
PULSE HEALTH LIMITED
ABN 69 104 113 760

NOTICE OF ANNUAL GENERAL MEETING

TIME: 10.00am (AEDT)

DATE: 28 November 2011

PLACE: Kurnell Room (Level 1)
Stamford Plaza Airport Central
Corner Robey and O'Riordan Streets
Mascot NSW 2020

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 David Franks (Joint Company Secretary) on (02) 9299 9690.



5 October 2011

Dear Shareholder

NOTICE OF ANNUAL GENERAL MEETING

Pulse Health Limited (the **Company**) is convening an Annual General Meeting (**Meeting**) of shareholders on 28 November 2011 and we invite you to attend. The meeting will be held at the Kurnell Room (Level 1), Stamford Plaza Airport Central, Corner Robey and O'Riordan Streets, Mascot NSW 2020 at 10.00am and will consider:

- The 2011 Annual Report;
- Adoption of the Remuneration Report as required by the *Corporations Act 2001* in a non-binding resolution. The Remuneration Report is contained in the 2011 Annual Report (Resolution 1); and
- The re-election of myself as a Director, in accordance with the Company's Constitution I will retire by rotation and offer myself for re-election (Resolution 2).

Attached to this letter is a Notice of Annual General Meeting, an Explanatory Memorandum setting out details on each of the resolutions to be proposed at the Meeting.

If you are unable to attend the Meeting, I encourage you to vote using the Proxy Form which is also enclosed. If you are able to attend, please bring this letter and package with you to facilitate your entitlement to vote.

The Board recommends that you vote in favour of Resolution 1 and Resolution 2.

The Board looks forward to meeting those shareholders who can attend the Annual General Meeting in person. For those who are unable to attend, should you have any queries in relation to the Annual General Meeting or have any other matters you wish to discuss at any other time throughout the upcoming year, please do not hesitate to contact the Joint Company Secretary either by phone or in writing. Full contact details of Mr David Franks are as follows:

Mr David Franks (Joint Company Secretary)

Pulse Health Limited

Suite 4, Level 9, 341 George Street, Sydney NSW 2000

Phone (02) 9299 9690 Fax (02) 9299 9629 Email dfranks@fa.com.au



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IMPORTANT NOTICE – AVAILABILITY OF 2011 ANNUAL REPORT

Shareholders are reminded that the 2011 Annual Report is only mailed to those shareholders who have elected to receive it in hard copy. The 2011 Annual Report can be viewed on the Company's web site at <http://www.pulsehealth.net.au/>

Thank you for your continued support.

Yours sincerely

A handwritten signature in black ink, appearing to read "Stuart James". The signature is fluid and cursive, with a large loop at the end.

**Mr Stuart James
Chairman
Pulse Health Limited**

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TIME AND PLACE OF MEETING AND HOW TO VOTE

VENUE

The Annual General Meeting of the Shareholders of Pulse Health Limited which this Notice of Meeting relates to will be held at 10.00am (AEDT), 28 November 2011 at:

Kurnell Room (Level 1)
Stamford Plaza Airport Central
Corner Robey and O'Riordan Streets
Mascot NSW 2020

YOUR VOTE IS IMPORTANT

The business of the Annual General Meeting affects your shareholding and your vote is important.

VOTING IN PERSON

To vote in person, attend the Annual General Meeting on the date and at the place set out above.

VOTING BY PROXY

To vote by proxy, please complete and sign the proxy form enclosed with this Notice of Meeting as soon as possible and:

- (a) send or deliver the proxy form to Pulse Health Limited, c/- Franks & Associates Pty Ltd, Suite 4, Level 9, 341 George Street, Sydney NSW 2000; or
- (b) send the proxy form by facsimile to the Company on facsimile number (02) 9299 9629.

so that it is received not later than 10.00am (AEDT), 26 November 2011.

Proxy forms received later than this time will be invalid.

NOTICE OF ANNUAL GENERAL MEETING

Notice is given that the Annual General Meeting of Shareholders of Pulse Health Limited will be held at Kurnell Room (Level 1), Stamford Plaza Airport Central, Corner Robey and O'Riordan Streets, Mascot NSW 2020 at 10.00am (AEDT) on 28 November 2011.

