

GLOBAL HEALTH LIMITED

ABN 75 091 377 892

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the TENTH ANNUAL GENERAL MEETING of GLOBAL HEALTH LIMITED ('the Company') will be held at:

RACV Club
Chancery Level Theatre
501 Bourke Street, Melbourne VIC 3000

on Tuesday, 24 November 2009 at 1:30pm.

A G E N D A

ORDINARY BUSINESS

1. Reports for the Year Ended 30 June 2009

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 2009.

2. Remuneration Report 2009

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 2009 (as set out in the Directors' Report) be adopted'.

3. Appointment 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, Mr Steven Leigh Pynt retires by rotation and being eligible is hereby re-elected as Director of the Company'.

4. Non-Executive Directors' Remuneration

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

'That, for the purposes of the Constitution, the Company approves the increase in the maximum aggregate amount that may be paid to non-executive Directors as remuneration for their services to \$350,000 per annum which may be

divided among those Directors in the manner determined by the Board of the Company from time to time.'

SPECIAL BUSINESS

5. Special Resolution to amend the Company's Constitution to allow the Company to sell unmarketable parcels of shares on behalf of shareholders

To consider and, if thought fit, to pass the following resolution as a special resolution:

'That the Company be allowed to sell unmarketable parcels of shares on behalf of shareholders and the Constitution of the Company be amended to reflect the change as follows:

add the following paragraphs in the appropriate alphabetical order in Part 1 and a new Part 12A:

Marketable Parcel means a parcel of securities of a value of not less than \$500 (or such other value as may be determined by the ASX from time to time) based on the closing price on SEATS on the relevant determination date.

SEATS means the ASX's Stock Exchange Automated Trading System

Share means a fully paid ordinary share in the capital of the Company.

Shareholders means the holders of Shares.

Unmarketable Parcel means a parcel of Shares that is not a Marketable Parcel.

PART 12 A UNMARKETABLE PARCELS

12A.1 The Directors acting as a Board may sell a Share that is part of an Unmarketable Parcel only if it does so in accordance with this Part. The Board's power to sell lapses if a takeover (as defined in the Listing Rules) is announced after the Board gives a notice under Clause 12A.2 and before the Board enters into an agreement to sell the Share.

12A.2 Once in any 12-month period after this Part 12A was last adopted by the Company at general meeting, the Board may give written notice to a Member who holds an Unmarketable Parcel:

(a) stating that it intends to sell the Unmarketable Parcel; and

(b) specifying a date at least 6 weeks (or any lesser period permitted under the Corporations Act 2001 (Cwlth) or the Listing Rules) after the notice is given by which the Member may give the Company written notice that the Member wishes to retain the holding.

If the Board's power to sell lapses under Clause 12A.1, any notice given by the Board under this clause is taken never to have been given and the Board may give a new notice after the close of the offers made under the takeover.

12A.3 The Company must not sell an Unmarketable Parcel if, in response to a notice given by the Company under this Part 12A, the Company receives a written notice that the Member wants to retain the Unmarketable Parcel.

12A.4 A sale of Shares under this Part includes all dividends payable on and other rights attaching to them. The Company must pay the costs of the sale. Otherwise, the Board may decide the manner, time and terms of sale.

12A.5 For the purpose of giving effect to this rule each Director and Secretary has power to:

(a) effect a Market Transfer; or

(b) execute a Share transfer under Clause 6.1,

as agent for a Member who holds an Unmarketable Parcel.

12A.6 Subject to Clause 12.7, the Company must:

(a) in respect of the Shares sold under this rule pay the proceeds of sale into a separate bank account it opens and maintains for the purpose only;

(b) hold the amount in trust for the previous holder of the Shares (the "Divested Member");

(c) as soon as practical give written notice to the Divested Member stating:

(i) what the amount is; and

(ii) that it is holding the amount for the Divested Member while awaiting the Divested Member's instructions and return of the certificate (if any) for the Shares sold or evidence of its loss or destruction;

(d) if the Shares sold were certificated, not pay the proceeds of sale out of the trust account until it has received the certificate for them or evidence of its loss or destruction; and

(e) subject to paragraph (d), deal with the amount in the account as the Divested Member instructs. In the case where a Member's whereabouts are unknown or where a Member fails to return the share certificate or certificates (where required) relating to the Shares sold, the proceeds of sale shall be applied in accordance with the applicable laws dealing with unclaimed moneys.

12A.7 Where all the Shares of one or more Members to whom this Part applies at any time are sold to one purchaser:

(a) the transfer may be effected by one instrument of transfer; and

(b) the Company shall receive the aggregate proceeds of the sale of all of the Shares of each Member to whom this clause applies at any time and shall as soon as practicable, cause the pro rata proportions of the proceeds attributable to each Member to be dealt with in accordance with the provisions of Clause 12A.6.

12A.8 The title of the new holder of a Share sold under this Part is not affected by any irregularity in the sale. The sole remedy of any person previously interested in the Share is damages which may be recovered only from the Company."

OTHER BUSINESS

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

By Order of the Board



Peter Curigliano
Company Secretary
20 October 2009

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 1.30pm (Melbourne time) on Sunday, 22 November 2009.

