



Vita Life Sciences Limited  
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16 April 2014

Dear Shareholder,

As you may know, Vita Life Science Limited has historically held the Annual General Meeting in Melbourne, the location of our Corporate Office. It is our intention to rotate the location of the AGM between Melbourne and Sydney from this year forward, with our first Sydney AGM to be held at 33 Erskine Street at 2.30pm on Thursday, 22 May 2014.

Should you not be able to attend the AGM in Sydney, please take your time to peruse the included Notice of Meeting and return the Proxy Form. Also included is a Change of Shareholders Details form should you wish to change any of your details, provide a Tax File Number, or advise details of your bank account in order to have future dividend payments paid directly to your bank. Please forward this change of details form directly to our Share Registry, Gould Ralph.

Mr Matthew Beckett, our Company Secretary, can be contacted on (03) 9828 0500 or via email at [mbeckett@vitalifesciences.com.au](mailto:mbeckett@vitalifesciences.com.au) if you have any queries regarding the AGM.

I would also like to extend an invitation to any shareholders who are not able to attend the AGM in Sydney to join the Directors for an informal meeting of shareholders over tea and coffee at our Corporate Office in Melbourne on Wednesday, 4 June 2014 at 10am. Please contact Mr Beckett if you wish to attend the shareholder meeting in Melbourne in order to determine catering requirements

Yours sincerely

Eddie Tie  
Chairman and Managing Director  
Vita Life Sciences Limited



# **VITA LIFE SCIENCES LIMITED**

## **NOTICE OF ANNUAL GENERAL MEETING**

### **AND EXPLANATORY STATEMENT**

**to be held at the Institute of Chartered Accountants Function Centre  
Level 1, 33 Erskine Street, Sydney, New South Wales, 2000  
at 2.30pm, Australian Eastern Standard Time on  
Thursday, 22 May 2014**

**This document is important.**

Please read the information it contains carefully. It is important that you vote on these resolutions either by attending the meeting or by completing and lodging the enclosed proxy form. If you are in doubt as to its contents, or the course you should follow, you should consult your professional advisor(s).

#### **IMPORTANT DATES**

|   |         |                       |
|---|---------|-----------------------|
| Close for receipt of written questions to Auditor | 5.00 pm | Thursday, 15 May 2014 |
| Close for receipt of Proxy Forms                  | 2.30 pm | Tuesday, 20 May 2014  |
| Determination of Entitlement to Vote              | 7.00 pm | Tuesday, 20 May 2014  |
| Annual General Meeting                            | 2.30 pm | Thursday, 22 May 2014 |

Note: All references to time in this document are to that time in Sydney, New South Wales.

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## NOTICE OF ANNUAL GENERAL MEETING OF VITA LIFE SCIENCES LIMITED

Notice is given that the annual general meeting of members of Vita Life Sciences Limited ACN 003 190 421 (**Company**) will be held at the Institute of Chartered Accountants, 33 Erskine Street, Sydney Australia on **Thursday 22 May 2014** at **2.30pm** Australian Eastern Standard Time.

### 1. ORDINARY BUSINESS

#### 1.1 Financial Statements and Reports

- (a) *To receive and consider the financial statements and the reports of the directors and the auditors of the Company for the year ended 31 December 2013.*

An explanation of this item is to be found in the notes to this notice and item 2.1 of the Explanatory Statement.

#### (b) Resolution 1 – Remuneration Report

Shareholders will be asked to consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

*"That the Remuneration Report as set out in the Annual Report of the Company for the financial year ended 31 December 2013 be adopted."*

An explanation of this item is to be found in item 2.2 of the Explanatory Statement.

The vote on this resolution is advisory only and is not intended to bind the Directors or the Company.

#### Voting exclusion statement in relation to Resolution 1

The Company will disregard any votes cast on Resolution 1 by or on behalf of:

- (a) A member of the key management personnel, details of whose remuneration are included in the remuneration report; or
- (b) a closely related party of such a member.

#### Exceptions to voting exclusions

However, the Company will not disregard a vote cast by a person described above if:

- (c) The person does so as a proxy appointed by writing that specifies how the proxy is to vote on Resolution 1: or
- (d) the vote is not cast on behalf of a person described in paragraphs (a) or (b) above.

#### 1.2 Resolution 2 – Re-election of Director

Shareholders will be asked to consider and, if thought fit, pass the following resolution as an **ordinary resolution** with effect from the close of the meeting:

*"That Henry George Townsing, a director retiring by rotation in accordance with rule 5.1 of the Constitution, being eligible and having consented to act, be re-elected as a director of the Company."*

An explanation of Resolution 2, and more information on Mr Townsing, is to be found in item 3 of the Explanatory Statement.



### 1.3 Resolution 3 – Long Term Incentive Plan

Shareholders will be asked to consider and, if thought fit, pass the following resolution as an **ordinary resolution** with effect from the close of the meeting:

*"That the Company approve the issue of Plan Shares, the principal terms of which are set out in the Explanatory Notes, is approved for all purposes including for the purpose of listing rule 7.2 exception 9 (as an exception to listing rule 7.1)."*

An explanation of Resolution 3, and a summary of the Plan and Loan, is to be found in item 4 of the Explanatory Statement.

