



For the purposes of transacting the business set out in this Notice, Telezon Limited ('TLZ' or 'the Company') will hold its Annual General Meeting (AGM) at:

**10.30am (Melbourne time)**  
**Wednesday, 19 November 2014**  
**RSM Bird Cameron Chartered Accountants**  
**Level 21, 55 Collins Street, Melbourne, Victoria.**

The completed Proxy Form must be received by Advanced Share Registry no later than 10.30am (Melbourne time) on Monday, 17 November 2014, being 48 Business Hours before the commencement of the meeting. 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.

## BUSINESS

Please refer to the explanatory notes for further information on the proposed resolutions and applicable voting exclusions.

### 1. Financial Statements and Report

To receive and consider the financial statements, directors' report and auditor's report for TLZ and its controlled entity for the year ended 30 June 2014.

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

### 2. Remuneration Report (non-binding vote)

To adopt the remuneration report for the year ended 30 June 2014.

*Note: This resolution is advisory only and does not bind the directors or the Company.  
The Chair of the Meeting intends to vote undirected proxies in favour of this resolution.*

### 3. Election of Director

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

*That Mr Trevor Nye, a Director of the Company who retires by rotation in accordance with Section 21 of the Company's Constitution, and for all other purposes, and being eligible, offers himself for re-election, be and is hereby elected a Director of the Company.*

*Note: The non-candidate directors unanimously support the re-election of Mr Trevor Nye.  
The Chair of the Meeting intends to vote undirected proxies in favour of the re-election of Mr Trevor Nye.*

By order of the Board,  
M.M. CARR  
Company Secretary  
15th October 2014



## EXPLANATORY STATEMENT

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.

If you have any questions regarding matters set out in this Notice, you should contact your stockbroker or other professional adviser.

### ITEM 1: Financial Statements and Report

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 2014 together with the directors' declaration, directors' report, 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 located on its website – [www.telezon.com/investor-centre/reports](http://www.telezon.com/investor-centre/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).

### ITEM 2: Remuneration Report (non-binding vote)

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 *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. However, if 25% or more of votes that are cast are voted against the adoption of the remuneration report at two consecutive AGMs, shareholders will be required to vote at the second of those AGMs on a resolution (a "spill resolution") that another meeting be held within 90 days at which all of the Company's directors (other than the CEO & MD, as applicable) must go up for re-election. The chair of the meeting will 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 2014 is set out in the Company's annual financial report, located at – [www.telezon.com/investor-centre/reports](http://www.telezon.com/investor-centre/reports).

**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.

### ITEM 3: Election of Director

**Mr Trevor Nye** DipT(Prim), BA, BEd, GradDipMgt, MEdAdmin, TSTC. MACE

Mr Nye previously worked in merchant banking with a particular focus on marketing and commercialisation of intellectual property. He has directed the development of the Company's technologies since the acquisition by the Company in 2005 of intellectual properties and technologies such as Telezon's plastic hypodermic needle. Mr Nye has extensive experience in corporate strategy and administration that spans the last 25 years – for the last five years, managing a private organisation with 101 staff. He holds a bachelor's degree from Deakin University, and a graduate diploma and a master's degree in educational administration.

*The Board unanimously recommends that shareholders vote for the re-election of Mr Nye.*

*The Chair of the Meeting intends to vote undirected proxies in favour of this resolution.*



## VOTING

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.

### 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.

## TERMS

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.



# telezon ltd

ACN 009 151 277  
Notice of Meeting

**All Correspondence to:**  
Advanced Share Registry  
PO Box 1156, Nedlands WA 6909  
110 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

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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 Monday, 17 November 2014**, 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.

### Signing Instructions

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<b>Individual</b>	Where the holding is in one name, the member must sign.
<b>Joint Holding</b>	Where the holding is in more than one name, all of the members must sign.
<b>Power of Attorney</b>	If you have not already provided the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to the Proxy Form when you return it.
<b>Companies</b>	Where the company has a sole director who is also the sole company secretary, that person must sign. Where the company (pursuant to Section 204A of the Corporations Act) does not have a company secretary, a sole director can also sign alone. Otherwise, a director jointly with either another director or a company secretary must sign. Please sign in the appropriate place to indicate the office held.

### Appointing a Proxy

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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

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Proxy forms must be completed and lodged with the Company's share registry (details below) by **10.30am (Melbourne time) on Monday, 17 November 2014**, 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  
(by mail) PO Box 1156, Nedlands WA 6909 / (in person) 110 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 the Chair of the Meeting will Vote Undirected Proxies

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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.

### "Snap-shot" Time

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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 Monday, 17 November 2014**.