

GLOBAL HEALTH LIMITED

ABN 75 091 377 892

NOTICE OF ANNUAL GENERAL MEETING

Date: **29 November 2010 (Monday)**

Time: **2:30pm (AEDT)**

Place: **Grant Thornton, Level 2, 215 Spring Street, Melbourne Victoria 3000**

AGENDA

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This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +613 9675 0600.

NOTICE OF ANNUAL GENERAL MEETING CONTINUED

AGENDA

ORDINARY BUSINESS

1) **Reports for the Year Ended 30 June 2010**

To receive and consider the Annual Financial Report, the Directors' Report and the Independent Audit Report of the Company and its controlled entities for the financial year ended 30 June 2010.

2) **Remuneration Report 2010**

To consider and, if thought fit, to pass the following resolution as an advisory resolution: *'That the Remuneration Report for the financial year ended 30 June 2010 (as set out in the Directors' Report) be adopted'*.

3) **Election of Director**

To consider and, if thought fit, to pass the following resolution as an ordinary resolution: *'That in accordance with ASX Listing Rule 14.4 and the provisions of the Company's constitution, Mr Bruce Higgins, having been duly appointed by the Board of Directors on 1 January 2010 to fill a casual vacancy, retires and being eligible is hereby elected as a Director of the Company'*.

4) **Re-election of Director**

To consider and, if thought fit, to pass the following resolution as an ordinary resolution: *'That in accordance with the provisions of the Company's constitution, Dr Nathan Pinskiere retires by rotation and being eligible is hereby re-elected as a Director of the Company'*.

5) **Subject to approval of the Australian Securities and Investment Commission, accept the resignation of Grant Thornton Audit (Vic) Pty Ltd and appoint Grant Thornton Audit Pty Ltd as auditor of the company and the consolidated group**

To consider and, if thought fit, to pass the following resolution as an ordinary resolution: *'That for the purposes of s 329 of the Corporations Act 2001, the Company accept the resignation of Grant Thornton Audit (Vic) Pty Ltd as auditor and, in accordance with the provisions of s 327 of the Corporations Act 2001, appoint Grant Thornton Audit Pty Ltd as auditor of Global Health Limited and the consolidated group.'*

SPECIAL BUSINESS

6) **Amendments to the Definition of "Expiry Date" and Clauses 9 and 10 of the Employee Share Option Plan**

To consider and, if thought fit, to pass the following resolution as an ordinary resolution: *'That the Definition of Expiry Date, Clauses 9, 10.1 and 10.3 of the Employee Share Option Plan be deleted and replaced by the following new Expiry Date, Clauses 9, 10.1 and 10.3 as indicated below:*

""Expiry Date" means 5.00pm Western Standard Time in Australia on the day which is five years after the date of issue of an Option or shorter period of no less than two years as the Directors determine in writing at the time of Offer;

9 *Save for in the event of an offer being made for all or part of the Shares in the Company by way of a Part A Statement within the meaning of Part 6.1 of the Corporations Law or unless otherwise agreed by the Directors, an Eligible Person is not entitled to exercise any Option during the initial period of two (2) years of the term of any Option calculated from and including each date of issue and subject to Clause 10, after the period of two (2) years, two thirds (2/3rds) of the Options issued to an Eligible Person under the Plan vest and may be exercised by an Eligible Person, and after three (3) years the balance one-third (1/3rd) of the Options vest and may be exercised by an Eligible*

NOTICE OF ANNUAL GENERAL MEETING CONTINUED

Person, provided that all Options which are not exercised by the Expiry Date will automatically lapse and be forfeited.

