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**ASIAN CENTRE FOR LIVER DISEASES  
AND TRANSPLANTATION LIMITED  
ABN 42 091 559 125**

**NOTICE OF ANNUAL GENERAL MEETING**

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**Date of Meeting:  
Wednesday 7 December 2011**

**Time of Meeting:  
10.30 am**

**Place of Meeting:  
Level 8  
607 Bourke Street  
Melbourne VIC 3000**

**Shareholders are urged to attend or vote by lodging the proxy form  
attached to this Notice.**

ASIAN CENTRE FOR LIVER DISEASES AND TRANSPLANTATION LIMITED

ABN 42 091 559 125

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting of the members of Asian Centre for Liver Diseases and Transplantation Limited ("**Company**") will be held at Level 8, 607 Bourke Street, Melbourne VIC 3000, on 7 December 2011 at 10.30 am (AEDST) ("**Meeting**").

An Explanatory Memorandum to this Notice provides additional information in relation to the following resolutions. The Explanatory Memorandum and the Proxy Form form part of this Notice of Annual General 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 Meeting are those who are registered as Shareholders on 5 December 2011 at 7.00pm Melbourne time.

Proxy forms should be returned to the following address:  
Computershare Investor Services Pty Limited  
GPO Box 242  
Melbourne VIC 3001

Alternatively they can be faxed to 1800 783 447 (within Australia) and +61 3 9473 2555 (outside Australia).

Your proxy forms must be received 48 hours prior to the commencement of the Meeting.

Custodian Voting – For Intermediary Online subscribers (Custodians) please visit [www.intermediaryonline.com](http://www.intermediaryonline.com) to submit your voting intentions.

UNDIRECTED PROXIES

If you complete a proxy form that authorises the chairperson of the Meeting to vote on your behalf as proxy holder, and you do not mark any of the boxes so as to give him directions about how your vote should be cast, then your proxy will automatically become a directed proxy in favour of the resolution to adopt the Remuneration Report, and the chairperson will vote accordingly. If you wish to appoint the chairperson as your proxy holder but you do not want to put him in the position to cast your votes in favour of the Remuneration Report, you should complete the appropriate box on the proxy form, directing him to vote against or abstain from voting on this resolution.

Terms and abbreviations used in this Notice and the Explanatory Memorandum are defined in Schedule 1.

## AGENDA

### **Financial, Directors' and Auditor's Report**

To receive the Financial Report, Directors' Report and Auditor's Report of the Company for the financial year ended 31 August 2011.

### **Resolution 1 - Remuneration Report**

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

*"That the Remuneration Report be adopted by the Shareholders on the terms and conditions in the Explanatory Memorandum."*

### **Resolution 2- Re-election of Directors**

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

#### **Resolution 2 (a)**

*"That Dr Kai Chah Tan, a Director retiring in accordance with clause 13.2 of the Company's Constitution, and being eligible, offers himself for re-election, be re-elected as a Director of the Company."*

#### **Resolution 2 (b)**

*"That Ms Pamela Jenkins, a Director retiring in accordance with clause 13.2 of the Company's Constitution, and being eligible, offers herself for re-election, be re-elected as a Director of the Company."*

#### **Resolution 2 (c)**

*"That Mr Wing Kwan Teh, a Director retiring in accordance with clause 13.5 of the Company's Constitution, and being eligible, offers himself for re-election, be re-elected as a Director of the Company."*

#### **Resolution 2 (d)**

*"That Mr Harry Vui Khiun Lee, a Director retiring in accordance with clause 13.5 of the Company's Constitution, and being eligible, offers himself for re-election, be re-elected as a Director of the Company."*

### **Other Business**

To deal with any other business that may be brought forward in accordance with the Constitution and the Corporations Act 2001.

