

**Cryosite Limited**  
**ABN 86 090 919 476**

**Notice of Annual General Meeting**

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Notice is given that an annual general meeting of Cryosite Limited ("Company") will be held on Monday 7 November 2011, at 10.00 am at Cryosite's offices at 13a Ferndell Street, South Granville, New South Wales, 2142, Australia.

**Ordinary Business**

**Item 1 - Financial Statements and Reports**

To receive and consider the financial report, the directors' report and the auditor's report for the year ended 30 June 2011.

**Item 2 - Remuneration Report (Resolution 1)**

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

"That the Remuneration Report for the year ended 30 June 2011 be adopted."

**Item 3 - Re-election of director: Mr Theo Onisforou (Resolution 2)**

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

"That Mr Theodore Onisforou who retires in accordance with the Company's Constitution and being eligible for re-election, be elected as a director of the Company."

By order of the Board

B Dulhunty  
Company Secretary  
13 September 2011

## **Explanatory Statement**

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This statement explains the items of business to be considered at the Annual General Meeting and should be read in conjunction with the Notice of Meeting.

### **Item 1 - Financial statements and Reports**

The *Corporations Act 2001 (Cth)* ("Corporations Act") requires the financial report, directors' report and auditor's report to be laid before the meeting. There is no requirement either in the Corporations Act or the Company's Constitution for members to vote on, approve or adopt these reports.

Members will have a reasonable opportunity at the meeting to ask the Chairman questions and make comments on the business, operations and management of the Company. The auditor of the Company will also be available to take members' questions and comments about the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.

In addition to taking questions at the meeting, written questions to the Company's auditor about the conduct of the audit of the financial report and the preparation and content of the auditor's report, may be submitted no later than the fifth business day before the day on which the meeting is held (i.e. no later than, 31 October 2011) to:

The Company Secretary  
Cryosite Limited  
13a Ferndell Street  
South Granville 2142 NSW  
Facsimile: +61 2 8865 2092

The Company will pass all written questions on to the auditor. The auditor will prepare and provide to the Company a question list which sets out the questions that the Company has passed on to the auditor and that the auditor considers to be relevant to the conduct of the audit of the financial report or the content of the auditor's report. Please note that a question may not be included in the question list if the question list includes a question that is substantially the same as that question or if it is not practicable to include the question in the question list because of the time when the question is passed on to the auditor.

There is no requirement for the auditor to provide written answers to the questions, however, if the auditor chooses to prepare written answers to any of the questions, the Chairman may permit the auditor to table the written answers at the meeting. The auditor will also answer questions asked at the meeting however where questions concern issues raised in the written questions, the auditor may refer members to the written answers (if any). For the benefit of the meeting, the auditor will briefly outline to the meeting the matters covered in the written questions.

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### **Item 2 - Remuneration Report (Resolution 1)**

The Corporations Act requires the Remuneration Report be adopted at the meeting by a resolution. While there is a requirement for a formal resolution, the members' vote is advisory only and does not bind the Company, nor will it require the Company to alter any arrangements detailed in the Remuneration Report should the resolution not be passed. The directors will however consider the outcome of the vote and members' views expressed at the meeting when reviewing the remuneration policies of the Company in future.

The Remuneration Report is set out on pages 8 to 14 of the Company's 2011 Annual Report. (*The Annual Report is available on the Company's website at [www.cryosite.com](http://www.cryosite.com) on the "shareholders" page under the heading "Prices and Reports"*). The Remuneration Report explains the structure of, and policy behind, the Company's remuneration practices and the link between the remuneration of employees and the Company's performance. The Report also sets out remuneration details of each director and for any specified executive.

Members will have a reasonable opportunity at the meeting to ask questions and make comments on the Remuneration Report.

