



---

**NOTICE OF ANNUAL GENERAL MEETING  
WITH EXPLANATORY STATEMENT and PROXY FORM**

---

Notice is hereby given that, for the purposes of transacting the business set out in this Notice, the Annual General Meeting of shareholders of Telezon Limited ("the Company") will be held at:

**10.30am**  
**Thursday, 29 November 2012**  
**RSM Bird Cameron Chartered Accountants**  
**Level 8, Rialto South Tower, 525 Collins Street, Melbourne VIC 3000**

If you are unable to attend the meeting, you are encouraged to complete and return the enclosed Proxy Form which allows you to lodge your vote directly or appoint a proxy to vote on your behalf.

The completed Proxy Form must be received by Advanced Share Registry no later than 10.30am (Melbourne time) on Tuesday, 27 November 2012, being 48 Business Hours before the commencement of the meeting.

**ORDINARY BUSINESS**

---

**Adoption of Accounts and Reports**

Receive and consider the Financial Statements, Directors' Report and Auditor's Report for Telezon Limited and its controlled entity for the year ended 30 June 2012.

*Note: There is no requirement for shareholders to approve these reports.*

**1. Adoption of Remuneration Report**

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

To adopt the Remuneration Report which forms part of the Directors' Report, for the year ended 30 June 2012.

*Note: This resolution is advisory only and does not bind the directors or the Company.*

**2. Election of Director**

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

*"That Dr Michelle Carr, who retires by rotation in accordance with Section 21 of the Company's Constitution, and for all other purposes, and being eligible, offers herself for re-election, be and she is hereby re-elected a director of the Company."*

*Notes: The non-candidate directors unanimously support the election of Dr Michelle Carr.  
The Chair of the meeting intends to vote undirected proxies in favour of Dr Michelle Carr's election.*

**3. Ratification of Prior Issue - Shares**

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

*"That, for the purposes of SIM VSE Listing Rule 5.4, and for all other purposes, shareholders ratify the allotment of 6,156,000 shares at \$0.11 per share on 1 March 2012 pursuant to a share placement to private investors."*

**4. Approval of Share Issue**

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

*"That, for the purposes of SIM VSE Listing Rule 5.4, and for all other purposes, approval is given to allot and issue up to 55,000,000 new fully paid ordinary Shares, pursuant to a future placement and that the directors of the Company are authorised to do all things reasonably necessary or desirable to give effect to this placement."*

Refer to Explanatory Notes for further information on proposed resolutions.

---



---

**“Snap-shot” Time**

The Board has determined that for the purposes of Section 1109N of the Corporations Act 2001 and determining voting entitlements at the Annual General Meeting, the persons eligible to vote at the meeting will be those persons who are registered shareholders of the Company at **10.30am (Melbourne time) on Tuesday, 27 November 2012.**

---

**Voting Entitlements**

1. A member of the Company entitled to attend and vote at the meeting is entitled to appoint not more than two proxies.
2. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion or number of votes of the member’s voting rights, but where the proportion is not specified each proxy may exercise half of the votes.
3. Appointment of a proxy by a member who is a corporation must be under its common seal or the hand of its attorney or a person duly authorised by the company.
4. A proxy need not be a member of the Company.
5. To be effective, the proxy form must be received by Advanced Share Registry – PO Box 1156, Nedlands, WA 6909 or by facsimile (08) 9389 7871 – no later than 48 Business Hours before the scheduled commencement of the meeting.

The enclosed proxy form provides further details on appointing proxies and lodging proxy forms.

By order of the Board,  
M.M. CARR  
Company Secretary  
31 October 2012

## EXPLANATORY STATEMENT

---

This Explanatory Statement has been prepared for the information of Shareholders of Telezon in connection with the business to be conducted at the Annual General Meeting to be held at appointed venue and on the date as set out in this Notice of Meeting. The purpose of this Explanatory Statement is to provide Shareholders with information which is reasonably required by Shareholders to decide how to vote upon the resolution. You should read this Explanatory Statement carefully and in conjunction with the accompanying Notice of Annual General Meeting. If you have any questions regarding the matters set out in this Explanatory Statement or the preceding Notice of Meeting, you should contact your stockbroker or other professional adviser.

### Adoption of Accounts and Reports

---

In accordance with the Company Constitution and s250N of the *Corporations Act 2001*, a company must hold an annual general meeting at least once in each calendar year and within 5 months after the end of its financial year for the purpose of considering the Company's balance sheet, profit and loss statement, and the reports of the directors and of the auditors for the year then ended. The business of the Meeting will include receipt and consideration of the annual financial report of the Company for the financial year ended 30 June 2012 together with the Directors' declaration, the Directors' report, the Remuneration Report, and the auditor's report. The Company will not provide a hard copy of the Company's annual financial report to Shareholders unless specifically requested to do so. The Company's annual financial report is available on its website – [www.telezon.com](http://www.telezon.com).