- 10.1 *Any Options issued pursuant to the Plan will be allotted on the condition that the whole of the Options issued to an Eligible Person automatically lapse and are forfeited (except that the Eligible Person may within 30 days after termination or resignation exercise any Options which he is already entitled to exercise pursuant to the provisions of Rule 9) if that Eligible Person:*
- (a) voluntarily resigns from employment with the Company otherwise than to take up employment with a Related Body Corporate of the Company;*
 - (b) is dismissed from employment with the Company for any one or more of the following reasons:*
 - (i) wilful misconduct bringing disrepute on the Company or a Related Body Corporate;*
 - (ii) repeated disobedience, after prior written warning;*
 - (iii) incompetence in the performance of any duties for which the Eligible Person was employed, after prior written warning;*
 - (iv) fraud or any other dishonesty in respect of the property or affairs of the Company or a Related Body Corporate; or*
 - (v) any other reason, based on which the Directors believe is fair and reasonable to warrant the lapsing and forfeiture of the Options.*
- 10.3 *Should an Eligible Person, in the opinion of the Directors, satisfy the requirements of clause 10.2 the Eligible Person will have a period of six (6) months to exercise the Option from the date the Company receives notice of the specified event and acknowledges in writing that such event satisfies the requirements of clause 10.2. For the purposes of this sub-clause the time constraints imposed by clauses 9 and 10.1 are to be ignored.”*

7) Extension of Employee Share Option Plan

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

‘That, for the purposes of Listing Rule 7.2 Exception 9 of the Listing Rules of the Australian Stock Exchange Limited and for all other purposes, the Company approves and authorises the directors of the Company to issue options to acquire fully paid shares in the capital of the Company upon and subject to the terms of its Employee Share Option Plan, which are set out in the Explanatory Statement accompanying this Notice’.

An amount of 4,460,000 options have been issued under the scheme since the last date of approval on 28 November 2007.

Voting exclusion

For the purposes of **ASX Listing Rule 7.2 Exception 9** and **Section 224 of the Corporations Act**, the Company will disregard any votes cast on this resolution by any director of the Company, and any associate of them, who are to receive securities on the passing of the resolution. However the Company need not disregard a vote if:

- it is cast by that person (excluded from voting) as proxy, appointed in writing for a person who is entitled to vote, in accordance with the directions on the proxy form and is not cast on behalf of a person excluded from voting or their associates; or
- it is cast by a person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

NOTICE OF ANNUAL GENERAL MEETING CONTINUED

8) Extension of Exempt Employee Share Plan

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

'That, for the purposes of Listing Rule 7.2 Exception 9 of the Listing Rules of the Australian Stock Exchange Limited and for all other purposes, the Company approves and authorizes the directors of the Company to issue shares in the capital of the Company upon and subject to the terms of its Exempt Employee Share Plan, which are set out in the Explanatory Statement accompanying this Notice'.

An amount of 426,218 shares have been issued under the scheme since the last date of approval on 28 November 2007.

Voting exclusion

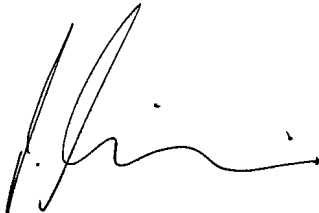
For the purposes of **ASX Listing Rule 7.2 Exception 9** and **Section 224 of the Corporations Act**, the Company will disregard any votes cast on this resolution by any director of the Company, and any associate of them, who are to receive securities on the passing of the resolution. However the Company need not disregard a vote if:

- it is cast by that person (excluded from voting) as proxy, appointed in writing for a person who is entitled to vote, in accordance with the directions on the proxy form and is not cast on behalf of a person excluded from voting or their associates; or
- it is cast by a person chairing the meeting as a proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

OTHER BUSINESS

9) To transact any other business that may be lawfully brought forward.

By Order of the Board



Peter Curigliano
Company Secretary
28 October 2010

NOTES

Proxies

A member who is entitled to attend and vote at the Annual General Meeting may appoint a proxy.

A proxy need not be a member of the Company.

A proxy can be either an individual or a body corporate. If you appoint a body corporate as your proxy, that body corporate will need to ensure that it:

- appoints an individual as its corporate representative to exercise its powers at meetings, in accordance with section 250D of the *Corporations Act 2001* (Cth); and
- provides satisfactory evidence of the appointment of its corporate representative prior to commencement of the meeting.

