution of the Company and being eligible, offers herself for re-election, be re-elected as a Director of the Company.'

**4. Resolution 3- Consolidation of Share Capital**

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

'That, with effect from 7:00 pm (Australian Eastern Standard Time) on 18 January 2008:

(a) the share capital of the Company be consolidated by converting every ten Cosmedics Shares on issue at that time into one Cosmedics Share; and

(b) where the consolidation of the Company's share capital results in a shareholder having a fractional entitlement to a Cosmedics Share, the Company shall round up any such fractional entitlement to the next whole number.'

**5. Resolution 4- Reappointment of Auditors and Approval of their Remuneration**

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

'That Benbow & Pike be reappointed as the Company's Auditors and that their remuneration be approved by the Board at a level consistent with that previously charged.'

**B. GENERAL BUSINESS**

- 6.** To transact any business which may legally be brought forward in accordance with the Constitution of the Company, the NSXA Listing Rules, the Corporations Act 2001 (Cth), or otherwise.

**7. Questions and Comments by Members at the Meeting**

In accordance with the Corporations Law and the Company's practice, a reasonable opportunity will be given to members at the meeting to ask questions about or to make comments on the management of the Company's affairs.



**BY ORDER OF THE BOARD OF DIRECTORS**

Bronte Douglass  
CHAIRMAN  
COSMEDICS AUSTRALIA LIMITED  
18 October 2006

## **EXPLANATORY STATEMENT**

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This Explanatory Statement is given to Members in explanation of the Resolutions to be considered at the Annual General Meeting on 29 November 2007 at 11am and to assist Members in determining how they wish to vote on the Resolutions. This Explanatory Statement should be read in conjunction with, and forms part of the Notice of Meeting, which this Explanatory Statement accompanies.

If you are in doubt about the action you should take in relation to the Resolutions contemplated in this Explanatory Statement, you should consult your financial or other professional advisor immediately.

## **DETAIL OF AGENDA ITEMS**

### **1. Financial Statements**

Section 250R of the Corporations Act 2001 provides that the business of an annual general meeting of a company must include, among other matters, the consideration by the Members of the annual financial report, Director's report and Auditor's report.

Members have been provided with all relevant information concerning the Company's annual financial report and the reports of the Directors and Auditor in the Annual Report of the Company for the year ended 30 June 2007. A copy of the Annual Report has been forwarded to each Shareholder. A copy of the annual financial report and the reports of the Directors and Auditor will also be tabled at the Meeting.

Members should note that the sole purpose of tabling the annual report of the Company at the Annual General Meeting and those of the Directors and Auditor is to provide the Members with the opportunity to ask questions or discuss matters arising from the annual financial report and the management of the Company at the Meeting. It is not the purpose of the meeting, nor a requirement of the Corporations Act 2001 or the Constitution of the Company that the financial statements be accepted, rejected or modified in any way.

### **2. Remuneration Report- (Resolution 1)**

The Remuneration Report for the financial year ended 30 June 2007 is set out in the Report of the Directors on pages 4, 21 (Note 4(a)), 28 (Note 19 (i)(ii)) of the 2007 Annual Report.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the meeting. Whilst the Corporations Act 2001 requires Resolution 1 to be put to the vote, the Resolution is advisory only and does not bind the Directors of the Company.

The board will take into account the outcome of the vote when reviewing its remuneration policy.

### **3. Re-Election of Director- (Resolution 2)**

Mrs Vicki Forge retires in accordance with article 20.1 of the Company's Constitution and, being eligible, offers herself for re-election. Details of Mrs Forge's experience are stated in the 2007 Annual Report accompanying this notice.

The Board recommends that shareholders vote in favour of the proposed resolution.

### **4. Share Consolidation- (Resolution 3)**

Item 4 proposes a consolidation of the Company's existing share capital. Cosmedics currently has on issue 69,164,518 fully paid ordinary shares. This resolution proposes consolidating the existing share capital on the basis of 1 share for every 10 shares currently

held. The result will be that each shareholder will hold in number one tenth of the shares held prior to the consolidation.

Current and Post Consolidation Positions:

Current	Post Consolidation
69,164,518	6,916,452*

\*this number may vary due to the rounding up of fractional entitlements.

The restructure will not involve the repayment of or distribution of any amounts to shareholders and will not affect the Company's paid up capital.

### FRACTIONAL HOLDINGS

Where the consolidation results in fractional holdings, these will be rounded up to the next highest whole number of shares.

### REASONS FOR CONSOLIDATION

The Directors believe the consolidation of shares will allow for improved capital management of the company and increase the nominal value of Cosmedics shares to levels more appropriate for the Company.