**Voting Exclusion:** The Company will disregard any votes cast on this resolution by a Director of the entity (except one who is ineligible to participate in the Plan) or an Associate of the Director, 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 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.

### 1.4 Resolution 4 – Share Buy-Back

Shareholders will be asked to consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

*"That pursuant to and in accordance with section 257C of the Corporations Act 2001 (C'wlth), as amended, Rules 7.29 and 7.33 of the Listing Rules of ASX Limited, and for all other purposes, the shareholders approve, with effect from when the Directors make the relevant announcement to the ASX, the on-market buy-back of up to 15% of the fully paid ordinary shares in the Company expiring on whichever is the earlier of the anniversary of the passage of this resolution or the 2015 Annual General Meeting and otherwise on the terms and conditions set out in the Explanatory Statement accompanying the 2014 Annual General Notice of Meeting at which this resolution is to be put."*

An explanation of Resolution 4 is to be found in item 5 of the Explanatory Statement.

## 2. OTHER BUSINESS

To consider any other business that may be properly brought forward at the meeting in accordance with the Constitution and the law.

### By Order of the Board

Matthew Beckett  
Company Secretary

Dated: 16 April, 2014

### PLEASE NOTE:

The Notes to, and the Explanatory Statement and Proxy Form following, this Notice of Meeting should be read in conjunction with, and form part of, this Notice.

*Capitalised words have the meanings ascribed to them in the Glossary in the Explanatory Statement.*

## NOTES TO NOTICE OF MEETING

### 1. Explanatory Statement

An explanation of each resolution is included in the accompanying Explanatory Statement.

### 2. Voting and Required Majority

2.1 The Board, as the convenor of the meeting, has determined that the shareholding of each member for the purpose of ascertaining voting entitlements for the Annual General Meeting will be as it appears on the register of Shareholders at **7.00pm** (Melbourne time) on **Tuesday, 20 May 2014** and will process no transfers from that time until the end of the Meeting.

2.2 On a show of hands, every person present and qualified to vote shall have one vote. If a Shareholder appoints one proxy, then that proxy may vote on a show of hands. However, if the Shareholder appoints 2 proxies, neither may vote on a show of hands.

If a Shareholder appoints a proxy who is also a Shareholder or also a proxy for another Shareholder, their directions may not be effective on a show of hands. However, upon a poll and upon the proxy voting on the poll then their voting direction will be fully counted. Should a poll be taken, then the Auditors, Russell Bedford NSW, will act as scrutineer.

2.3 For the Resolutions to be effective:

- each Resolution must be passed at a meeting of which not less than 28 days' written notice specifying the intention to propose the Resolutions has been given; and
- each ordinary Resolution must be passed by more than 50% of all the votes cast by Shareholders entitled to vote on the Resolutions (whether in person or by proxy, attorney or representative).

### 3. Voting Exclusion Statements

3.1 The Company will disregard any votes cast on Resolutions 1, 2 and 3 by:

- A member of the key management personnel (KMP) whose details are included in the remuneration report or closely related parties of those KMP in relation to Resolution 1;
- the Plan Directors (as persons who can benefit from participation in the Long Term Incentive Plan) and any Associates of the Plan Directors in relation to Resolution 3; or
- any person who has an interest, or will obtain a benefit, in the passing of the relevant Resolution(s) and any Associates of that person.

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 (excluding any vote on behalf of KMP or their closely related parties for Resolutions 1 and 3); 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.

3.2 In approving the Notice of Meeting all Resolutions as set out as the business of the meeting have the support and recommendation of all the Directors except in the case of:

- (a) the re-election of Mr Townsing as a Director seeking re-election where, in relation to Resolution 2, Mr Townsing abstained from voting in respect of his own re-election; and
- (b) the re-initiation of the plan, all Plan Directors abstained from voting

#### 4. Questions and Comments by Shareholders at the Meeting

- 4.1 In accordance with the Corporations Act (sections 250S and 250SA) and rule 104.3 of the Constitution, a reasonable opportunity will be given to Shareholders at the meeting to ask questions about, or make comments on, the management of the Company and the remuneration report.
- 4.2 Similarly, in accordance with the Corporations Act (section 250T) and rule 104.4 of the Constitution, a reasonable opportunity will be given to Shareholders to ask the Auditors, Russell Bedford NSW, questions relevant to:
- (1) the conduct of the audit;
  - (2) the preparation and content of the Auditor's Report;
  - (3) the accounting policies adopted by the Company in relation to the preparation of its financial statements; and
  - (4) the independence of the Auditor in relation to the conduct of the audit.
- 4.3 Shareholders may also submit written questions to Russell Bedford NSW, via the Company, no later than 5 business days before the Annual General Meeting. Any question must be relevant to the content of Russell Bedford NSW's Audit Report or the conduct of its audit of the Company's financial report for the year ended 31 December 2013.
- Relevant written questions for Russell Bedford NSW must be received no later than **5.00pm** (Melbourne time) on **Thursday, 15 May 2014**. A list of those relevant written questions will be made available to Shareholders attending the Annual General Meeting. Russell Bedford NSW will either answer the questions at the Annual General Meeting or table written answers to them at the Meeting. If written answers are tabled at the Meeting, they will be made available to Shareholders as soon as practicable after the Annual General Meeting.

