



Notice of extraordinary general meeting

Occupational & Medical Innovations Limited ACN 091 192 871

Notice is given that an extraordinary general meeting of Occupational & Medical Innovations Limited (**Company**) will be held at:

Location	McCullough Robertson Lawyers, Auditorium A, Level 11, Central Plaza Two, 66 Eagle Street, Brisbane Queensland 4000
Date	18 June 2009
Time	10.00 am (Brisbane time)

Special Business

Approval for the issue of shares to a related party

To consider and if in favour, pass the following resolution as an ordinary resolution:

- 1 'That, for the purposes of Listing Rule 10.11 and for all other purposes, approval be given for the issue of up to 1,860,000 shares to Chelsea Printing Pty Ltd ACN 068 799 799 (a related party of director Mr Terence Skene), on the terms set out in the Explanatory Memorandum accompanying this Notice of Meeting.'

Note: If approval is obtained under Listing Rule 10.11, approval is not required under Listing Rule 7.1, as set out in the Explanatory Memorandum.

Dated 15 May 2009

By order of the board

Mr Don Mackenzie
Company secretary

Notes

- (a) A member who is entitled to attend and cast a vote at the meeting is entitled to appoint a proxy.
- (b) The proxy need not be a member of the Company. A member who is entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise.
- (c) If you wish to appoint a proxy and are entitled to do so, then complete and return the attached proxy form.
- (d) A corporation may elect to appoint a representative in accordance with the *Corporations Act 2001* (Cth) in which case the Company will require written proof of the representative's appointment which must be lodged with or presented to the Company before the meeting.
- (e) The Company has determined in accordance with Regulation 7.11.37 *Corporations Regulations 2001* that for the purpose of voting at the meeting or adjourned meeting, shares will be taken to be held by those persons recorded in the Company's register of members as at 10.00 am (Brisbane time) on 16 June 2009.
- (f) Further details regarding the appointment of proxies are set out in the 'Instructions for appointment of proxies' annexed to the Explanatory Memorandum.
- (g) If you have any queries on how to cast your votes then call Mr Don Mackenzie on (07) 3451 7000 during business hours.

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Voting Exclusions

Under Listing Rule 14.11, the Company will disregard any votes cast on Resolution 1 by Chelsea Printing Pty Ltd, Mr Terence Skene and their associates.

The Company will not however 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.

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Explanatory memorandum

Occupational & Medical Innovations Limited ACN 091 192 871

Resolution #1: Approval for the issue of shares to related party

Following the Company's announcement to the market via ASX on 6 January 2009 and the Company's Extraordinary General Meeting (**EGM**) which was held on 18 March 2009, the Company again seeks approval (please see the 'Further Information' section below), to issue up to 1,860,000 ordinary shares to Chelsea Printing Pty Ltd (**Chelsea Printing**) in accordance with the terms of the loan agreement between OMI and Chelsea Printing (**Loan Agreement**), to satisfy the principal and interest component of the Loan.

Summary of Loan Agreement

The Company has the option under the Loan Agreement, to issue shares in the Company in satisfaction of the principal and/or interest payments due. To do so however, the Company seeks shareholder approval in compliance with Listing Rule 10.11. Provided approval is obtained under Listing Rule 10.11, approval is not separately required under Listing Rule 7.1.

Listing Rule 10.11 requires the approval of ordinary shareholders before securities can be issued to a 'related party'. The Listing Rules apply the same definition of related party as the Corporations Act, or a person whose relationship with the Company or related party is in ASX's opinion, such that approval ought to be obtained. A director, their spouse, parent or an entity controlled by any of these persons is considered to be a related party of a public company for the purpose of Listing Rule 10.11.

Chelsea Printing is considered a related party, being an entity that is controlled by a parent of the partner of director Mr. Terence Skene. Accordingly approval is required under Listing Rule 10.11.

The key terms of the Loan Agreement are:

- Amount: \$450,000
- Interest: 10% p.a. (payable quarterly in arrears)
- Term: 24 months
- Security: Nil
- Early Repayment: May be repaid by OMI before the expiry of the Term.

The Loan Agreement terms provide that OMI may also elect to convert the debt for equity and repay the principal and accrued interest by issuing ordinary shares in OMI at an agreed value of \$0.25 per share, subject to prior shareholder approval in compliance with the Listing Rules. The Company wishes to effect this term in the Loan Agreement and allow the Company flexibility to issue Chelsea Printing up to 1,860,000 ordinary shares, being the equivalent to the principal and four calendar months interest accrued under the Loan Agreement as at the last day in the interest period, being 19 June 2009.