The Directors do not believe that there are any material disadvantages to shareholders which arise from a consolidation of the capital of the Company. However, there can be no assurance as to the level at which the Company's shares will trade following any such consolidation of capital.

### AUSTRALIAN TAX IMPLICATIONS

In circumstances where a company changes the number of shares on issue through a share consolidation and shareholders in the company remain the beneficial owners of the original and newly converted shares in the same proportions, no CGT event (ie. disposal of a CGT asset) arises for shareholders on consolidation of their original shares. In this respect, the Australian Taxation Office has issued Determinations to other entities which confirm this treatment. In other words, no capital gains tax consequences arise for shareholders on the consolidation of their original shares. It is expected that, after the consolidation:

(a) the newly converted shares will have the same acquisition date as the original shares to which they attach; and

(b) the aggregate cost base of shares for a shareholder, following the share consolidation, for CGT purposes, will be unchanged from that which existed for the shareholder immediately prior to the consolidation taking effect. The cost base for each consolidated share will, however, be the aggregate of the shares consolidated into that one share.

The Board recommends that shareholders vote in favour of the proposed resolution.

#### 5. Auditors and their Remuneration - (Resolution 4)

Item 15.1 of the Company's Constitution notes that the business of the Annual General Meeting includes the appointment of the Auditors and the determination of their remuneration. Benbow & Pike have indicated that they are prepared to continue as the Company's Auditors and that their fee for the next twelve months will be similar to that which has been charged in the year under review and noted in the enclosed Annual Report.

The Board recommends that shareholders vote in favour of the proposed resolution.



BY ORDER OF THE BOARD OF DIRECTORS

**PROXY FORM**

Cosmedics Australia Limited ABN 38 002 862 017 ("Company")

**Appointment of Proxy**

I/We,

being a member/s of the Company and entitled to attend and vote hereby appoint

☐ Chairperson  
of the Meeting  
(mark with an 'X')

OR

Write here the name of the person you  
are appointing if this person is **someone**  
**other than** the Chairperson of the  
Meeting.

or failing the person named, or if no person is named, the Chairperson of the Meeting, as my/our proxy to attend, to vote in accordance with the following directions (or if no directions have been given, as the proxy sees fit), and to act generally on my/our behalf, at the Annual General Meeting of the Company to be held at 29 Australia St Camperdown NSW 2050 on Thursday 29<sup>th</sup> November 2007 at 11.00am and at any adjournment of that meeting.

Voting directions to your proxy - please mark ☒ to indicate your directions

	For	Against	Abstain*
Resolution 1	<input type="text"/>	<input type="text"/>	<input type="text"/>
Resolution 2	<input type="text"/>	<input type="text"/>	<input type="text"/>
Resolution 3	<input type="text"/>	<input type="text"/>	<input type="text"/>
Resolution 4	<input type="text"/>	<input type="text"/>	<input type="text"/>
	<input type="text"/>	<input type="text"/>	<input type="text"/>

\* If you mark the Abstain box for a particular item, you are directing your proxy **not** to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

**Signature of Members**

This section must be signed in accordance with the instructions herewith to enable your directions to be implemented,

Sole Director and Sole Company Secretary  
Sole Director (cross out inapplicable capacity)

Director

Director/Company Secretary  
(cross out inapplicable capacity)

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

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

\_\_\_\_\_  
Date

(For Instructions see overleaf)

## **INSTRUCTIONS FOR COMPLETION OF PROXY FORM**

### **1. Your Name and Address**

This is your name and address as it appears in the register of members of Cosmedics Australia Limited ("**Company**"). If this information is incorrect, please mark the box and make the correction on the form. Members sponsored by a broker should advise their broker of any changes. **Please note you cannot change the ownership of your shares using this form.**

### **2. Appointment of Proxy**

If you wish to appoint the Chairperson of the Meeting as your proxy, mark the box. If the person you wish to appoint as your proxy is someone other than the Chairperson of the Meeting, write the name of that person. A proxy may be an individual or a body corporate. If you leave this section blank or your named proxy does not attend the Meeting, the Chairperson of the Meeting will be your proxy. A proxy need not be a member of the Company.

### **3. Appointment of a Second Proxy**

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company or you may copy this form. To appoint a second proxy you must:

- (a) on each of the first Proxy Form and second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise one half your votes. Fractions of votes will be disregarded.
- (b) return both forms together in the same envelope.

### **4. Voting directions to your Proxy**

You may direct your proxy how to vote on an item of business by placing a mark in one of the three boxes opposite that item of business. All of your shares will be voted in accordance with your direction unless you indicate a proportion of voting rights on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on a given item, your proxy may decide whether or how to vote on that item. If you mark more than one box on an item, your vote on that item will be invalid.