#### 5. Proxies

- 5.1 A Shareholder entitled to attend and vote at this Meeting is entitled to appoint not more than 2 proxies. If 2 proxies are appointed, each proxy must be appointed to represent a specific proportion or number of the Shareholder's voting rights. If the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, each proxy may exercise one half of the Shareholder's votes.
- 5.2 If Shareholders wish to appoint one proxy, please use the form provided. If you want to appoint 2 proxies, please contact the Company for an additional form, or copy that provided, and follow the instructions set out on the reverse side of the proxy form.
- 5.3 A Shareholder may appoint an individual or a body corporate as their proxy. A body corporate appointed as a proxy may then nominate an individual to exercise its powers at meetings. A proxy need not be a Shareholder of the Company.
- 5.4 To be effective a proxy form and an original or certified copy of the authority (if any) under which it is signed (such as a power of attorney or, in the case of a body corporate Shareholder, a certificate of appointment of personal representative) must be:
- delivered (by hand, mail, courier or fax) to the Company at Suite 650, Level 6, 1 Queens Road, Melbourne, Victoria 3004, Australia;
  - sent by facsimile to (+613) 9820 5957 or the registered office of the Company;
  - by email to [enquiries@vitalalifesciences.com.au](mailto:enquiries@vitalalifesciences.com.au); or
  - delivered to the registered office of the Company,
- to arrive (in each case) no later than **2.00pm** (Melbourne time) on **Tuesday, 20 May 2014**. If it is not received by that time, the appointment of proxy will not be treated as effective.
- 5.5 If a Shareholder is a body corporate, the proxy form may be signed by:
- 2 directors; or



- a director and either a company secretary or other authorised signatory; or
  - in the case of a proprietary company that has a sole director that is also the sole company secretary, by that director, or
  - the body corporate's appointed attorney under power of attorney.
- 5.6 In the case of joint holdings a proxy may be signed by any one of the joint holders. However, if the Company receives more than one appointment for the same Share:
- an appointment signed by all joint holders will be accepted in preference to an appointment signed by the Shareholder whose name appears first in the register of Shareholders or by any other Shareholder holding the share jointly; and
  - subject to the preceding paragraph, an appointment signed by the Shareholder whose name appears first in the register of Shareholders will be accepted in preference to an appointment signed by any other Shareholder or Shareholders holding the share jointly.
- 5.7 Completion of a proxy form will not prevent individual Shareholders from attending the Meeting if they wish. Where a Shareholder completes and delivers a valid proxy form and attends in person, the authority of the proxy to speak and vote for that Shareholder is suspended while the Shareholder is present at the Meeting.
- 5.8 In the absence of your instructions, your proxy will vote or abstain from voting on a show of hands as they think fit. Should the proxy vote on a show of hands, the proxy must vote in the way that they were directed to do so.
- 5.9 If the proxy has 2 or more appointments that specify different ways to vote on the resolution, the proxy must not vote on a show of hands.
- 5.10 If the proxy is the chair of the meeting, the proxy must vote on a poll, and must vote in the way they were directed to do so.
- 5.11 If the proxy is not the chair of the meeting, the proxy need not vote on a poll, but if the proxy does so, they must vote as directed to do so.
- 5.12 If a proxy is appointed who is not chair of the meeting, and the appointment of a proxy specifies the way the proxy is to vote on a particular resolution of the meeting and a poll is called, and either of the following apply:
- (i) the appointed proxy is not recorded as attending the meeting on the record of attendance for the meeting; or
  - (ii) the appointed proxy does not vote on the resolution;
- then the chair of the meeting is taken, before voting on the resolution closes, to have been appointed as the proxy for the purposes of voting on the resolution at the meeting.
- 5.13 Should you desire to direct your proxy how to vote, please insert 'X' or the percentage of votes in the box appropriate to each Resolution in the proxy form.

**SHAREHOLDERS ARE URGED TO COMPLETE ANY ONE OF THE "FOR", "AGAINST" OR "ABSTAIN" BOXES ON THE PROXY FORM THEREBY GIVING A DIRECTED PROXY WHICH THEN CAN BE COUNTED IN ACCORDANCE WITH THEIR WISHES.**





## EXPLANATORY STATEMENT

### 1. IMPORTANT NOTICE

- 1.1 This Explanatory Statement is given to Shareholders to explain the resolutions to be considered at the Annual General Meeting (**Resolutions**) and to allow Shareholders to determine how they wish to vote on the Resolutions. The Explanatory Statement should be read in conjunction with, and forms part of, the Notice of Annual General Meeting which this Explanatory Statement accompanies.
- 1.2 Capitalised words in this explanatory statement have a defined meaning which appears in it or in the Glossary.
- 1.3 This explanatory statement is dated 16 April 2014.

### 2. REPORTS

- 2.1 The Corporations Act requires the financial statements and reports of the Directors and Auditors to be laid before the Meeting. These are all incorporated into the 2013 Annual Report which is available on the Company's website at [www.vitalifesciences.com.au](http://www.vitalifesciences.com.au). Neither the Act nor the Constitution requires Shareholders to vote on such statements and reports. However, Shareholders will be given ample opportunity to raise questions on the Annual Report and other matters at the Meeting. For further information as to these, see note 4 in the "Notes to the Notice of Meeting" section.