#### 1. Adoption of Remuneration Report

---

The *Corporations Act 2001* requires that at a listed company's annual general meeting, a resolution stating "the remuneration report be adopted" must be put to the shareholders. However, such a resolution is advisory only and does not bind the company or the directors of the company. The remuneration report sets out the company's remuneration arrangements for the directors and senior management of the company. The remuneration report is part of the directors' report contained in the annual financial report of the company for a financial year. The chair of the meeting must allow a reasonable opportunity for its shareholders to ask questions about or make comments on the remuneration report at the annual general meeting. The Remuneration Report of the Company for the financial year ended 30 June 2012 is set out in the Company's annual financial report, available on its website – [www.telezon.com](http://www.telezon.com).

**Voting Exclusion:** A vote on this Resolution must not be cast (in any capacity) by or on behalf of either of the following persons:

- (a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- (b) a Closely Related Party of such a member.

However, a person (the **voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- (c) the voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- (d) the voter is the Chair and the appointment of the Chair as proxy:

- (i) does not specify the way the proxy is to vote on this Resolution; and
- (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

#### 2. Election of Director

---

Dr Carr has been involved with the company for five years including her role as director and company secretary. She has extensive experience in domestic and international marketing. She has worked in senior executive roles in marketing and market research organisations as well as working as a former university lecturer in international marketing. In these roles, Dr Carr has provided strategic advice to public and private companies to guide their project management, research analysis, organisational development and international marketing departments, across several industries including manufacturing and new product development. Dr Carr holds a B.A. (Jt.Hons.) (NUI), a master's degree in International Business (Murd.), and a doctorate in International Marketing from the University of Western Australia.

**The Board recommends that shareholders vote in favour of Resolution 2.**

### 3. Ratification of Prior Issue - Shares

On 1 March 2012, the Company allotted 6,156,000 shares at \$0.11 per share to private investors pursuant to a share placement. This allotment fell under the 15% Listing Rule. The Company seeks shareholder approval to ratify this allocation of shares, so the Company may raise additional funds up to 15% within the next 12 month period. Voting in favour of this resolution will further support the commercial direction and strength of the Company.

**The Board recommends that shareholders vote in favour of Resolution 3.**

**Voting Exclusion:** *The Company will disregard any votes cast on this Resolution by any person (or entity) who participated in the issue of Equity Securities under this Resolution and any closely related party of that person or entity. However, the Company will not disregard a vote if it is cast by a person as a 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.*

### 4. Approval of Share Issue

#### Information relating to a future placement

The principal effects of the proposed issue, if successful, will be:

- (a) the maximum number of Shares to be issued is 55,000,000;
- (b) it is intended that the Company will seek to raise this capital within a period of six (6) months, from the date of this Meeting;
- (c) the Shares to be issued will be allotted upon completion of, and as allottees are identified in, the Placement;
- (d) the Shares will be issued no later than seven (7) months after the date of the Meeting (or such later date to the extent permitted by any SIM VSE waiver or modification of the SIM VSE Listing Rules) and it is intended that allotment will occur on the same date;
- (e) the intended issue price will be not less than the volume weighted average price (VWAP) for Shares on which sales are recorded before the date of issue;
- (f) the Directors will determine to whom the Shares will be issued at the time of issue, with the intention of it being an excluded Offer to institutional and sophisticated investors;
- (g) the intended allottees in respect of this Resolution are not, as yet, identifiable, but will be subscribers to be identified by the Company and any brokers appointed by the Company to manage this Placement. No subscriber, either individually or in association with any related entity, will be allotted securities, which would, if added to existing holdings, result in the holder and their related entities holding 20% or more of the issued capital of the Company should this Resolution be approved;
- (h) for any Shareholder who is not eligible to take up Shares pursuant to the Placement, their holding will be diluted;
- (i) the Shares issued will be fully paid ordinary Shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares; and
- (j) the Company intends to use the proceeds received from the proposed issue as follows:

Product/Technology	Activity	Intended Allocation of Capital
SoloFlow <sup>®</sup> Non-Injection Needle	High volume production line & necessary certification	\$2,100,000
Blunt SoloFlow <sup>®</sup> Soft Transfer Cannula	Production solution & necessary certification	\$430,000
PolyDermic <sup>®</sup> Injection Needle	Pre-production & validation; production solution; Stage I high volume production & necessary certification	\$1,800,000
DuoDraw <sup>®</sup> Multi-Application Solution		\$420,000
Agent/broker Commission		TBD
General operating expenses (2012) –Salaries, rent, legal fees, patent renewal, accountant fees, & other outgoings		\$600,000
Friedman Capital 2012/13 payments		\$300,000
<b>Total (approximate)</b>		<b>\$6,000,000</b>

