

**NOTICE OF 2010 ANNUAL GENERAL MEETING**

Notice is given that the 2010 Annual General Meeting of the shareholders of BioDiem Ltd. ("the Company") will be held at the Trade Room, InterContinental Melbourne The Rialto, 495 Collins Street, Melbourne, Victoria, 3000, on Thursday 23rd day of September 2010 at 3:00pm.

**AGENDA**

**2010 ANNUAL FINANCIAL STATEMENTS**

To lay before the Meeting the 2010 Annual Financial Statements of the Company comprising the Annual Financial Report, the Directors' Report and the Auditor's Report.

**Resolution 1: NON-BINDING RESOLUTION – REMUNERATION REPORT**

To consider and, if thought fit, to pass the following resolution as a non-binding resolution:

"That the Company adopt the Remuneration Report for the year ended 30 June 2010."

**PROPOSED RESOLUTIONS – ORDINARY BUSINESS**

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

**Resolution 2: RE-ELECTION OF DIRECTOR – ARTHUR KWOK CHEUNG LI**

"That Prof. Arthur Kwok Cheung Li, a Director appointed to fill a casual vacancy since the previous Annual General Meeting, be re-elected as a Director of the Company."

**Resolution 3: RE-ELECTION OF DIRECTOR – DONALD S. BROOKS**

"That Mr. Donald S. Brooks, a Director who retires by rotation and is eligible for re-election, be re-elected as a Director of the Company".

Dated: 22 September 2010

By the order of the Board



**Richard Wadley**  
**Secretary**

The accompanying Proxy Instructions and Explanatory Notes form part of this Notice of Meeting.

## PROXY INSTRUCTIONS

### Voting entitlements

The Board has determined, in accordance with the Company's Constitution and the Corporations Act 2001, that a shareholder's voting entitlement at the meeting will be taken to be the entitlement of that person shown in the register of members as at 7:00pm on Tuesday, 21<sup>st</sup> September 2010.

### Proxy Instructions

A shareholder has a right to appoint a proxy, who need not be a shareholder of the Company. If a shareholder is entitled to cast two or more votes they may appoint two proxies and specify the percentage of votes each proxy is entitled to exercise. The Proxy Form must be deposited at the share registry of the Company, Computershare Investor Services Pty. Ltd. located at Yarra Falls, 452 Johnson Street, Abbotsford, Victoria 3067 or posted using the Reply Paid envelope to *GPO Box 242, Melbourne, Victoria 3001*, or by facsimile to Computershare on 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia), to arrive not less than 48 hours before the time for holding the Meeting, or adjourned meeting as the case may be, at which the individual named in the proxy form proposed to vote. Custodian voting - For Intermediary Online subscribers only (custodians) please visit [www.intermediaryonline.com](http://www.intermediaryonline.com) to submit your voting intentions.

## EXPLANATORY NOTES

### 2010 Annual Financial Statements

At their election, the 2010 Annual Report of the Company has been made available to all shareholders on-line or by post. Shareholders attending the Annual General Meeting will have the opportunity to put questions to the Board and the Auditor on matters contained in that Annual Report.

### **Resolution 1: Non-binding Resolution – Remuneration Report**

Under the Corporations Act, the Company is required to propose a non-binding resolution regarding the Remuneration Report which forms part of the Directors' Report and Financial Statements within the 2010 Annual Report.

Shareholders attending the Annual General Meeting will have the opportunity to discuss and put questions in respect of the Remuneration Report, and to vote on a non-binding resolution to adopt the Remuneration Report.

### **Resolution 2: Re-election of Director – Arthur Kwok Cheung Li**

A director appointed by the Board to fill a casual vacancy holds office until the next Annual General Meeting of the Company following the Director's appointment and is eligible to be re-elected. The Board appointed Professor Arthur Li as a director on 7<sup>th</sup> May 2010 and Resolution 2 proposes that he be re-elected by shareholders at the Meeting.

Professor Arthur Li was awarded the degree of Doctor of Medicine by University of Cambridge, UK. He is a well-credentialed and respected educator and surgeon who is currently Deputy Chairman of The Bank of East Asia and is Emeritus Professor of Surgery of The Chinese University of Hong Kong. He is also a director of AFFIN Holdings Berhad. Among his many previous appointments and associations, he has been a Council Fellow of the University of Melbourne, Dean of the Faculty of Medicine and Vice-Chancellor of The Chinese University of Hong Kong. Professor Li was the Secretary for Education and Manpower and a Member of the Executive Council of the Government of HKSAR. He was also a member of the board of Glaxo Wellcome plc. He is a member of the National Committee of the Chinese People's Political Consultative Conference.

### **Resolution 3: Re-election of Director Retiring by Rotation – Donald S. Brooks**

Pursuant to the Constitution of the Company, one-third of the Directors (except a Managing Director) or, if their number is not a multiple of 3 the number nearest to one-third, shall retire; but no Director (except a Managing Director) shall retain office for more than 3 years without submitting for re-election. This year Mr. Donald S. Brooks retires by rotation in accordance with this requirement, and is eligible for re-election and has offered himself for re-election.



**BioDiem Ltd**

ABN 20 096 845 993

000001 000 BDM  
MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030



**Lodge your vote:**



**Online:**  
www.investorvote.com.au



**By Mail:**  
Computershare Investor Services Pty Limited  
GPO Box 242 Melbourne  
Victoria 3001 Australia

Alternatively you can fax your form to  
(within Australia) 1800 783 447  
(outside Australia) +61 3 9473 2555

For Intermediary Online subscribers only  
(custodians) www.intermediaryonline.com

**For all enquiries call:**  
(within Australia) 1300 850 505  
(outside Australia) +61 3 9415 4000

**Proxy Form**



Vote online or view the annual report, 24 hours a day, 7 days a week:

**www.investorvote.com.au**



**Cast your proxy vote**



**Access the annual report**



**Review and update your securityholding**

*Your secure access information is:*

**Control Number: 999999**

**SRN/HIN: 1999999999**

**PIN: 99999**



**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

**For your vote to be effective it must be received by 3:00pm Tuesday 21 September 2010**

**How to Vote on Items of Business**

All your securities will be voted in accordance with your directions.

**Appointment of Proxy**

**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

**A proxy need not be a securityholder of the Company.**

**Signing Instructions for Postal Forms**

**Individual:** Where the holding is in one name, the securityholder must sign.

**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.

**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

**Attending the Meeting**

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.investorcentre.com under the information tab, "Downloadable Forms".

**Comments & Questions:** If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**GO ONLINE TO VOTE,  
or turn over to complete the form** ➔

MR SAM SAMPLE  
FLAT 123  
123 SAMPLE STREET  
THE SAMPLE HILL  
SAMPLE ESTATE  
SAMPLEVILLE VIC 3030

**Change of address.** If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

## Proxy Form

Please mark  to indicate your directions

### STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Biodiem Limited hereby appoint

the Chairman of the meeting **OR**

**PLEASE NOTE:** Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman 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 (or if no directions have been given, as the proxy sees fit) at the Annual General Meeting of Biodiem Limited to be held at the Trade Room, InterContinental Melbourne The Rialto, 495 Collins Street, Melbourne, Victoria, 3000 on Thursday 23rd day of September 2010 at 3:00pm and at any adjournment of that meeting.

### STEP 2 Items of Business

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

#### ORDINARY BUSINESS

	For	Against	Abstain
Item 1 Non-Binding Resolution - Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2 Re-election of Director - Arthur Kwok Cheung Li	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3 Re-election of Director Retiring by Rotation - Donald S. Brooks	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

### SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

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

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

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

BDM

999999A

Computershare +