The Explanatory Statement to this Notice of Meeting provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and the proxy form are part of this Notice of Meeting.

The Directors have determined pursuant to Regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders of the Company on 26 November 2011 at 7.00pm (AEDT).

Terms and abbreviations used in this Notice of Meeting and Explanatory Statement are defined in the Glossary.

AGENDA

BUSINESS

ADOPTION OF THE ANNUAL FINANCIAL REPORT

To receive the Annual Financial Report, including Directors' declarations and accompanying reports of the Directors and auditors for the financial year ended 30 June 2011.

RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

To consider, and if thought fit, to pass, with or without amendment, the following resolution as a **non-binding ordinary resolution**:

"That, for the purposes of Section 250R(2) of the Corporations Act and for all other purposes, approval is given to the adoption of the Remuneration Report as contained in the Company's financial report for the year ended 30 June 2011."

Short Explanation: The vote on this resolution is advisory only and does not bind the Directors or the Company.

RESOLUTION 2 – RE-ELECTION OF DIRECTOR, MR STUART JAMES

To consider and, if thought fit, to pass, with or without amendment, the following resolution as an **ordinary resolution**:

"That, for all purposes, Mr Stuart James, a director of the Company who retires by rotation in accordance with clause 8.1(e)(2) of the Constitution and, being eligible, is re-elected as a Director of the Company."

Voting Exclusion Statement:

The Company will disregard any vote cast on resolutions by excluded shareholders detailed in the table below. However, the Company need not disregard a vote if:

- it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- it is cast by a person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.

| Resolution | Shareholders excluded from voting |
|--|--|
| Resolution 1 – Adoption of Directors Remuneration Report | Key Management Personnel (including Directors) details of whose remuneration are included in the remuneration report and any of their Associates |

DATED 5 October 2011

BY ORDER OF THE BOARD



**MR DAVID FRANKS
JOINT COMPANY SECRETARY
PULSE HEALTH LIMITED**

EXPLANATORY STATEMENT

This Explanatory Statement has been prepared for the information of the Shareholders of the Company in connection with the business to be conducted at the Annual General Meeting to be held at 10.00am (AEDT), 28 November 2011 at:

Kurnell Room (Level 1)
Stamford Plaza Airport Central
Corner Robey and O'Riordan Streets
Mascot NSW 2020

This purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

CORPORATIONS ACT PROVISIONS

250R (4) of the Corporations Act

There are new rules on the voting by Chairpersons of undirected proxies in relation to resolutions on the remuneration report of listed companies. These new rules are in s250R of the *Corporations Act 2001* (Corporations Act), and were introduced with the enactment of the *Corporations Amendment (Improving Accountability on Director and Executive Remuneration) Act 2011*.

The Australian Government proposes to change the law during 2011 to clarify that Chairpersons are permitted to vote undirected proxies in relation to remuneration reports, if shareholders provide express authorisation for the chairperson to vote such undirected proxies.

In the interim, unless the shareholder indicates otherwise by ticking either the 'for' or 'against' box on the proxy form, the shareholder will be directing the Chairman of the meeting to vote in accordance the Chairman's voting intentions if the shareholder has also ticked the 'Box' in Step 1 on the Proxy Form under the heading "Important for Resolution 1".

It is the intention of the Chairman of the meeting to vote in favour of all the Resolutions contained in this Notice of Meeting and particular emphasis is given to *Resolution 1 - Adoption of Remuneration Report*, which contains the remuneration details of the Chairman.

Shareholders also have the ability to:

- Appoint the chairman as proxy with a direction to cast the votes contrary to the Chairman's stated voting intention; or
 - To abstain from voting on that resolution.
-

ADOPTION OF THE ANNUAL FINANCIAL REPORT

In accordance with the Company's Constitution, the business of the meeting will include receipt and consideration of the Company's Financial Report and reports of Directors and Auditors for the year ended 30 June 2011.

In accordance with the Corporations Act 2001, shareholders will be given a reasonable opportunity at the Annual General Meeting to ask questions and make comments on the Financial Report.

During the discussion of this item, the Company's auditor will be present and will answer qualifying questions.