**The Board recommends that shareholders vote in favour of Resolution 4.**

**Voting Exclusion:** *The Company will disregard any votes cast on this Resolution by any person (or entity) who may participate in the issue of Equity Securities under this Resolution and any closely related party of that person or entity. However, the Company will not disregard a vote if it is cast by a person as a 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.*



In this Notice of Meeting and Explanatory Statement, the following terms have the meanings below unless the context otherwise requires:

**"ASIC"** means the Australian Securities & Investments Commission.

**"Board"** means the Directors of the Company from time to time.

**"Business Day"** has the meaning ascribed to that term by the Listing Rules.

**"Company"** means Telezon Limited (ACN 009 151 277).

**"Directors"** means each of the persons who act as directors of the Company.

**"Explanatory Notes"** means the notes included in the Notice which convened this meeting.

**"Listing Rules"** means the official listing rules of the Exchange.

**"Meeting"** and **"Shareholders' Meeting"** means the meeting of Shareholders convened by this Notice.

**"Notice"** means this Notice of Meeting to which this Explanatory Memorandum is attached.

**"Shares"** means ordinary fully paid shares in the capital of the Company and **"Shareholders"** has a corresponding meaning.

## NOTES

---

A shareholder who is entitled to attend and vote at a meeting of shareholders is entitled to appoint not more than two proxies. Where more than one proxy is appointed, each proxy must be appointed to represent a specified proportion of the shareholder's voting rights. If the shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half of the votes. A proxy need not be a shareholder of the company.

Where a voting exclusion applies, the company need not disregard a vote if it is cast by a person as a proxy for a person who is entitled to vote in accordance with the directions of the proxy form or it is cast by a person chairing the meeting as proxy for person who is entitled to vote in accordance with the direction of the proxy form to vote as the proxy decides. The directors of the company have set a snapshot date to determine the identity of those entitled to attend and vote at the meeting. The snapshot date is stated above (refer "Snap-Shot" time).

A proxy form is attached. If required, it should be completed, signed and returned in accordance with the proxy instructions on that form. To be effective, the proxy form (and any power of attorney) must be lodged at the registered office of the company not less than 48 Business Hours before the scheduled commencement of the meeting.



# telezon ltd

ACN 009 151 277  
Notice of Meeting

**All Correspondence to:**  
Advanced Share Registry  
PO Box 1156, Nedlands WA 6909  
Unit 2, 150 Stirling Hwy, Nedlands, WA 6009  
Ph. +61 (08) 9389 8033 Fax. +61 (08) 9389 7871  
Web. [www.advancedshare.com.au](http://www.advancedshare.com.au)

## HOW TO VOTE

---

If you are unable to attend the meeting, you are encouraged to complete and return the enclosed Proxy Form which allows you to lodge your vote directly or appoint a proxy to vote on your behalf.

### Receipt of Proxy

---

The completed Proxy Form must be received by Advanced Share Registry no later than 10.30am (Melbourne time) on Tuesday, 27 November 2012, being 48 Business Hours before the commencement of the meeting.

### Eligibility to attend and vote

---

You will be eligible to attend at the meeting if you are registered as a holder of Telezon Limited shares no less than 48 Business Hours before the commencement of the meeting.

### Appointing a Proxy

---

1. A member entitled to attend and vote at the meeting is entitled to appoint not more than two proxies (if you are entitled to cast two or more votes, you may appoint two proxies).
2. If a member appoints two proxies, the member may specify the proportion or number of votes each proxy is appointed to exercise. If the member does not specify a proportion or number, each proxy may exercise half of the votes. Fractions of votes will be disregarded. Neither proxy may vote on a show of hands. If you require an additional proxy form, the Company will supply it on request.
3. A proxy need not be a member of the Company and may be an individual or a body corporate.
4. If a member appoints a body corporate as a proxy, that body corporate will need to ensure that it:
  - Appoints an individual as its corporate representative to exercise its powers at the meeting, in accordance with section 250D of the Corporations Act 2001; and
  - Provides in advance of the meeting at the Company's share registry (details below) or handed in at the meeting when registering a properly executed letter or other document ("Certificate of Appointment of Corporate Representative") confirming that they are authorised to act as the corporate representative. A form of the certificate may be obtained from the Company's share registry.
5. If you appoint a proxy, you may still attend the meeting. However, your proxy's rights to speak and vote are suspended while you are present. Accordingly, you will be asked to revoke your proxy if you register at the meeting.
6. A personalised proxy form is included with this Notice of Meeting.
7. Lodgement of Proxy Form should be to Advanced Share Registry – details contained within this Notice of Meeting.