#### 2.2 Explanation of Resolution 1 - Remuneration Report

The Directors' Report - "Remuneration Report" (**Remuneration Report**) is contained in the Company's 2013 Annual Report.

The Corporations Act requires a resolution be put to the shareholders of a listed company to adopt the remuneration report as disclosed in the Directors' Report component of the 2013 Annual Report (see pages 10 to 14 inclusive). This Resolution is being put so as to give Shareholders a reasonable opportunity to ask questions or make comments concerning the Remuneration Report during the Meeting. The vote on this Resolution is advisory only and non-binding on the Board.

The Remuneration Report:

- (1) explains the Board's policies in relation to the nature and level of remuneration paid to Directors, secretaries and senior managers with the Company;
- (2) discusses the link between the Board's policies and the Company's performance;
- (3) provides a summary of performance conditions, explaining why they were chosen and how performance is measured against them;
- (4) sets out remuneration details for each Director and for each member of the Company's senior executive management team; and
- (5) makes clear that the basis for remunerating non-executive directors is distinct from the basis for remunerating executives, including executive directors.

A reasonable opportunity will be provided for discussion of the Remuneration Report at the Meeting.

Under Section 250BD of the Corporations Act, a person who is appointed as a proxy must not exercise any undirected proxies on a resolution connected with the remuneration of Key Management Personnel (KMP) if they themselves are, or are a closely related party of, a member of the KMP. As such a person, the Chairman will not exercise any undirected proxies with regard to resolution 1.

The *Corporations Amendment (Improving Accountability on Director and Executive Remuneration) Act 2011* became law on 27 June 2011. The Act amends the Corporations Act to include a “2 strikes” rule that if a company’s remuneration report receives a “no” vote of at least 25% at two consecutive annual general meetings, a spill resolution must then be put to shareholders at the second annual general meeting to determine whether the entire Board must stand for re-election. If the spill resolution is passed (by a normal majority of 50%), the Board must vacate office and stand for re-election at another general meeting which must be convened within 90 days.

### 2.3 Directors' Recommendation

**The Board, each acknowledging their personal interest, unanimously recommends that Shareholders vote in favour of Resolution 1.**

### 3. EXPLANATION OF RESOLUTION 2: RE-ELECTION OF DIRECTOR – HENRY GEORGE TOWNSING

3.1 Shareholders will be asked to consider and, if thought fit, pass the following Resolution as an **ordinary resolution**:

*“That Henry George Townsing, a director retiring by rotation in accordance with rule 5.1 of the Constitution, being eligible and having consented to act, be re-elected as a director of the Company.”*

Mr Townsing, being eligible, offers himself for re-election as a Director of the Company and his consent to act will be tabled at the Meeting prior to the resolution to re-appoint him being put to the Meeting.

3.2 The Constitution and the ASX Listing Rules require that, at each annual general meeting, one third of the Directors must retire from office. The Directors retire by rotation and hence Mr Townsing is being put up for re-election.

3.3 The Nominations Committee of the Company has conducted an assessment of Mr Townsing, and has reviewed the skills, knowledge, experience and diversity represented on the Board. Having conducted those assessments and that review, the Board recommends to Shareholders the re-election of Mr Townsing.

3.4 The following is a profile of Mr Townsing:

|                        |  |
|------------------------|--|
| <b>Board position:</b> | Appointed Non-Executive Director in December 2011.   |
| <b>Qualifications:</b> | Diploma of Valuation.  |
| <b>Experience:</b>     | Mr Townsing served as a director of the Company from 1985 to 1992, 2004 to 2009 and was re-appointed in December 2011.<br>He has over 30 years experience in corporate finance and property development. |
| <b>Committees:</b>     | Member of the Board Nominations and Remuneration Committees  |



The Chairman of the Meeting intends to vote any undirected proxies in favour of the re-election of Mr Townsing.

**3.5 Directors' Recommendation**

**The Board, other than Mr Townsing (who abstains), recommends that Shareholders vote in favour of Resolution 2.**

**4. EXPLANATION AND SUMMARY OF RESOLUTION 3: LONG TERM INCENTIVE PLAN**

4.1 Shareholders will be asked to consider and, if thought fit, pass the following resolution as an **ordinary resolution**:

*"That the Company approve the issue of Plan Shares, the principal terms of which are set out in the Explanatory Notes, is approved for all purposes including for the purpose of listing rule 7.2 exception 9 (as an exception to listing rule 7.1)."*

**4.2 Background**

In the 2004 Annual General Meeting, shareholders authorised the Company's Long Term Incentive Plan ("Plan") for key employees, senior executives, directors and officers of the Company. The principal objective of the Plan is to recognise performance and behaviour that delivers sustainable long-term shareholder value and seeks to align the interests of management with those of shareholders.

The Plan was refreshed at the 2010 Annual General Meeting to facilitate the issue of further Plan Shares, and to ensure any further Plan Shares issued would be exempted from ASX Listing Rule 7.1 (as discussed further at point 4.3 below).