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 (EST) on Friday, 20 November 2009.

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 2009

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 2009

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) Appointment of Director

This Resolution seeks Shareholder approval for the re-election of Mr Steven Leigh Pynt as 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.

Mr Pynt is a Director of McDonald Pynt Lawyers. He has been a Director of the Company since its listing on the ASX and the Chairman of the Board of Directors since August 2005.

4) Non-Executive Directors' Remuneration

The Constitution provides that the remuneration of the Directors shall not be increased except pursuant to a resolution passed at a general meeting of the Company where notice of the suggested increase shall have been given to Members in the notice convening the meeting.

This Resolution seeks Shareholder approval to increase the maximum aggregate remuneration that may be paid to non-executive Directors to \$350,000 per annum. The Directors believe that this level of remuneration is consistent with corporate remuneration of similar sized companies and will allow it to attract additional highly qualified persons to the Board.

The Board unanimously recommends that shareholders vote in favour of this resolution.

5) Amendments to the Company's Constitution

The Company has a number of Shareholders who hold Unmarketable Parcels of Shares, being lots of less than \$500. As at 14 October 2009, there were 509 Shareholders holding Unmarketable Parcels.

The Directors propose to amend the Constitution to allow the Company to sell Unmarketable Parcels, as the large number of very small shareholdings places a financial burden on the Company as the administrative costs the Company incurs in respect of Shareholders who hold Unmarketable Parcels is the same as the administrative costs the Company incurs in respect of Shareholders who hold Marketable Parcels. These administrative costs include issuing shareholding statements, distributing annual reports and other shareholder communications and generally maintaining the Company's records.

Given the Company's size, the Company wishes to reduce these administrative costs so as to operate more efficiently.

The Directors propose amending Company's Constitution to permit the Company in certain circumstances to reduce or eliminate Unmarketable Parcels held by Shareholders. The amendment is consistent with, and subject to, the Listing Rules and the Corporations Act. The amendment sets out the procedure to be followed by the Company if it seeks to utilise the power.

For Shareholders with an Unmarketable Parcel, the option of sale through the Company by way of the procedure set out in the new proposed Part 12A is a very efficient and cheap means of sale of their Shareholding as it will not involve them in payment of the brokerage or other costs of sale which, in the case of very small shareholdings, will often be a significant percentage (or all) of the total proceeds of sale.

The new proposed Part 12A.2 of the Constitution provides that the power of the Company to eliminate or reduce Unmarketable Parcels ceases to have effect on the day that is 12 months after the date that Part 12A was last adopted by the Company.

The Board unanimously considers that a reduction in the number of Unmarketable Parcels held by Shareholders in the Company will be of benefit to the Company.

It is important to note that the Company cannot require a Shareholder to sell an Unmarketable Parcel. All Shareholders holding an Unmarketable Parcel will be given an opportunity to request that it retain its Unmarketable Parcel. It is also important to note that the Listing Rules contain a number of safeguards that protect the holders of Unmarketable Parcels including:

- (a) the Company may only seek to sell any Unmarketable Parcels once in any 12 month period;
- (b) the Company must notify the relevant Shareholder of its intention to sell the Unmarketable Parcel;
- (c) the Shareholder must be given at least a six week notice period from the date that the notice is sent in which to tell the Company that it wishes to retain its Unmarketable Parcel, and if the Shareholder does so inform the Company, the Unmarketable Parcel will not be sold;
- (d) the sale of the Unmarketable Parcel must stop following the announcement of any takeover bid for the Company but may be started again after the close of offers made under the takeover bid;

(e) only the Unmarketable Parcels held by Shareholders who do not respond in writing to the Company during the notice period or who expressly state that they want their Unmarketable Parcel sold, may be sold by the Company; and

(f) the Company must pay the costs of the sale (although it would not be liable for the income tax and capital gains tax consequences associated with the sale and these remain the responsibility of the relevant Shareholder).

If the Shareholders approve Resolution 4, the Company may utilise the power granted to it under Part 12A of the Constitution to reduce or eliminate Unmarketable Parcels in the Company by implementing a procedure whereby it will, subject to the various requirements of the Corporations Act and the Listing Rules (including the safeguards outlined above), sell Unmarketable Parcels on-market on behalf of the Shareholders who do not wish to retain their Unmarketable Parcels.

For the Company to alter its Constitution, the Corporations Act requires that it be adopted by a special resolution of members. For a special resolution to be passed, at least 75% of the votes cast by or on behalf of members entitled to vote on the resolution must be cast in favour of the resolution.

The Board unanimously recommends that you vote in favour of this Resolution.

Item 5 (special resolution)

“That the Company be allowed to sell unmarketable parcels of shares on behalf of shareholders and the Constitution of the Company be amended to reflect the change as follows:

add the following paragraphs in the appropriate alphabetical order in Part 1 and a new Part 12A:

Marketable Parcel means a parcel of securities of a value of not less than \$500 (or such other value as may be determined by the ASX from time to time) based on the closing price on SEATS on the relevant determination date.