### **5. Signature of Members**

You must sign this form as follows in the spaces provided:

- |                   |  |
|-------------------|--|
| Individual        | where the holding is in one name, the member must sign.  |
| Joint Holding     | where the holding is in more than one name, all of the members must sign.  |
| Power of Attorney | to sign under Power of Attorney, either the Power of Attorney must have already been lodged with the Company's Share Registry for notation or the original (or a certified copy) of the Power of Attorney must accompany this document.  |
| Companies         | the following person(s) must sign: <ul style="list-style-type: none"><li>(a) Australian proprietary company with a sole director who is also the sole company secretary - that person;</li><li>(b) Australian proprietary company with a sole director and no company secretary - that person;</li><li>(c) other Australian companies - two directors or one director and one company secretary;</li><li>(d) foreign company - in accordance with the laws of the jurisdiction of incorporation and constituent documents.</li></ul> |

### **6. Lodgement of Proxy**

This proxy form (and the original or a certified copy of any power of attorney under which it is signed) must be received by the Company no less than 48 hours before the time scheduled for the commencement of the meeting ("**Proxy Deadline**"). Any proxy received after that time will not be valid for the scheduled meeting. **Documents may be lodged:**

- (a) by post addressed to PO Box 300, Gordon 2072 NSW, or delivery to, the Company at 29 Australia St Camperdown NSW 2050;
- (b) or by facsimile to Cosmedics Australia Ltd on (02) 9549 2266.

Personal information: Chapter 2C of the Corporations Act 2001 requires information about you (including your name, address and details of the shares you hold) to be included in the Company's register of members. This information must continue to be included in the Company's register of members if you cease to be a shareholder. Information is collected to administer your shareholding and if some or all of the information is not collected then it might not be possible to administer your shareholding. The Company may disclose this information for purposes related to your shareholding, including in circumstances permitted under the Chapter 2C of the Corporations Act 2001. You can obtain access to your personal information in the Company's register of members in accordance with Chapter 2C of the Corporations Act 2001.

### **7. Bodies Corporate**

A body corporate may appoint an individual as its representative to exercise any of the powers the body may exercise at meetings of a company's shareholders. The appointment may be a standing one. Unless the appointment states otherwise, the representative may exercise all of the powers that the appointing body could exercise at a meeting or in voting on a resolution.

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**NOTES:**

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These Notes form part of the Notice of Annual General Meeting. The Notice of Annual General Meeting should be read in conjunction with the accompanying Explanatory Statement.

**Who may vote** In accordance with section 1074D of the Corporations Act 2001 (Cth) and the Company's Constitution, a person's entitlement to vote at the Annual General Meeting will be determined by reference to the number of fully paid shares registered in the name of that person (reflected in the Register of Members) as at 10am, Tuesday November 20<sup>th</sup> 2007.

**Voting restrictions** The Company will disregard any votes cast on Resolution 2 by Mrs Vicki Forge or any of her Associates.

**Proxies-Appointment** A member of the Company who is entitled to attend and vote at the meeting has a right to appoint not more than 2 proxies to attend and vote for the Member at the meeting. Where a member appoints 2 proxies, the appointment may specify the proportion or number of votes which each proxy may exercise. If the appointment does not specify the proportion or number of the Member's votes each proxy may exercise, then each proxy may exercise half of those votes. A proxy need not be a Member of the Company.

**Proxies-Lodgement** To be valid, a proxy form must be received by the Company no less than 48 hours before the time scheduled for the commencement of the meeting ("Proxy Deadline"). Proxies may be submitted:

- (a) by post addressed to PO Box 300, Gordon 2072 NSW, or delivery to the Company at 29 Australia St Camperdown NSW 2050 or;
- (b) by facsimile to Cosmedics Australia Ltd on (02) 9549 2266.

A proxy appointment must be signed by the Member or the Member's attorney. Where the appointment is signed by the appointor's attorney, a certified copy of the authority, or the authority itself, must be lodged with the Company in one of the above ways by the Proxy Deadline. If facsimile transmission is used, the authority must be certified.

**Body Corporate Representative** A member of the Company who is a body corporate and who is entitled to attend and vote at the meeting, or by proxy who is a body corporate and who is appointed by a Member of the Company entitled to attend and vote at the meeting, may appoint a person to act as its representative at the meeting by providing that person with:

- (a) a letter or certificate, executed in accordance with the body corporate's constitution, authorising the person as the representative; or
- (b) a copy of the resolution, certified by the secretary or a director of the body corporate, appointing the representative.

The appointment must comply with the requirements of Section 250D of the Corporations Act 2001.

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