The Directors propose to refresh the Plan at the 2014 Annual General Meeting with the associated limit on Plan Shares based on the total shares on issue as at the date of this notice. The refreshed Plan is summarised in the table below:

|                            | <b>Current Plan</b>  | <b>Proposed Plan</b>   |
|----------------------------|--|--|
| <b>Purpose of the Plan</b> | The purpose of the Plan is to encourage employees, directors and officers to share in the ownership of the Company. Those employees, Directors and officers who do participate are defined as "participating employees or officers". Shares in the Company that are purchased pursuant to the Plan are referred to as "Plan Shares".   | No change.   |
| <b>Maximum Plan shares</b> | The maximum Plan Shares to be purchased pursuant to this Plan by Directors, key employees and officers are 10% of total shares on issue after the issue of Plan Shares. Based on the number of ordinary shares on issue as at the date of the 2010 Plan as authorized by Shareholders at the 2010 Annual General Meeting held on 20 May 2010, being 54,285,307 shares, the maximum Plan Shares are 6,031,700 shares.<br><br>From the date of the 2010 Annual General Meeting, 5,335,000 Plan Shares were issued to officers and employees of the Company, of which 1,135,000 were not exercised, 3,555,000 were exercised and 645,000 are on issue but have not reached the exercise date. | The maximum Plan Shares to be available pursuant to this Plan to be 10% of total shares on issue after the issue of Plan Shares, including Plan Shares on issue but not exercised as at the date of this meeting. There are 56,235,447 ordinary shares on issue (excluding 645,000 Plan Shares presently on issue not yet exercised) as at the date of this notice; hence the maximum Plan Shares available for issue under this proposed plan is 6,248,383 (including the |

|                             |  |  |
|-----------------------------|--|--|
|                             |  | 645,000 Plan Shares presently on issue). |
| <b>Plan Participation</b>   | <p>Participation in the Plan is by invitation of the Directors. Such invitation to participate is at the absolute discretion of the Directors. There are rules covering the form of invitation and a minimum parcel of 100 shares must be applied for by participating employees or officers.</p> <p>There are rules covering the acceptance and allotment of Plan shares. Under no circumstances will shares be allotted if to do so would be in breach of the Corporations Act.</p>  | No change.                               |
| <b>Risk</b>                 | <p>There may be risks associated with participation in the Plan in that in certain circumstances the Plan Shares may lose value and participating employees or officers may not benefit from the investment. The issue of shares may have a dilutionary effect on the share price but the number in question here is regarded by the Directors as too few to likely to have that effect.</p>   | No change.                               |
| <b>Financial Assistance</b> | <p>A participating employee or officer may apply to the Company for financial assistance to finance the subscription for Plan Shares. The Company may accept the application for financial assistance by making an interest limited (limited to dividends on the underlying shares) loan to the participating employee or officer (“borrower”).</p> <p>In any event the Company will not accept an application for financial assistance under the Plan if to do so would be in breach of the Corporations Act.</p> <p>Financial assistance is repayable:</p> <ul style="list-style-type: none"> <li>- at the end of 5 years (or a longer period which the Company may determine); or</li> <li>- immediately upon the dismissal or resignation of the borrower; or</li> <li>- immediately upon failure to satisfy the performance hurdle (if any) within the time period determined by the Company or upon the death or retirement of the participating employee or officer or upon the termination of the employment of the participating employee or officer otherwise than by way of dismissal or resignation.</li> </ul> <p>A participating employee or officer who received financial assistance shall:</p> <ul style="list-style-type: none"> <li>- authorise the Company to sell any bonus shares, rights or further shares issued in respect of the Plan Shares and to apply all or any of the proceeds thereof in reduction of the amount of the borrower’s indebtedness to the Company; and</li> <li>- give an irrevocable direction to the Company to pay to itself on behalf of the borrower and for the purposes of reducing the amount of the borrower’s indebtedness to the Company or to meet any interest</li> </ul> | No change.                               |

|   |   |                   |
|---|---|-------------------|
| <p><b>Financial Assistance (Continued)</b></p>  | <p>charge on the financial assistance, all or any moneys that may from time to time become payable in respect of the Plan Shares or other shares, including dividends.</p> <p>A participating employee or officer who received financial assistance will be required to transfer the Plan Shares to the Company for their original subscription price upon:</p> <ul style="list-style-type: none"> <li>- dismissal or acceptance of resignation; or</li> <li>- failure to satisfy performance hurdles within the time period (if any); or</li> <li>- at the end of 5 years; unless the borrower lodges a written request to retain the Plan Shares with the Directors before the fifth anniversary of the issue of the Plan Shares and the Directors, at its absolute discretion, decides to waive the transfer requirement.</li> </ul> <p>Where the financial assistance provided to a participating employee or officer is required to be repaid, the financial assistance provided must be repaid in full. Payment may be undertaken by offsetting any monies which the Company owes the borrower against the outstanding balance of the borrowings.</p> <p>The Board may at its absolute discretion provide financial assistance to a participating employee or officer, which financial assistance is secured by and strictly limited in all circumstance to the value of the Plan Shares. Where the Board has provided financial assistance in these circumstances, the Company will not in any circumstances be able to make any claim against the participating employee or officer in excess of the value realised for the Plan Shares.</p> <p>If the Company is authorised to sell any Plan Shares in order to pay any money owing by the participating employee or officer and the proceeds of sale exceed the total amount owing to the Company, the surplus shall be paid by the Company to the participating employee or officer.</p> | <p>No change.</p> |
| <p><b>Security for Financial Assistance</b></p> | <p>As security for financial assistance, a participating employee or officer must grant to the Company:</p> <ul style="list-style-type: none"> <li>- a pledge of the Plan Shares acquired by the borrower at the time the financial assistance is provided to the borrower;</li> <li>- a charge over: <ul style="list-style-type: none"> <li>(a) all the bonus shares, rights and further shares issued in respect of those Plan Shares; and</li> <li>(b) all the dividends paid or payable on those Plan Shares or other shares the subject of the charge.</li> </ul> </li> </ul> <p>The participating employee or officer must not create any other security interest over the Plan Shares whilst</p>   | <p>No change.</p> |