From 1 July 2011, the Corporations Act has been amended so that if there are two consecutive annual general meetings of the Company held after 1 July 2011, and at each of those meetings, least 25% of votes cast are against the adoption of the Remuneration Report put before the meeting (in accordance with section 250R of the Corporations Act), the second meeting must also consider a resolution that a further meeting of the Company's members be held within 90 days (a 'Spill Meeting') at which the then current directors of the Company (as at the time of the second meeting, but excluding the Manager Director) will cease to hold office immediately before the end of that Spill Meeting and resolutions will be put to the vote to appoint new directors of the Company to fill those vacancies (which may include re-election of those current directors).

All members of the Company are encouraged to cast their vote on Item 2 (Remuneration Report).

### **Voting on Item 2 (Remuneration Report) by proxy**

The Australian Securities and Investments Commission ("ASIC") has advised in Information Sheet 144 that there is some uncertainty as to whether the chairman of the AGM whose remuneration details are included in the Remuneration Report may be prohibited from voting undirected proxies on a resolution to adopt the Remuneration Report. Accordingly, in accordance with ASIC guidance, the Board has resolved that undirected proxies held by the chairman of the meeting, other directors or any other member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report (or closely related parties of such persons) will not be voted on Item 2 (Remuneration Report).

'Key Management Personnel' of the Company are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly

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or indirectly, including any director (whether executive or non-executive) of the Company. A 'closely related party' of Key Management Personnel is a term defined in the Corporations Act and includes close family members, such as the children or spouse of the relevant Key Management Personnel, companies that person controls and other members of that person's family who may be expected to influence, or be influenced by, that person in that person's dealings with the Company.

Members are encouraged, should they chose to appoint a proxy, to direct that proxy as to how to vote on Item 2 (Remuneration Report) by marking either *For*, *Against* or *Abstain* on the proxy form for that item of business.

### ***Voting Exclusion Statement***

In accordance with the Corporations Act, the Company will disregard any votes cast on Item 2 (Remuneration Report) by a member of the Key Management Personnel of the Company details of whose remuneration are included in the Remuneration Report, or a closely related party of such a member of the Key Management Personnel (each an **Excluded Shareholder**).

However, the Company need not disregard a vote if:

- (a) it is cast by a person as a proxy, appointed in writing that specifies how the proxy is to vote on the proposed resolution (i.e. a directed proxy); and
- (b) the vote is not cast on behalf of an Excluded Shareholder.

Accordingly, members entitled to vote on Item 2 (Remuneration Report), who appoint as their proxy, a member of the Key Management Personnel including the Chairman of the meeting (or closely related parties of such persons), should direct their proxy as to how to vote. Failing to direct the proxy may result in that member's vote on Item 2 (Remuneration Report) being disregarded.

### **Item 3 - Re-election of Director (Resolution 2)**

The Listing Rules of the Australian Securities Exchange ("ASX Listing Rules") require the Company to hold an election of directors each year. The Constitution of the Company also requires one third of the directors (other than the Managing Director, or if there is more than one managing director, only one managing director) to retire from office at each annual general meeting, together with any director who has held office without re-election for three or more years.

#### **Re-election of Mr Theodore Onisforou BCom, LLB (Non-executive Chairman)**

Mr Theodore Onisforou who retires by rotation in accordance with the Constitution of the Company, being eligible, offers himself for re-election as a director of the Company. Mr Onisforou has extensive commercial experience initially as a tax accountant with Peat, Marwick Mitchell, as a lawyer with Allen Allen and Hemsley and then as a Barrister at Law. He was Investment Manager at Consolidated Press Holdings and currently is a full time

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professional investor. He has completed a Masters Degree in Agricultural Science at Sydney University. Mr Onisforou is not a director of any other listed public company. Mr Onisforou joined the Board in March 2000 and was Chairman from May 2001 until December 2002. Mr Onisforou was reappointed as Chairman on 4 March 2008.

The Directors of the Company, other than Mr Onisforou, unanimously support the re-election of Mr Theo Onisforou.

The chair of the meeting for the purposes of considering this resolution, intends to vote undirected proxies in favour of Mr Onisforou's re-election.

