

# **COSMEDICS AUSTRALIA LIMITED**

ACN 002 862 017

219 Blaxland Road  
SYDNEY NSW 2112  
AUSTRALIA

**Tel/Fax:**  
**+61 2 9808 2444**

## **COSMEDICS AUSTRALIA LIMITED (formerly Compound Securities and Management Ltd) A.C.N. 002 862 017**

### **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that the Annual General Meeting of Cosmedics Australia Limited (" the Company ") will be held at the Company's offices at Level 1, 219 Blaxland Road, Ryde on Thursday 18 December 2003 at 10 a.m.

The purpose of the meeting is to hold the Annual General Meeting of the Company and to consider and, if thought fit, to pass with or without amendment, the following Ordinary and Special Resolutions.

#### **ORDINARY BUSINESS**

To consider, and if thought fit to pass, with or without amendment, the following resolutions as Ordinary Resolutions:

##### **Resolution 1**

To consider, and if thought fit, to receive and adopt the Report of Directors and Auditors and the Financial Statements (including the Statement of Financial Performance ( Profit and Loss) and the Statement of Financial Position (Balance Sheet) for the year ended 30 June 2003.

##### **Resolution 2**

"That in accordance with the Constitution of the company, Dr Robin Mitchell retires and offers himself for re-election to the Board."

##### **Resolution 3**

"That in accordance with the Constitution of the company, Marcus Boland retires and does not offer himself up for re-election, and that in accordance with the Constitution of the company, Dr Koko Swe offers himself up for election to the Board."

Dr Swe

The Board wishes to extend its gratitude to Mr Boland and Resource Capital Australia, for their consummate Role, services and expertise during this early and important period in the Company's history and development, and its transformation into a listed medical services company.

## **SPECIAL BUSINESS**

To consider, and if thought fit to pass, with or without amendment, the following resolutions as Special Resolutions:

### **Resolution 4**

"That the company be authorized to make placements of shares and options in the capital of the Company of up to five million (5,000,000) ordinary fully paid shares, and five million (5,000,000) options exercisable at \$0.20 per share up to 31 December 2004, at a price of not less than 90% of the average market price in the ten (10) trading days prior to issue, to such persons, companies and institutions as the Directors may determine, other than related parties as defined in the Corporations Act."

### **Resolution 5**

"That the Company's auditors Kendalls, Chartered Accountants, retire as auditors of the Company, and that the Board recommend the engagement of Benbow and Pike, Chartered Accountants as the Company's new auditors."

The Board wishes to extend its gratitude to Kendalls for their services to the Company and its predecessor, Compound Securities and Management Ltd, over the past many years.

## **VOTING EXCLUSION**

The Company will disregard any votes cast on Resolution 2 by:

- Dr Robin Mitchell;
- an associate of that person

The Company will disregard any votes cast on Resolution 4 by:

- Any person who may participate in the proposed issue and any associate of that person and by any person who might obtain a benefit, except solely in the capacity of a shareholder, if the resolution is passed and any associate of that person shall be disregarded.
- Subject to the preceding paragraph, if a vote 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 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, the vote will not be disregarded.

## **VOTING AND PROXIES**

On a show of hands every member present in person or by proxy or attorney (in the case of a Corporation by its appointed representative) shall have one vote and, upon a poll, every such member shall have one vote for every fully paid ordinary share for which he is a registered holder.

Proxies, to be valid, must be received at the principal office of Cosmedics Australia Limited at Level 1, 219 Blaxland Road, Ryde, New South Wales 2112, no later than 24 hours before the time of the meeting. Alternatively proxies can be faxed to Mr Marcus Boland, Company Secretary of Cosmedics Australia Limited, on (02) 9807 3000 no later than 48 hours before the time of the meeting.

A proxy need not be a Member of the company. Proxies shall be in writing under the hand of the appointor or his Attorney duly authorized in writing or, if the appointor is a Corporation, under the hand of its Director(s) or secretary or the hand of its Attorney and such instrument shall be deemed to confer authority to demand or to join demanding a poll.

1. A member has a right to appoint a proxy and that person need not be a shareholder of Cosmedics Australia Limited. A member who is entitled to cast two or more votes may appoint two or more proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If you wish to appoint two proxies, please obtain a second proxy by telephoning the Company Secretary on (02) 9808 2444.
2. A Corporation has the right to appoint a representative or proxy.
3. Please ensure your proxy instructions are completed on the enclosed proxy form and returned to the Company Secretary not later than 10.00 am Sydney time on Tuesday 16<sup>th</sup> December 2003 at the Company's principal office as follows:

In person        -        Level 1, 219 Blaxland Road  
Ryde NSW 2112

By mail           -        PO Box 219  
Ryde NSW 2112

By facsimile    -        (02) 9807 3000

## **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

Marcus Boland  
Company Secretary