Written questions for the auditor

If you would like to submit a written question to the Company's auditor, please post your question to the Company Secretary or fax it to (02) 9299 9629. Written questions must relate to the content of the auditor's report to be considered at the Annual General Meeting or the conduct of the audit. A list of qualifying questions will be made available at the Annual General Meeting.

Please note that all questions must be received at least five business days before the Annual General Meeting, that is by no later than 10.00am on 21 November 2011.

1 RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT

The Remuneration Report is set out in the Annual Report. The Remuneration Report sets out the Company's remuneration arrangements for the Directors and senior management of the Company.

The Corporations Act requires that a resolution to adopt the Remuneration Report be put to the vote of the Company. However, Shareholders should note that the vote on Resolution 1 is advisory only and not binding on the Company or its Directors.

It is the intention of the Chairman to vote in favour of Resolution 1, unless the shareholder indicates otherwise by ticking either the 'for' or 'against' box on the proxy form, the shareholder will be directing the Chairman of the meeting to vote in favour of Resolution 1 if the shareholder has also ticked the 'Box' in Step 1 on the Proxy Form under the heading "Important for Resolution 1".

Shareholders also have the ability to:

- **Appoint the chairman as proxy with a direction to cast the votes contrary to the chairman's stated voting intention; or**
- **To abstain from voting on that resolution.**

Voting Exclusion Statement

The Company will disregard any votes cast on Resolution 1 by Key Management Personnel (including Directors) details of whose remuneration are included in the remuneration report and any of their Associates.

However, the Company will not disregard a vote if:

- It is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the Proxy Form; or
 - It is cast by the person chairing the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on the Proxy Form to vote as the proxy decides.
-

2 RESOLUTION 2 - RE-ELECTION OF DIRECTOR, MR STUART JAMES

Mr Stuart James was appointed as a Director on 7 November 2007.

Clause 8.1(e)(2) of the Constitution requires one third of those Directors (rounded down to the nearest whole number) retire at each Annual General Meeting.

Stuart James retires by rotation and seeks re-election in accordance with Clause 8.1 (e) (2) of the Constitution.

The Directors (other than Stuart James) recommend that you vote in favour of Resolution 1.

2.1 Brief Curriculum Vitae: Mr Stuart James

Mr Stuart James is an experienced executive within the financial and healthcare sectors. Mr James' past roles included Managing Director of Australian Financial Services for Colonial and Managing Director of Colonial State Bank (formerly State Bank of N.S.W).

Mr James' most recent executive role was as CEO of the Mayne Group from January 2002 to January 2005 and prior to that, from July 2000, he was Mayne Group's Chief Operating Officer. Mr James is the Chairman of Prime Financial Group Limited, Progen Pharmaceuticals Ltd, Balnave Capital Group and a non-executive director of Greencross Ltd, Phosphagenics Ltd, and is also a Member of the Supervisory Board of Wolters Kluwer NV and the Advisory Board of Gresham Private Equity Ltd. In the past three years, Mr James was also a director of Coneco Limited.

GLOSSARY

AEDT means Australian Eastern Daylight Time, Sydney, New South Wales.

Annual General Meeting means the meeting convened by the Notice.

ASIC means the Australian Securities and Investments Commission.

ASX means ASX Limited (ABN 98 008 624 691).

Board means the board of Directors of the Company as constituted from time to time.

Company or **Pulse Health** means Pulse Health Limited (ABN 69 104 113 760).

Constitution means the Constitution of the Company.

Corporations Act means the Corporations Act 2001 (Cth).

Directors mean the directors of the Company.

Explanatory Statement means the explanatory statement accompanying the Notice.

Listing Rules means the Listing Rules of ASX.

Notice means the notice of meeting, which forms part of this Memorandum.

Resolutions means the resolutions set out in the Notice, or any one of them, as the context requires.

Shareholder means a holder of a Share.

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PROXY FORM

**STEP ONE: APPOINTMENT OF PROXY
PULSE HEALTH LIMITED
ABN 69 104 113 760**

I/We
 being a Member of Pulse Health Limited entitled to attend and vote at the Meeting,
 hereby
 Appoint
 Name of proxy

or failing the person so named or, if no person is named, the Chairman of the Meeting or the Chairman's nominee, 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 to be held at 10.00am (AEDT) on 28 November 2011 at the Kurnell Room (Level 1), Stamford Plaza Airport Central, Corner Robey and O'Riordan Streets, Mascot NSW 2020 and at any adjournment thereof.