SEATS means the ASX's Stock Exchange Automated Trading System

Share means a fully paid ordinary share in the capital of the Company.

Shareholders means the holders of Shares.

Unmarketable Parcel means a parcel of Shares that is not a Marketable Parcel.

PART 12 A Unmarketable Parcels

12A.1 The Directors acting as a Board may sell a Share that is part of an Unmarketable Parcel only if it does so in accordance with this Part. The Board's power to sell lapses if a takeover (as defined in the Listing Rules) is announced after the Board gives a notice under Clause 12A.2 and before the Board enters into an agreement to sell the Share.

12A.2 Once in any 12-month period after this Part 12A was last adopted by the Company at general meeting, the Board may give written notice to a Member who holds an Unmarketable Parcel:

(a) stating that it intends to sell the Unmarketable Parcel; and

NOTICE OF ANNUAL GENERAL MEETING

Explanatory Statement

- (b) specifying a date at least 6 weeks (or any lesser period permitted under the Corporations Act 2001 (Cwlth) or the Listing Rules) after the notice is given by which the Member may give the Company written notice that the Member wishes to retain the holding.

If the Board's power to sell lapses under Clause 12A.1, any notice given by the Board under this clause is taken never to have been given and the Board may give a new notice after the close of the offers made under the takeover.

12A.3 The Company must not sell an Unmarketable Parcel if, in response to a notice given by the Company under this Part 12A, the Company receives a written notice that the Member wants to retain the Unmarketable Parcel.

12A.4 A sale of Shares under this Part includes all dividends payable on and other rights attaching to them. The Company must pay the costs of the sale. Otherwise, the Board may decide the manner, time and terms of sale.

12A.5 For the purpose of giving effect to this rule each Director and Secretary has power to:

- (a) effect a Market Transfer; or
- (b) execute a Share transfer under Clause 6.1,

as agent for a Member who holds an Unmarketable Parcel.

12A.6 Subject to Clause 12.7, the Company must:

- (a) in respect of the Shares sold under this rule pay the proceeds of sale into a separate bank account it opens and maintains for the purpose only;
- (b) hold the amount in trust for the previous holder of the Shares (the "Divested Member");
- (c) as soon as practical give written notice to the Divested Member stating:
 - (i) what the amount is; and
 - (ii) that it is holding the amount for the Divested Member while awaiting the Divested Member's instructions and return of the certificate (if any) for the Shares sold or evidence of its loss or destruction;
- (d) if the Shares sold were certificated, not pay the proceeds of sale out of the trust account until it has received the certificate for them or evidence of its loss or destruction; and
- (e) subject to paragraph (d), deal with the amount in the account as the Divested Member instructs. In the case where a Member's whereabouts are unknown or where a Member fails to return the share certificate or certificates (where required) relating to the Shares sold, the proceeds of sale shall be applied in accordance with the applicable laws dealing with unclaimed moneys.


12A.7 Where all the Shares of one or more Members to whom this Part applies at any time are sold to one purchaser:


- (a) the transfer may be effected by one instrument of transfer; and

- (b) the Company shall receive the aggregate proceeds of the sale of all of the Shares of each Member to whom this clause applies at any time and shall as soon as practicable, cause the pro rata proportions of the proceeds attributable to each Member to be dealt with in accordance with the provisions of Clause 12A.6.


12A.8 The title of the new holder of a Share sold under this Part is not affected by any irregularity in the sale. The sole remedy of any person previously interested in the Share is damages which may be recovered only from the Company.”

LODGE YOUR VOTE

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

 **By fax:** +61 (02) 9287 0309

 **ONLINE** www.linkmarketservices.com.au

All enquiries to:
 **Telephone:** 1300 554 474
Overseas: +61 (02) 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 1:30pm on Tuesday, 24 November 2009, at the RACV Club, Chancery Level, Theatre, 501 Bourke Street, Melbourne, Victoria 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**

Resolution 2 Remuneration Report 2009 (Non-binding resolution)	For	Against	Abstain*	SPECIAL BUSINESS	For	Against	Abstain*
	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Resolution 5 To amend the Company's Constitution to allow the Company to sell unmarketable parcels of shares on behalf of shareholders	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Re-election of Mr Steven Leigh Pynt as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
Resolution 4 Approval of Increase in Non-Executive Directors' Remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

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

STEP 3 **SIGNATURE OF SHAREHOLDERS - THIS MUST BE COMPLETED**

Shareholder 1 (Individual) <input type="text"/>	Joint Shareholder 2 (Individual) <input type="text"/>	Joint Shareholder 3 (Individual) <input type="text"/>
Sole Director and Sole Company Secretary	Director/Company Secretary (Delete one)	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 that item 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 1:30pm on Sunday, 22 November 2009, 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:

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

 **by fax:**
+61 (02) 9287 0309

 **online:** **ONLINE** www.linkmarketservices.com.au

lodging it online at Link's website (www.linkmarketservices.com.au) in accordance with the instructions given there (you will be taken to have signed your Proxy Form if you lodge it in accordance with the instructions given on the website);

 **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.