Dated 6 November 2011

By Order of the Board  
Dario Nazzari  
Company Secretary

ASIAN CENTRE FOR LIVER DISEASES AND TRANSPLANTATION LIMITED  
ABN 42 091 559 125

EXPLANATORY MEMORANDUM

**Introduction**

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting to be held at Level 8, 607 Bourke Street, Melbourne VIC 3000, on 7 December 2011 at 10.30 am (AEDST).

**Financial, Directors' and Auditors Report**

Shareholders will be offered the opportunity to discuss the Financial Report, Directors' Report and Auditor's Report for the financial year ended 31 August 2011 at the Meeting, copies of which can be found on the Asian Centre For Liver Diseases and Transplantation Limited website [www.asianlivercentre.com.sg](http://www.asianlivercentre.com.sg) or by contacting the Company's registered office on (08) 81100999.

Shareholders will be offered the opportunity to ask questions or make comments on the management of the Company.

**Resolution 1 - Remuneration Report**

Pursuant to section 250R(2) of the Corporations Act, the Company is required to put the Remuneration Report to the vote of Shareholders. The Directors' Report for the financial year ended 31 August 2011 contains the Remuneration Report which sets out the remuneration policy for the Company and reports the remuneration arrangements in place for the executive Directors, specified executives and non-executive Directors.

The provisions of the Corporations Act provide that Resolution 1 need only be an advisory vote of Shareholders. Accordingly, Resolution 1 is advisory only and does not bind the Directors. Of itself, a failure of Shareholders to pass Resolution 1 will not require the Directors to alter any of the arrangements in the Remuneration Report. However, the Board will take the outcome of the vote into consideration when considering the remuneration policy.

The Chairman of the Meeting will allow a reasonable opportunity for Shareholders as a whole to ask about, or make comments on, the Remuneration Report.

The company will disregard any votes cast in respect of Resolution 1 by key management personnel or their closely related parties (or any person voting on their behalf). However, the Company will not disregard a vote on Resolution 1 if:

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

**Resolution 2 - Re-election of Directors**

It is a requirement of the Company's Constitution and the ASX Listing Rules that one third of the Directors must retire at each annual general meeting (rounded down to the nearest whole number).

The Constitution provides that a Director who retires by rotation is eligible for re-election. It also requires that directors who were appointed during the year retire at the annual general meeting and are then eligible for re-election.

Pursuant to the Constitution, Dr Kai Chah Tan and Ms Pamela Jenkins will retire by rotation and seek re-election. Also, Mr Wing Kwan Teh and Mr Harry Vui Khiun Lee who were appointed during the year will retire and seek re-election.

**Dr Kai Chah Tan**

Dr Kai Chah Tan is an Executive Director of the Company. He was appointed on 14 August 2009.

Dr Tan graduated from the Medical Faculty, University of Malaya, in 1978 and obtained his Fellowship of the Royal College of Surgeons of Edinburgh in 1982. From 1984 to 1985, he obtained advanced training in paediatric surgery in Manchester and Southampton, United Kingdom. He obtained further training in paediatric hepatobiliary surgery and liver transplant surgery in King's College Hospital (KCH), London from 1986 to 1994.

**Ms Pamela Jenkins**

Ms Pamela Jenkins is an Executive Director of the Company. She was appointed on 14 August 2009.

Ms Jenkins holds a Bachelor of Science (Honours) degree from University of East London, United Kingdom as well as a Master of Business Administration ("MBA") from Kingston University, United Kingdom.

**Mr Wing Kwan Teh**

Mr Wing Kwan Teh is a Non-Executive Director of the Company. He was appointed on 31 January 2011.

Mr Teh is a Fellow of the Association of Chartered Certified Accountants (United Kingdom), a Certified Public Accountant of the Institute of Certified Public Accountants of Singapore, a Chartered Accountant of Malaysian Institute of Accountants and a Full Member of Singapore Institute of Directors.

**Mr Harry Vui Khiun Lee**

Mr Harry Vui Khiun Lee is an Independent Non-Executive Director of the Company. He was appointed on 18 April 2011.