Important for Resolution 1 - If the Chairman of the Meeting is your proxy or is appointed as your proxy by default

By marking this box, you are directing the Chairman of the Meeting to vote in accordance with the Chairman's voting intentions on Resolution 1 as set out below and in the Notice of Meeting. If you do not mark this box, and you have not directed your proxy how to vote on Resolution 1, the Chairman of the Meeting will not cast your votes on Resolution 1 and your votes will not be counted in computing the required majority if a poll is called on this item. If you appoint the Chairman of the Meeting as your proxy you can direct the Chairman how to vote by either marking the boxes in Step 2 below (for example if you wish to vote against or abstain from voting) or by marking this box (in which case the Chairman of the Meeting will vote in favour of Resolution 1).

The Chairman of the Meeting intends to vote all available proxies in favour of Resolution 1.

I/We direct the Chairman of the Meeting to vote in accordance with the Chairman's voting intentions on Resolution 1 (except where I/we have indicated a different voting intention below) and acknowledge that the Chairman of the Meeting may exercise my proxy even though Resolution 1 are connected directly or indirectly with the remuneration of a member of key management personnel.

STEP TWO

| Voting on Business of the Annual General Meeting | | FOR | AGAINST | ABSTAIN |
|---|--|--------------------------|--------------------------|--------------------------|
| Resolution 1 | Adoption of remuneration report | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Resolution 2 | Re-election of director, Mr Stuart James | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

The Chairman of the Meeting intends to vote all available proxies in favour of Resolution 1 and Resolution 2.

If you mark the abstain box for a particular item, you are directing your proxy not to vote on that item on a show of hands or on a poll and that your shares are not to be counted in computing the required majority on a poll. If two proxies are being appointed, the proportion of voting rights this proxy represents is: _____%

Signed this _____ day of _____

2011

By: Individuals and joint holders

Companies (affix common seal if appropriate)

Signature

Signature

Signature

Director

Director/Company Secretary

Sole Director and Sole Company Secretary

Instructions for Completing 'Appointment of Proxy' Form

1. A member entitled to attend and vote at a Meeting is entitled to appoint not more than two proxies to attend and vote on their behalf. Where more than one proxy is appointed, such proxy must be allocated a proportion of the member's voting rights. If the shareholder appoints two proxies and the appointment does not specify this proportion, each proxy may exercise half the votes.
2. A duly appointed proxy need not be a member of the Company. In the case of joint holders, all must sign.
3. Corporate shareholders should comply with the execution requirements set out on the proxy form or otherwise with the provisions of Section 127 of the Corporations Act. Section 127 of the Corporations Act provides that a company may execute a document without using its common seal if the document is signed by:
 - two directors of the company;
 - a director and a company secretary of the company; or
 - for a proprietary company that has a sole director who is also the sole company secretary – that director.

For the Company to rely on the assumptions set out in Section 129(5) and (6) of the Corporations Act, a document must appear to have been executed in accordance with Section 127(1) or (2). This effectively means that the status of the persons signing the document or witnessing the affixing of the seal must be set out and conform to the requirements of Section 127(1) or (2) as applicable. In particular, a person who witnesses the affixing of a common seal and who is the sole director and sole company secretary of the company must state that next to his or her signature.

4. Completion of a proxy form will not prevent individual shareholders from attending the meeting in person if they wish. Where a shareholder completes and lodges a valid proxy form and attends the meeting in person, then the proxy's authority to speak and vote for that shareholder is suspended while the shareholder is present at the meeting.
5. Where a proxy form or form of appointment of corporate representative is lodged and is executed under power of attorney, the power of attorney must be lodged in like manner as this proxy.
6. To vote by proxy, please complete and sign the proxy form enclosed with this Notice of Meeting as soon as possible and either:
 - (a) send or deliver the proxy form to Pulse Health Limited, c/- Franks & Associates Pty Ltd, Suite 4, Level 9, 341 George Street, Sydney NSW 2000; or
 - (b) send the proxy form by facsimile to the Company on facsimile number (02) 9299 9629.

so that it is received not later than 10.00am AEDT on 26 November 2011.

Proxy forms received later than this time will be invalid.