|   |  |            |
|---|--|------------|
|   | they are subject to the Plan. Where, a participating employee or officer does create a security interest over the Plan Shares, that participating employee or officer must transfer the Plan Shares to the Company for their original subscription price and fully repay any outstanding loan related to the Plan Shares and have no further entitlement under the Plan.   |            |
| <b>Alteration of the terms and provisions of the Plan</b> | Subject to the law, the Company may make such alterations, variations, additions, deletions or modifications to all or any of the provisions of the Plan or to all or any of the rights or obligations of the participants or any of them as may be determined by the Directors, provided however that no such alteration, variation, addition, deletion or modification shall be made if it would have the effect of depriving the holders of issued Plan Shares of any rights to which they are then entitled unless approved by 75% of the holders of Plan Shares affected by such a change or unless the amendments are required by law. | No change. |
| <b>Period of Plan</b>                                     | The Plan, as approved by shareholders in the 2004 Annual General Meeting shall continue until terminated by resolution of the Directors at any stage.  | No change. |
| <b>Administration Expenses</b>                            | The Company will meet the ongoing administration expenses of the Plan. The participating employee or officer will meet all outgoings and expenses in selling or otherwise dealing with his or her shares.  | No change. |

A copy of the Company's Plan is available for inspection at the Melbourne office referred to on the Proxy Form at the end of this Notice of Meeting by any member of the Company during normal hours on any business day prior to the date of the Meeting. A copy of the Plan will be available at the Annual General Meeting for inspection.

#### 4.3 Reason for shareholder approval

The law in Australia is such that approval is not required by shareholders of the Company. However, consistent with the Company's commitment to adopt a better standard of corporate governance, the Directors are requesting that shareholders approve the terms of the proposed amended Plan.

Shareholders are being requested to approve the proposed amended Plan as an exception to the restriction in the ASX Listing Rule 7.1 that no more than 15% of the issued capital in any rolling 12 month period can be issued by the Company in any year without shareholder approval unless an exception applies. One of the exceptions is an issue of securities under an employee incentive scheme:

- a. That Shareholders approved the Plan Shares issue as an exception to the listing rule 7.1; or
- b. That the terms of the Plan were set out in the Prospectus where the Plan was established before the Company was listed;

within three years before the issue date.

Whilst the issue under the Plan will be considerably lower than the 15 percent, the Directors feel that it is prudent to carve these shares out of that limit so as to retain the maximum capacity to finance new business opportunities through issue of shares.

## 5. EXPLANATION AND SUMMARY OF RESOLUTION 4: SHARE BUY-BACK

- 5.1 Shareholders will be asked to consider and, if thought fit, pass the following resolution as a **ordinary resolution**:

*"That pursuant to and in accordance with section 257C of the Corporations Act 2001 (C'wlth), as amended, Rules 7.29 and 7.33 of the Listing Rules of ASX Limited, and for all other purposes, the shareholders approve, with effect from when the Directors make the relevant announcement to the ASX, the on-market buy-back of up to 15% of the fully paid ordinary shares in the Company expiring on whichever is the earlier of the anniversary of the passage of this resolution or the 2015 Annual General Meeting and otherwise on the terms and conditions set out in the Explanatory Statement accompanying the 2014 Annual General Notice of Meeting at which this resolution is to be put."*

### 5.2 Background

The Corporations Act authorises a listed company to buy-back its own shares on market if the buy-back does not materially prejudice its ability to pay its creditors and it follows the procedures set out in the Corporations Act. Shareholder approval is required if all of the shares bought back in the last 12 months are more than 10% of the minimum number of shares on issue at any time during the last 12 months. This limit after which a company requires shareholder approval for an on-market buy-back is called the "10/12 limit".

Authority is sought to affect an on-market buy-back of Shares subject to conditions, such as the purchase of up to a maximum of 15% of the issued capital by the Company. Such an on-market buy-back would exceed the 10/12 limit.

Resolution 4 authorises an on-market buy-back for the current financial period expiring on whichever is the earlier of:

- the anniversary of the passage of this resolution; or
- the 2015 Annual General Meeting.



