



# 2005

## NOTICE OF ANNUAL GENERAL MEETING

**Date:**

Tuesday, 22 November 2005

**Time:**

10:00 am

**Venue:**

Level 7, Baker Heart Research Institute Building  
75 Commercial Road  
Melbourne Victoria 3004

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10 October 2005

Dear Shareholders

On behalf of the board of directors, I have pleasure in inviting you to attend Cytopia Limited's eighth annual general meeting to be held at 10:00 am EST on Tuesday 22 November 2005 at Level 7, Baker Heart Research Institute Building, 75 Commercial Road, Melbourne. A formal notice of meeting is enclosed.

At the meeting, a review of the company's operations and future outlook will precede the formal business to be considered at the meeting. Please refer to the agenda for a listing of the items of business and explanatory notes.

In the event that you are unable to attend the meeting, we would encourage you to lodge the proxy form that is included by either mail or facsimile no later than 10:00 am Sunday 20 November 2005. The company secretary, Mr. Andrew Macdonald, can also be contacted on (03) 9522 6920 should you have any questions.

The directors look forward to welcoming you at the annual general meeting.

Yours sincerely

A handwritten signature in black ink, appearing to read "Robert Watson", written over a horizontal line.

ROBERT WATSON

**Chairman**

## NOTICE OF ANNUAL GENERAL MEETING

The eighth annual general meeting of shareholders of Cytopia Limited, ACN 079 253 606 ("Cytopia" or "the Company") will be held at 10:00 am on Tuesday, 22 November 2005 at Level 7, Baker Heart Research Institute Building, 75 Commercial Road, Melbourne.

### AGENDA

#### Ordinary Business

##### Financial report and directors' and audit reports

1. To receive and consider the financial report, including the directors' declaration, for the year ended 30 June 2005 and the related directors' report and audit report.

##### Appointment of directors

2. To consider, and if thought fit, to pass the following resolution:  
"That Mr. Mark Rowsthorn, who retires by rotation in accordance with the Company's Constitution, be re-elected as a director of the company."
3. To consider, and if thought fit, to pass the following resolution:  
"That Dr. Geoffrey Vaughan, who retires by rotation in accordance with the Company's Constitution, be re-elected as a director of the company."
4. To consider, and if thought fit, to pass the following resolution:  
"That Mr Roderick Lyle, who was appointed as an additional director to the board and retires in accordance with the Company's Constitution, be elected as a director of the company."

##### Adoption of remuneration report

5. To receive and consider the remuneration report of the directors.

### PROXIES

If you are unable to attend and vote at the meeting, you may appoint a person as your proxy to attend in your place by completing the enclosed Proxy Form.

A member entitled to attend and vote 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 portion of the member's voting rights. A proxy need not be a member of the Company. The enclosed Proxy Form provides further details on appointing proxies.

The completed Proxy Form may be:

- delivered to ASX Perpetual Registrars, Locked Bag A14, SYDNEY SOUTH, NSW, 1235; or
- faxed to ASX Perpetual Registrars on (02) 9287 0309.

The Proxy Form must be received by the Company's share registry, ASX Perpetual Share Registrars, by 10:00 am, Sunday 20 November 2005.

### VOTING ENTITLEMENT

The directors have determined in accordance with the Corporations Regulations that, for the purposes of determining voting entitlements at the annual general meeting, shares will be taken to be held by the registered holders at 7:00 pm EST, Friday 18 November 2005.

*By order of the Board.*

ANDREW MACDONALD  
Company Secretary  
Cytopia Limited

Date: 10 October 2005

## EXPLANATORY MEMORANDUM

### INTRODUCTION

This Explanatory Memorandum has been prepared for the information of shareholders of Cytopia Limited in respect of items 1 to 5 to be considered at the annual general meeting to be held on 22 November 2005 at Level 7, Baker Heart Research Institute, 75 Commercial Road, Melbourne at 10.00 am.

This Explanatory Memorandum forms part of the Notice of Annual General Meeting.

### ITEM 1: FINANCIAL STATEMENTS AND REPORTS

The Corporations Act 2001 requires that the report of the directors, the report of the auditor and the financial reports be presented to the annual general meeting. In addition the Company's Constitution provides for such reports and statements to be received and considered at the meeting. Apart from the matters involving remuneration which are required to be voted upon, neither the Corporations Act 2001 nor the Company's Constitution requires a vote of shareholders at the annual general meeting on such reports or statements, however shareholders will be given ample opportunity to raise questions with respect to these reports and statements at the meeting.

### ITEMS 2, 3 AND 4: ELECTION OF DIRECTORS

There are currently five (5) non-executive directors on the board of directors. Pursuant to the Company's Constitution, not less than one third (1/3) are required to retire at this meeting.

Mr Mark Rowsthorn was appointed to the board on 12 January 1998. He is an executive director of Toll Holdings Limited and has over 30 years experience in the transport industry, and 19 years as an executive director. He is a director of Pacific National, a joint venture between Patrick and Toll, and is also chairman of Toll New Zealand.

Mr Rowsthorn, being eligible, offers himself for re-election.

Dr. Geoffrey Vaughan was appointed to the board on 8 May 1998. Dr Vaughan was, until recently, the Chair of the Co-operative Research Centres Committee, Department of Education, Science and Training. He is a member of the Industry Research and Development (IR&D) Board, Department of Industry Tourism and Resources; a Director of the Institute of Drug Technology Limited; and a Council Member of Questacon: The National Science and Technology Centre. Dr Vaughan has been the National Manager of the Therapeutic Goods Administration, Commonwealth Department of Health and Family Services; former Deputy Vice-Chancellor, Monash University; former Director, Chisholm Institute of Technology and former Dean and Director, Victorian College of Pharmacy.

Dr. Vaughan, being eligible, offers himself for re-election.

Mr Roderick Lyle was appointed to the board on 4 April 2005 as an additional director. He is required by the ASX Listing Rules and the Company's Constitution to retire from the board.

Mr Lyle is a lawyer by profession with over 28 years experience and has been rated as one of the leading Mergers and Acquisitions lawyers in Australia by "The Asia Pacific Legal 500". He has supervised and completed a range of corporate law matters whilst working with directors and senior management across a broad range of industries.

Mr Lyle, being eligible, offers himself for election.

### ITEM 5 : ADOPTION OF REMUNERATION REPORT

The Corporations Act 2001 requires that the section of the directors' report dealing with the remuneration of directors, the company secretary and up to 5 senior executives ('Remuneration Report') be put to shareholders for adoption by way of a non-binding vote.

The Remuneration Report may be found in the Annual Report on pages 35 to 38.

Following consideration of the Remuneration Report, the Chairman will give shareholders a reasonable opportunity to ask questions about, or to make comments upon, the Remuneration Report.



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