If satisfactory evidence of appointment as corporate representative is not received before the meeting, then the body corporate (through its representative) will not be permitted to act as your proxy. If a shareholder is entitled to cast two or more votes they may appoint two proxies and may specify the percentage or number of votes each proxy is appointed to exercise. If the proxy appointments do not specify the proportion or number of the member's voting rights that each proxy may exercise, each proxy may exercise half of the member's votes.

A form of appointment of proxy is enclosed. To be effective, the proxy form (and, if the appointment is signed by the appointer's attorney, the authority under which it was signed or a certified copy of the authority) must be received by the Company's share registry, Link Market Services Limited, by 2.30pm (Melbourne time) on Saturday, 27 November 2010.

Where more than one proxy is to be appointed or where voting intentions cannot be adequately expressed using the enclosed proxy form, an additional form of proxy is available on request from the Share Registry.

The completed Proxy Form may be:

Mailed/delivered to the Company's share registry, Link Market Services Limited at:

Street Address:	Postal Address:
Level 12	Locked Bag A14
680 George Street	Sydney South
Sydney NSW 2000	NSW 1235

Faxed to Link Market Services Limited on Fax: +61 (0)2 9287 0309.

Lodged On-Line: Lodge your vote on-line at Global Health Limited's Share Registry website www.linkmarketservices.com.au. If you lodge your proxy electronically you will not need to return your proxy form by mail or fax.

Corporate Representatives

A corporation may elect to appoint an individual to act as its representative in accordance with section 250D of the Corporations Act in which case the Company will require a Certificate of Appointment of Corporate Representative executed in accordance with the Corporations Act. The Certificate must be lodged with the Company before the meeting or at the registration desk on the day of the meeting. The Company will retain the certificate.

Entitlement to Vote

In accordance with Regulation 7.11.37 of the Corporations Act the Directors have set a date to determine the identity of those entitled to attend and vote at the meeting. That date is 7:00pm (AEDT) on 26 November 2010.

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of Shareholders in relation to the business to be conducted at the Company's Annual General Meeting.

The purpose of this Explanatory Statement is to provide Shareholders with information that is reasonable required by Shareholders to decide how to vote upon the resolutions.

The Directors recommend that Shareholders read this Explanatory Statement before determining whether or not to support the resolutions.

1) Reports for the Year Ended 30 June 2010

This item is self-explanatory. It is intended to provide an opportunity for Shareholders to raise questions on the reports themselves and on the performance of the Company generally.

2) Remuneration Report 2010

As required by section 249L of the Corporations Act 2001, the Remuneration Report of the Company must be laid before the Annual General Meeting.

The Remuneration Report is set out in the Directors' Report contained in the Company's 2008 Annual Report. The report explains the policy behind the Company's remuneration practices and sets out remuneration details for each Director and named senior Executive of the Company.

A reasonable opportunity will be provided at the meeting for discussion of the Remuneration Report. While there is a requirement for a formal resolution on this item under section 250R(2) of the Corporations Act 2001, the resolution is advisory only and does not bind the Company or the Directors.

3) Election of Director

This Resolution seeks Shareholder approval for the election of Mr Bruce Higgins as a Director of the Company.

Clause 11.11 of the Company's Constitutions provides that at any time any person may be appointed to be a Director, either to fill a casual vacancy or as an addition to the existing Directors.

Mr. Higgins has a background and experience as a company director and chief executive both within Australia and internationally, spanning 25 years and was the recipient of Ernst & Young Entrepreneur of the Year award in the Southern California region – June 2005.

4) Re-election of Director

This Resolution seeks Shareholder approval for the re-election of Dr Nathan Pinski as a Director of the Company.

Clause 11.3 of the Company's Constitution provides that one third of the Directors shall retire from office at every Annual General Meeting of the Company and clause 11.4 provides that such Director is eligible for re-election at that meeting. If approved by Shareholders, the appointments will take effect immediately following the end of the Annual General Meeting.

Dr Pinski is medical director to the Australian Locum Medical Services (ALMS), clinical lead with the National e-Health Transition Authority (NEHTA), a member of the Medicare Australia Stakeholder Consultancy Group and the Royal Australian College of GPs (RACGP) e-health working group, and a general practice surveyor with Australian General Practice Accreditation Ltd (AGPAL).