### **Questions and Comments**

The Chairman will give members a reasonable opportunity to ask questions about or comment on the Items of Business and Resolutions.

## **VOTING INSTRUCTIONS**

### **Entitlement to vote**

For the purposes of the Corporations Regulation 7.11.37, the Board has determined that in relation to the Annual General Meeting being convened by this Notice and the entitlement to attend and vote at the meeting, shares will be taken to be held by the persons who are registered holders at 7.00 pm (Sydney time) on 4 November 2011.

Accordingly share transfers registered after that date will be disregarded in determining entitlements to attend and vote at the meeting.


### **Voting by proxy**


1. A shareholder entitled to attend and vote, is entitled to appoint a proxy.
2. A person who is entitled to cast two or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy appointed is entitled to exercise.
3. Appointment of a proxy by a shareholder who is a corporation must be under its common seal or the hand of its attorney or the hand of a person duly authorised by the corporation.
4. A proxy need not be a shareholder.
5. To be effective, the proxy form must be received by the Company at an address given below not less than forty-eight (48) hours prior to the time for holding the meeting by (i.e. no later than **10:00 am on Saturday 5 November 2011**)

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 **by mail:** The Company Secretary, Cryosite Limited, PO Box 324, Granville NSW 2142

 **by fax:** +61 2 8865 2092

 **by hand:** delivering it to 13a Ferndell Street, South Granville NSW 2142

 **by email:** [corporate@cryosite.com](mailto:corporate@cryosite.com)

Members should refer to the proxy form for further instructions on appointing a proxy.

### Directing your proxy

When appointing a proxy, members can direct the proxy as to how to vote on each item of business by marking either *For*, *Against* or *Abstain* on the proxy form for that item of business (i.e. a directed proxy), and the proxy must vote in that manner.

If a member does not direct the proxy as to how to vote (i.e. an undirected proxy), the proxy appointed by the member may vote as he or she thinks sees fit, except as noted below in relation to Item 2 (Remuneration Report).

The Chairman of the meeting will vote undirected proxies held by the Chairman on, and in favour of, all of the proposed resolutions put to the meeting, except for Item 2 (Remuneration Report).

Any undirected proxies held by the Chairman of the meeting will not be voted on Item 2 (Remuneration Report). If you appoint the Chairman of the meeting as your proxy and do not direct the Chairman how to vote on Item 2 (Remuneration Report), he will not vote your proxy on that item of business. Similarly, if you appoint any other member of the Company's Key Management Personnel or any of their closely related parties, and do not direct them how to vote, that person will not vote your proxy on that item of business.

'Key Management Personnel' of the Company are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any director (whether executive or non-executive) of the Company. A 'closely related party' of Key Management Personnel is a term defined in the Corporations Act and includes close family members, such as the children or spouse of the relevant Key Management Personnel, companies that person controls and other members of that person's family who may be expected to influence, or be influenced by, that person in that person's dealings with the Company.

### Corporate Representatives attending

If your holding is registered in a company name and you would like to attend the meeting (and do not intend to return a proxy form), please bring with you to the meeting a duly completed Certificate of Appointment of Corporate Representative to enable you to attend and vote at the Annual General Meeting. Alternatively contact the Company's share registry,

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Link Market Services Limited, investor enquiries on 1300 554 474 or +61 2 8280 7111, who will forward to you a form for completion.

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However, the Company need not disregard a vote if:

- (a) it is cast by a person as a proxy, appointed in writing that specifies how the proxy is to vote on the proposed resolution (i.e. a directed proxy); and
- (b) the vote is not cast on behalf of an Excluded Shareholder.

Accordingly, members entitled to vote on Item 2 (Remuneration Report), who appoint as their proxy, a member of the Key Management Personnel including the Chairman of the meeting (or closely related parties of such persons), should direct their proxy as to how to vote. Failing to direct the proxy may result in that member's vote on Item 2 (Remuneration Report) being disregarded.