Mr Lee has more than 20 years of experience in construction-related industries in Malaysia, Singapore and Australia. Mr Lee graduated from RMIT University, Melbourne, Australia with a Bachelor of Business majoring in Economics and Finance in 1985.

## Schedule 1 - Definitions

In this Explanatory Memorandum, Notice and Proxy Form:

“**Annual Report**” means the 2011 annual report of the Company, a copy of which was lodged with ASX.

“**ASIC**” means the Australian Securities and Investments Commission.

“**ASX**” means ASX Limited ABN 98 008 624 691 and where the context permits the Australian Securities Exchange operated by ASX Limited.

“**Auditor’s Report**” means the auditor’s report on the Financial Report.

“**Board**” means the Board of Directors.

“**Company**” means Asian Centre for Liver Diseases and Transplantation Limited ABN 42 091 559 125.

“**Constitution**” means the constitution of the Company.

“**Corporations Act**” means the *Corporations Act 2001* (Cth).

“**Director**” means a director of the Company.

“**Directors’ Report**” means the annual directors’ report prepared under chapter 2M of the Corporations Act for the Company and its controlled entities.

“**Explanatory Memorandum**” means the explanatory memorandum to the Notice.

“**Financial Report**” means the 2011 annual financial report prepared under chapter 2M of the Corporations Act of the Company.

“**Listing Rules**” means the Listing Rules of ASX.

“**Meeting**” has the meaning given in the introductory paragraph of the Notice.

“**Notice**” means this notice of meeting.

“**Proxy Form**” means the proxy form attached to the Notice.

“**Remuneration Report**” means the remuneration report of the Company contained in the Directors’ Report.

“**Resolution**” means a resolution contained in this Notice.

“**Schedule**” means a schedule to this Notice.

“**Shareholder**” means a shareholder of the Company.

“**AEDST**” means Australian Eastern Daylight Standard Time.

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## 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 Intermediary Online subscribers only  
(custodians) [www.intermediaryonline.com](http://www.intermediaryonline.com)

### For all enquiries call:

(within Australia) 1300 652 721  
(outside Australia) +61 3 9946 4400

## Proxy Form

For your vote to be effective it must be received by 10:30am (Melbourne time) on Monday 5 December 2011

### 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. Delete titles as applicable.

### 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.investorcentre.com](http://www.investorcentre.com) under the information tab, "Downloadable Forms".

**Comments & Questions:** If you have any comments or questions for the company, please write them on a separate sheet of paper and return with this form.

**Turn over to complete the form** →



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

**[www.investorcentre.com](http://www.investorcentre.com)**

Review your securityholding

Update your securityholding

*Your secure access information is:*



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

**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.

# Proxy Form

Please mark  to indicate your directions

## STEP 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Asian Centre for Liver Diseases and Transplantation 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 Annual General Meeting of Asian Centre for Liver Diseases and Transplantation Limited to be held at Level 8, 607 Bourke Street, Melbourne Victoria on Wednesday 7 December, 2011 at 10:30am (Melbourne time) and at any adjournment of that meeting. **Important for Item 1** - If the Chairman of the Meeting is your proxy or is appointed as your proxy by default and you do not mark any of the boxes in step 2 below on **Item 1** you are directing the Chairman of the Meeting to vote in accordance with the Chairman's voting intentions as set out below and in the Notice of Meeting even though **Item 1** is connected directly or indirectly with the remuneration of a member of key management personnel. Please note you can direct the Chairman of the Meeting to vote for, against or abstain from voting on **Item 1** by marking the appropriate box in step 2 below.

## 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.

### ORDINARY BUSINESS

	For	Against	Abstain
Item 1 Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2a Re-election of Dr Kai Chah Tan as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2b Re-election of Ms Pamela Jenkins as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2c Re-election of Mr Wing Kwan Teh as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 2d Re-election of Mr Harry Vui Khiun Lee as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote all available 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 / / \_\_\_\_\_