He has been a Director of the Company since 1 April 2008.

5) Subject to approval of the Australian Securities and Investment Commission, accept the resignation of Grant Thornton Audit (Vic) Pty Ltd and appoint Grant Thornton Audit Pty Ltd as auditor of the company and the consolidated group

Resolution 5 relates to the resignation of Grant Thornton Audit (Vic) Pty Ltd as auditors of Global Health Limited and the appointment of Grant Thornton Audit Pty Ltd as its replacement. Grant Thornton Audit (Vic) Pty Ltd has resigned due to its transition into a national firm, namely Grant Thornton Audit Pty Ltd.

An auditor of the Company may resign once approval has been granted by the Australian Securities and Investment Commission under s 329 of the Corporations Act 2001.

Section 327 of the Corporations Act 2001 requires that the Company appoint a replacement auditor at an annual general meeting where a vacancy exists.

Your directors seek your approval to appoint Grant Thornton Audit Pty Ltd as the new auditors of the Company and the consolidated group.

6) Amendments to the Definition of "Expiry Date" and Clauses 9 and 10 of the Employee Share Option Plan

This resolution seeks Shareholder approval to amend the Definition of "Expiry Date" and Clauses 9 and 10 to allow greater flexibility to the Directors to issue Options under the Employee Share Option Plan with shorter life spans and to require vested options to be exercised within 30 days of employee resignations and terminations in order to reduce the number of unexercised vested options.

Below are the current Definition of "Expiry Date" and Clauses 9, 10.1 and 10.3 with the proposed amendments indicated in bold:

"Expiry Date" means 5.00pm Western Standard Time in Australia on the day which is five years after the date of issue of an Option **or shorter period of no less than two years as the Directors determine in writing at the time of Offer;**

9 Save for in the event of an offer being made for all or part of the Shares in the Company by way of a Part A Statement within the meaning of Part 6.1 of the Corporations Law or unless otherwise agreed by the Directors, an Eligible Person is not entitled to exercise any Option during the initial period of two (2) years of the term of any Option calculated from and including each date of issue **and** ~~Subject~~ to Clause 10, after the period of two (2) years, two thirds (2/3rds) of the Options issued to an Eligible Person under the Plan vest and may be exercised by an Eligible Person, and after three (3) years the balance one-third (1/3rd) of the Options vest and may be exercised by an Eligible Person, provided that all Options which are not exercised by the Expiry Date will automatically lapse and be forfeited.

10.1 Any Options issued pursuant to the Plan will be allotted on the condition that the whole of the Options issued to an Eligible Person automatically lapse and are forfeited (except that the Eligible Person may ~~retain~~ **within 30 days after termination or resignation exercise** any Options which he is already entitled to exercise pursuant to the provisions of Rule 9) if that Eligible Person:

- (a) voluntarily resigns from employment with the Company otherwise than to take up employment with a Related Body Corporate of the Company;
- (b) is dismissed from employment with the Company for any one or more of the following reasons:
 - (i) wilful misconduct bringing disrepute on the Company or a Related Body Corporate;
 - (ii) repeated disobedience, after prior written warning;

- (iii) incompetence in the performance of any duties for which the Eligible Person was employed, after prior written warning;
- (iv) fraud or any other dishonesty in respect of the property or affairs of the Company or a Related Body Corporate; or
- (v) any other reason, based on which the Directors believe is fair and reasonable to warrant the lapsing and forfeiture of the Options.

10.3 Should an Eligible Person, in the opinion of the Directors, satisfy the requirements of clause 10.2 the Eligible Person will have a period of six (6) months to exercise the Option from the date the Company receives notice of the specified event and acknowledges in writing that such event satisfies the requirements of clause 10.2. For the purposes of this sub-clause the time constraints imposed by clauses 9 and 10.1 is are to be ignored.

7) **Extension of Employee Share Option Plan**

As an incentive to employees and consultants of the Company, an Employee Share Option Plan was adopted by the Company on listing of the Company in April 2000. The Employee Share Option Plan was previously extended and will expire on 28 November 2010.