- 5.3 The price that the Company will pay under the on-market buy-back offer is the current market price as outlined below. For there to be a “current market price”:
- share trades must have been recorded on the ASX on at least 5 trading days in the 3 months preceding the buy-back (ASX Listing Rule 7.29);
  - the Company must have made an announcement to the ASX that it complies with that Listing Rule and intends to proceed with an on-market buy-back; and
  - there must be a moving cap calculated at 5% above the average of the market price of the Shares calculated over the last 5 days in which trading in the Shares was recorded, with the buy-back to occur on the next trading day (ASX Listing Rule 7.33).
- 5.4 As required by section 257C(1) of the Corporations Act, the implementation of the buy-back is conditional on the approval by a resolution passed at a general meeting of the Company. This resolution is an ordinary resolution and will be passed if a majority of votes cast, in person or by proxy, attorney or representative by Shareholders at the meeting is cast in favour of the resolution.
- 5.5 If this resolution is passed, the buy-back may be implemented by the Board at any time by making the announcement to the ASX required by the ASX Listing Rules. Nevertheless, the Board may choose not to proceed, or to proceed at a later date (see item 4.6 (c)).
- 5.6 If the Board makes the relevant announcement the on-market buy-back will be effected on the following terms:
- (a) The maximum percentage of Shares to be bought back is 15%. Based on the number of ordinary shares on issue as at the date of this notice being 56,880,447 shares, the maximum number of Shares to be bought back would be 8,532,067.
  - (b) The Constitution does not, at the relevant time, preclude the buy-back of Shares or restrict the Company's power to do so. The Company will stand in the market to buy-back not more than 15% of its ordinary share capital and this can be done on a continuous basis.
  - (c) The Company intends that no offer will be made earlier than 23 May 2014 and the relevant Shares will all have been bought back before the close of business on 22 May 2015, however, the resolution can operate for as long as 12 months or until the next AGM, whichever occurs first.
  - (d) In the event that the ASX Listing Rules are inconsistent with any term of the on-market buy-back set out in this explanatory statement, the Company intends that such Listing Rule(s) override that term to the extent of that inconsistency.
  - (e) Acceptances, once given, are irrevocable.
  - (f) At the date of this explanatory statement, no Director had determined whether he will accept a buy-back offer in respect of shares in which he has an interest.
- 5.7 **Advantages of Introducing a Share Buy-back**
- The key advantages of the on-market buy-back being allowed to proceed are as follows:
- (a) increase the liquidity of the Shares;
  - (b) an efficient use of any surplus capital that becomes available to the Company in a market where finding suitable investments proves difficult;
  - (c) increasing price competition for the Shares; and
  - (d) the promotion of a more efficient capital structure.
- 5.8 **Disadvantages of Introducing a Share Buy-Back**
- The key disadvantages of the on-market buy-back being allowed to proceed are as follows:
- (a) it reduces the cash balances of the Company; and
  - (b) it is on a selective rather than equal access basis.



- 5.9 The financial effect of the proposed buy-back will be to deplete the Company's cash reserves and/or to increase its borrowings depending upon the appropriate funding mix utilised by the Directors at the time the offer proceeds. Against this, the share capital of the Company will be reduced with a likely beneficial increase of net tangible asset backing per share. The offer will not proceed if the buy-back would materially prejudice the Company's ability to pay its creditors.

The Company intends to utilise its cash reserves to pay for the Shares it buys-back when making the on-market offer and to supplement same with borrowings. The break-up between one and the other will depend on the circumstances of the Company at the time the offer is made and will be detailed in the relevant announcement to the ASX.

By way of example, an on-market buyback offer at \$1.75 per Share would require maximum funding of approximately \$14,931,117 (assuming full acceptance of the buy-back offer 15%).

- (a) Accepting the on-market Share buy-back may have financial, taxation, or other ramifications for Shareholders depending upon each such Shareholders' personal circumstances and the Board recommends that before accepting any on-market offer, Shareholders should obtain their own professional advice.
- (b) The financial statements of the Company are available on the Company's website at [www.vitalifesciences.com.au](http://www.vitalifesciences.com.au).
- (c) The Company is satisfied that this notice of meeting and explanatory statement set out all the information known to the Company that is material to the decision how to vote on the resolution.

If approval of Resolution 4 is not given, the Company is still able to buy-back on market the maximum number of Shares permitted under the 10/12 limit without Shareholder approval.

5.10 **Directors' Recommendation**

**The Board unanimously recommends that Shareholders vote in favour of Resolution 4.**

## 6. GLOSSARY OF TERMS

In this explanatory statement, the following expressions have the meanings ascribed to them:

**Annual Report** means the 2013 report to Shareholders containing, amongst other things, the financial statements, report of the Directors, the remuneration report and the report of the Auditors to which reference is made in this Explanatory Statement;

**ASIC** means the Australian Securities and Investments Commission;

**Associate** has the meaning given to it by Division 2 of Part 2 of the Corporations Act;

**ASX** means ASX Ltd trading as Australian Securities Exchange;

**Auditor** means Russell Bedford NSW, Chartered Accountants, the Company's external auditors;

**Board** means the directors of the Company from time to time;

**Company** or **Vita Life** means Vita Life Sciences Limited ACN 003 190 421, the registered office of which is located at Suite 650, 1 Queens Road, Melbourne, Victoria, 3004, Australia;

**Constitution** means the Constitution of the Company adopted by the Shareholders at the annual general meeting on 19 May 2011;

**Corporations Act** means the *Corporations Act 2001* (Cth), as amended;

**Directors** mean the directors of the Company from time to time sitting as the Board or individually (as the case requires);