The following information is provided in accordance with Listing Rule 10.13 in relation to the ordinary shares that are proposed to be issued:

Name of person	Chelsea Printing Pty Ltd ACN 068 799 799.
Maximum number of securities to be issued	Up to approximately 1,860,000 ordinary shares in total, comprising the principal and interest components calculated as follows: <i>Principal component</i> $\$450,000 / \$0.25 = 1.8$ million ordinary shares <i>Interest component</i> Interest accrues on the Loan Amount at 10% per annum, calculated quarterly in arrears. As at the latest date of issue under this approval, the interest payable will be $\$15,000 / \$0.25 = 60,000$ ordinary shares
Date the Company will issue the securities	Pursuant to Listing Rule 10.13.3, the securities must be issued within one month of the approval date, i.e. no later than 18 July 2009.
Relationship to Company	Entity controlled by a parent of the partner of director, Mr Terence Skene.
Issue price of the securities	\$0.25 per ordinary share.
Terms of issue	Ordinary shares which will rank pari passu with all existing ordinary shares then on issue and the Company will seek quotation of the shares on ASX.
Intended use of funds	Full satisfaction of the principal and interest payable under the Loan Agreement.

Further Information

Following shareholder approval at the EGM held on 18 March 2009 as no election was received from the Lender, the Company paid the interest component totaling \$11,250 in cash.

The purpose of this EGM is to again seek shareholder approval to allow the Company the flexibility if required, to issue up to 1,860,000 ordinary shares to Chelsea Printing, being the ordinary share equivalent of the principal and interest payable under the Loan Agreement.

Whilst this approval is sought to allow the Company flexibility under the Loan Agreement, the Directors note that it is likely that only the interest component will be paid to the Lender and that it will again be paid to the Lender in cash.

During the course of the Loan, the Company may be required from time to time to call further general meetings (or put resolutions at its annual general meeting) to maintain its flexibility to issue shares in satisfaction of loan repayments. Subject to any waiver from ASX, the next such meeting will likely be held in September 2009.

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The highest and lowest closing sale prices for the Company's shares on ASX since the March EGM, and the respective dates of those sales, were \$0.12 per share on 8 April 2009 and \$0.12 per share on 25 March and the value weighted average price (**VWAP**) for the last five days on which trading occurred prior to 15 May 2009 was \$0.1928.

Directors' Recommendation

The Board (with Mr Terence Skene abstaining) recommends that shareholders vote in favour of approving the issue of shares under this resolution.

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Occupational & Medical Innovations Limited

ABN 11 091 192 871

000001 000 OMI
MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Lodge your vote:



By Mail:

Computershare Investor Services Pty Limited
GPO Box 242 Melbourne
Victoria 3001 Australia

Alternatively you can fax your form to
(within Australia) 1800 783 447
(outside Australia) +61 3 9473 2555

For all enquiries call:

(within Australia) 1300 552 270
(outside Australia) +61 3 9415 4000

Proxy Form

For your vote to be effective it must be received by 10.00am (Brisbane time) Tuesday 16 June 2009

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

Appointment of Proxy

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote as they choose. If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

Signing Instructions

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, 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 sign in the appropriate place to indicate the office held.

Attending the Meeting

Bring this form to assist registration. If a representative of a corporate securityholder or proxy is to attend the meeting you will need to provide the appropriate "Certificate of Appointment of Corporate Representative" prior to admission. A form of the certificate may be obtained from Computershare or online at www.computershare.com.

Turn over to complete the form →



View your securityholder information, 24 hours a day, 7 days a week:

www.investorcentre.com

Review your securityholding

Update your securityholding

Your secure access information is:

SRN/HIN: I999999999



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

STEP 1 Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Occupational & Medical Innovations Limited hereby appoint

the Chairman
of the meeting OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, 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 Extraordinary General Meeting of Occupational & Medical Innovations Limited to be held at McCullough Robertson Lawyers, Auditorium A, Level 11, Central Plaza Two, 66 Eagle Street, Brisbane Queensland 4000 on Thursday 18 June 2009 at 10.00am (Brisbane time) and at any adjournment of that meeting.

STEP 2 Items of Business

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

Special Business

1 Approval for the issue of up to 1,860,000 shares to a related party

For Against Abstain

<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
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The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.

SIGN Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact
Name _____

Contact
Daytime
Telephone _____

Date ____/____/____

OMI

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Computershare +