ASX Listing Rule 7.1 requires that a company obtain shareholder approval prior to the issue of securities representing more than 15% of the issued capital of the Company. ASX Listing Rule 7.2 set out a number of exceptions to Listing Rule 7.1. One such exception, Exception 9, is an issue of shares or options under an employee incentive scheme if, within 3 years before the date of issue, the shareholders of the Company approved the issue of securities under the scheme.

The key points of the Plan can be summarized as follows:

- The Directors may issue Options to a Director, Officer or Employee of the Company or a Controlled Entity where the total number of shares the subject of Options, when aggregated with: (a) the number of shares in the same class which would be issued were each outstanding offer or invitation or option to acquire unissued shares in the Company, being an offer or invitation made or Option acquired pursuant to the Plan or any other employee or executive share plan extended only to Eligible Persons, to be accepted or exercised (as the case may be); and (b) the number of shares in the same class issued during the previous five (5) years pursuant to the Plan or any other employee or executive share plan extended only to Eligible Persons, would not exceed five per cent (5%) of the total number of issued shares in the Company as at the time of the proposed offer or issue.
- The Plan can be extended for durations of not greater than 3 years
- Options issued under the Plan are for a minimum of 2 years (as per amendments in Resolution 6 above) and a maximum of 5 years

Your Directors seek approval to extend the Employee Share Option Plan for a further 3 years from the date of the 2010 AGM, in accordance with the provisions of the plan thereby giving the Company greater flexibility to make future issues of securities. A copy of the plan is available from the Company's website at: www.global-health.com.

8) Extension of Exempt Employee Share Plan

As an incentive to employees and consultants of the Company, an Exempt Employee Share Plan was adopted by the Company on listing of the Company in April 2000. The Exempt Employee Share Plan was previously extended and will expire on 28 November 2010.

ASX Listing Rule 7.1 requires that a company obtain shareholder approval prior to the issue of securities representing more than 15% of the issued capital of the Company. ASX Listing Rule 7.2 set out a number of exceptions to Listing Rule 7.1. One such exception, Exception 9, is an issue of shares or options under an employee incentive scheme if, within 3 years before the date of issue, the shareholders of the company approved the issue of securities under the scheme.

The key points of the Plan can be summarized as follows:

- The Directors may issue Options to a Director, Officer or Employee of the Company or a Controlled Entity in accordance with the Plan if the total number of Shares which is the subject of the offer or issue, when aggregated with: (i) the number of Shares in the same class which would be issued were each outstanding offer or invitation or option to acquire unissued shares in the Company, being an offer or invitation made or Option acquired pursuant to the Plan or any other employee or executive share plan extended only to Eligible Persons, to be accepted or exercised (as the case may be); and (ii) the number of shares in the same class issued during the previous five (5) years pursuant to the Plan or any other employee or executive share plan extended only to Eligible Persons, would not exceed five per cent (5%) of the total number of issued Shares in the Company as at the time of the proposed offer or issue.
- subject to ASX listing rules the shares shall not be transferred or assigned by the holder within the period of three (3) years from the date of issue or transfer to the holder unless the holder ceases employment with Company earlier than that date except that the holder may at any time transfer all or any of his shares to his spouse or to a company the majority of the issued shares in which are beneficially owned by him or to any trust that the holder is a beneficiary.

Your Directors seek approval to extend the Exempt Employee Share Plan for a further 3 years from the date of the AGM of 2010, in accordance with the provisions of the plan thereby giving the Company greater flexibility to make future issues of securities. A copy of the plan is available from the Company's website at: www.global-health.com.



By mail:
Global Health Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia



By fax: +61 2 9287 0309



All enquiries to: Telephone: 1300 554 474 **Overseas:** +61 2 8280 7111

SHAREHOLDER VOTING FORM

I/We being a member(s) of Global Health Limited and entitled to attend and vote hereby appoint:

STEP 1

APPOINT A PROXY

the Chairman
of the Meeting
(mark box)

OR if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered shareholder) you are appointing as your proxy

or failing the person/body corporate named, or if no person/body corporate is named, the Chairman of the Meeting, as my/our proxy and to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at 2:30pm on Monday, 29 November 2010, at Grant Thornton, Level 2, 215 Spring Street, Melbourne Victoria 3000 and at any adjournment or postponement of the meeting.

Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the meeting. Please read the voting instructions overleaf before marking any boxes with an **X**

STEP 2

VOTING DIRECTIONS

	For	Against	Abstain*		For	Against	Abstain*
Resolution 2 Adoption of Remuneration Report (advisory only)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 6 Amendments to the Definition of "Expiry Date" and Clauses 9 and 10 of the Employee Share Option Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Election of Mr Bruce Higgins as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 7 Extension of Employee Share Option Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4 Re-election of Dr Nathan Pinskiier as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 8 Extension of Exempt Employee Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Accept the resignation of Grant Thornton Audit (Vic) Pty Ltd and appoint Grant Thornton Audit Pty Ltd as auditor of the company and the consolidated group	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

STEP 3

IMPORTANT - VOTING EXCLUSIONS

If the Chairman 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 Items 7 and 8 above, please place a mark in this box. By marking this box, you acknowledge that the Chairman of the Meeting may exercise your proxy even though he/she has an interest in the outcome of those Items and that votes cast by him/her for those Items, other than as proxyholder, would be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chairman of the Meeting will not cast your votes on Items 7 and 8 and your votes will not be counted in calculating the required majority if a poll is called on those Items. The Chairman of the Meeting intends to vote undirected proxies in favour of Items 7 and 8.

STEP 4

SIGNATURE OF SHAREHOLDERS - THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Sole Director and Sole Company Secretary

Joint Shareholder 2 (Individual)

Director/Company Secretary (Delete one)

Joint Shareholder 3 (Individual)

Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).



HOW TO COMPLETE THIS PROXY FORM

Your Name and Address

This is your name and address as it appears on the company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

Appointment of a Proxy

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If the person you wish to appoint as your proxy is someone other than the Chairman of the Meeting please write the name of that person in Step 1. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy. A proxy need not be a shareholder of the company. A proxy may be an individual or a body corporate.

Votes on Items of Business - Proxy Appointment

You may direct your proxy how to vote by placing a mark in one of the boxes opposite each item of business. All your shares will be voted in accordance with such a direction unless you indicate only a portion of voting rights are to be voted on any item by inserting the percentage or number of shares you wish to vote in the appropriate box or boxes. If you do not mark any of the boxes on the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on those Items will be invalid.

Appointment of a Second Proxy

You are entitled to appoint up to two persons as proxies to attend the meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the company's share registry or you may copy this form and return them both together.

To appoint a second proxy you must:

- (a) on each of the first Proxy Form and the second Proxy Form state the percentage of your voting rights or number of shares applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- (b) return both forms together.

Signing Instructions

You must sign this form as follows in the spaces provided:

Individual: where the holding is in one name, the holder must sign.

Joint Holding: where the holding is in more than one name, either shareholder may sign.

Power of Attorney: to sign under Power of Attorney, you must lodge the Power of Attorney with the registry. If you have not previously lodged this document for notation, 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 indicate the office held by signing in the appropriate place.

Corporate Representatives

If a representative of the corporation is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the company's share registry.

Lodgement of a Proxy Form

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by 2:30pm on Saturday, 27 November 2010, being not later than 48 hours before the commencement of the meeting. Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy Forms may be lodged using the reply paid envelope or:



ONLINE

www.linkmarketservices.com.au

Select the 'Proxy Voting' option on the top right of the home page. Choose the company you wish to lodge your vote for from the drop down menu, enter your holding details as shown on this form, and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the proxy form).



by mail:

Global Health Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235
Australia



by fax:

+61 2 9287 0309



by hand:

delivering it to Link Market Services Limited, Level 12, 680 George Street, Sydney NSW 2000.

**If you would like to attend and vote at the Annual General Meeting, please bring this form with you.
This will assist in registering your attendance.**