### Lodgement of a Proxy Form

---

Proxy forms must be completed and lodged with the Company's share registry (details below) by 10.30am (Melbourne time) on Tuesday, 27th November 2012, being 48 Business Hours before the scheduled commencement of the meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting. (NB: No facility exists for receiving proxy forms by email):

**All Correspondence to:** Advanced Share Registry  
PO Box 1156, Nedlands WA 6909  
Unit 2, 150 Stirling Hwy, Nedlands, WA 6009  
Ph. +61 (08) 9389 8033 Fax. +61 (08) 9389 7871  
Web. [www.advancedshare.com.au](http://www.advancedshare.com.au)

If the proxy form is signed by an attorney, the original power of attorney under which the proxy form was signed (or a certified copy) must also be received by Advanced Share Registry by 10.30am (Melbourne time) on Tuesday, 27th November 2012 unless it has previously been provided to Advanced Share Registry.

### How the Chair of the Meeting will Vote Undirected Proxies

---

The Chair of the meeting will vote undirected proxies on, and in favour of all resolutions except the resolution pertaining to the adoption of the Remuneration Report. If you appoint the Chair of the meeting as your proxy and do not direct him/her how to vote on the resolution pertaining to the Remuneration Report, he/she will not vote your proxy on that item of business.

Accordingly, if you appoint the Chair of the meeting, you should direct him/her how to vote on the resolution pertaining to the Remuneration Report if you want your shares to be voted on that item of business.



# telezon ltd

ACN 009 151 277  
Notice of Meeting

**All Correspondence to:**  
Advanced Share Registry  
PO Box 1156, Nedlands WA 6909  
Unit 2, 150 Stirling Hwy, Nedlands, WA 6009  
Ph. +61 (08) 9389 8033 Fax. +61 (08) 9389 7871  
Web. www.advancedshare.com.au



## PROXY FORM

Please mark  to indicate your directions

### STEP 1

#### APPOINTMENT OF A PROXY

If appointing a proxy to attend the Annual General Meeting on your behalf, please complete the form and submit it in accordance with the 'How to Vote' instructions.

I/We being a member/s of Telezon Limited pursuant to my/our right to appoint not more than two proxies, appoint

The Chair  
of the meeting

OR

Write here the name of the person you are appointing. (NB. If you leave this section blank, the Chair of the meeting will be your proxy).

or failing him/her

Write here the name of the other person you are appointing (if any).

or failing the individual(s) or body corporate(s) named, or if no individual(s) or body corporate(s) is named, the Chair 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 at the Meeting to be held at **10.30am (Melbourne time), 29<sup>th</sup> November at RSM Bird Cameron Chartered Accountants, Level 8, Rialto South Tower, 525 Collins Street, Melbourne VIC 3000** and at any adjournment of that meeting.

If you have not appointed the Chair of the meeting as your proxy and you are appointing a second proxy please complete the following: Proxy 1 is appointed to represent \_\_\_\_\_% of my voting and Proxy 2 is appointed to represent \_\_\_\_\_% of my total votes.

My total voting right is \_\_\_\_\_ shares.

**NB.** If the appointment does not specify the proportion or number of votes that the proxy may exercise, each proxy may exercise half the votes.

If the Chair of the meeting is appointed as your proxy, or may be appointed by default and you **do not** wish to direct your proxy how to vote as your proxy in respect of a resolution, **please place a mark in the box.** By marking this box, you acknowledge that the Chair of the meeting may exercise your proxy even if he/she has an interest in the outcome of the resolutions and that votes cast by the Chair of the meeting for those resolutions other than as the proxy holder will be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chair will not cast your votes on the resolution and your votes will not be counted in calculating the required majority if a poll is called on the resolution.

**NB.** The Chair of the meeting will not be able to cast your votes in relation to the resolution pertaining to the Remuneration Report if you do not direct your proxy on how to vote by marking one of the boxes below (refer 'How the Chair of the Meeting will Vote Undirected Proxies').

The Chair of the meeting intends to vote all undirected proxies in favour of Resolutions 2, 3 and 4.

### STEP 2

#### VOTING DIRECTIONS TO YOUR PROXY – please mark to indicate your directions

ITEMS OF BUSINESS	FOR	AGAINST	ABSTAIN*
Adoption of Accounts and Reports			
1. Adoption of Remuneration Report (non-binding resolution)			
2. Election of Director – Dr M.Carr			
3. Ratification of Prior Issue – Shares			
4. Approval of Share Issue			

(\* If you mark the ABSTAIN box for a resolution, 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 calculating the required majority on a poll.)

### SIGN

**SIGNING BY MEMBER:** This section **must** be signed in accordance with the instructions overleaf to enable your directions to be implemented.

Individual or Member 1

Sole Director & Sole Co. Secretary

Member 2 (if joint holding)

Director/ Co. Secretary

Member 3 (if joint holding)

Director

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

Email: \_\_\_\_\_