**Group** means Vita Life and its subsidiaries;

**Meeting** or **Annual General Meeting** means the annual general meeting of Shareholders convened by the Notice of Meeting to be held at 2.30pm on 22 May 2014;

**Notice of Meeting** means the notice of annual general meeting dated 16 April 2014 which accompanies this Explanatory Statement;

**Plan** means the Vita Life Long Term Incentive Plan as put forward for approval by Shareholders in the Annual General Meeting on 22 May 2014 and to be adopted by the Company and operating as an "employee share scheme" that term is defined in the Corporations Act;

**Plan Directors** means for the purpose of this Notice of Meeting and Explanatory Statement the Directors, other than Messrs. Gould and Tooth who have renounced any right to receive benefits under the Vita Life Sciences Limited's Long Term Incentive Plan;

**Resolution** means an ordinary resolution or a special resolution referred to in the Notice of Meeting;

**\$** means Australian dollars;

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

**Shareholders** means the holders of Shares in the Company as recorded in the register before 2.30pm (Sydney time) on 22 May 2014, the date and time of the 2014 Annual General Meeting;

**Share Registry** means Gould Ralph Pty Ltd of Level 42, Suncorp Place, 259 George Street, Sydney, NSW, 2000 Australia;

**Subsidiaries** mean the subsidiaries of Vita Life; and

**VitaHealth** or **VHAP** or **Health Division** means the vitamins, mineral and food supplements business operated by Vita Healthcare Asia Pacific Sdn Bhd (Incorporated in Malaysia) including Herbs of Gold Pty Limited, and wholly owned by Vita Life.



## **7. SHAREHOLDER ENQUIRIES**

Shareholders with questions regarding the Notice of Meeting or this Explanatory Statement should contact the Company Secretary on +61 3 9828 0500 (or alternatively +61 2 9032 3000) during normal office hours, contact details as shown below. He will attempt to answer your questions or refer you to someone who can do so, but no person is authorised to give any information, or make any representation, in connection with the Notice of Meeting or this Explanatory Statement not contained in them.

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**VITA LIFE SCIENCES LIMITED**

Telephone: (03) 9828 0500  
Facsimile: (03) 9820 5957

[www.vitalifesciences.com.au](http://www.vitalifesciences.com.au)  
[enquiries@vitalifesciences.com.au](mailto:enquiries@vitalifesciences.com.au)

# Vita Life Sciences Limited

ABN 35 003 190 421

## PROXY FORM

**TO: The Company Secretary  
Vita Life Sciences Limited (Company)  
Suite 650, Level 6, 1 Queens Road, Melbourne, Victoria, 3004**

**FAX: (+613 9820 5957)**

**EMAIL: enquiries@vitalifesciences.com.au**

Appointment of Proxy

I/We, \_\_\_\_\_ [Name of member(s)]

of \_\_\_\_\_ [Address]

being a member(s) of the Company and entitled to attend and vote appoint as my/our proxy

\_\_\_\_\_ [Name of Proxy]

of \_\_\_\_\_ [Address of Proxy]

or, failing the individual or body corporate named, or if left blank, the Chairman of the Annual General Meeting of the Company to be held on **Thursday, 22 May 2014 at 2.30 pm** (Sydney time) at Level 1, 33 Erskine Street, Sydney, New South Wales Australia to act generally at the meeting on my/ our behalf and to vote for me/us at that meeting and at any adjournment of it.

**Appointing a Second Proxy** - If you wish to appoint two proxies, see below, item 4.

**Voting** directions to your proxy – please mark  to indicate your directions

I/We direct my/our Proxy to vote in accordance with the directions below. Unless the Proxy is directed, they may vote or abstain as they think fit, as they will on any other matters arising at the meeting.

| No. | Resolutions                                 | For                      | Against                  | Abstain *                |
|-----|---|--------------------------|--------------------------|--------------------------|
| 1   | Adoption of Remuneration Report             | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2   | Re-election of director (Mr Henry Townsing) | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3   | Long Term Incentive Plan                    | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4   | Share Buy Back                              | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

**IMPORTANT: For Resolutions 1 and 3**

**Chairman's Voting Authority**

If the Chairman of the Meeting is your nominated proxy, or may be appointed by default, and you have not directed your proxy how to vote on Resolutions 1 or 3 below, **please place a mark  in this box.** By marking this box, you acknowledge that the Chairman may exercise your proxy even if he has an interest in the outcome of any resolution and votes cast by him, other than as proxy holder, would be disregarded because of that interest. If you do not mark this box, and you have not directed your proxy how to vote, the Chairman of the Meeting will not cast your votes on Resolution 1 or 3 and your votes will not be counted in computing the required majority if a poll is called on these Resolutions. The Chairman of the Meeting intends to vote undirected proxies in favour of these Resolutions where by law he is able to do so.

Each Resolution is to be put as an ordinary resolution requiring a simple majority of Shareholders present and voting either in person, by proxy, attorney or properly constituted certificate of representation.

As noted in the Explanatory Statement, the resolution to be put in relation to the Remuneration Report is advisory only and non-binding upon the Company and/or the Directors.

As noted above, the Chairman intends to vote any undirected proxies in favour of the resolutions, apart from those restrictions placed on the Chairman regarding resolutions 1 and 3.

**\* If you mark the Abstain box for an item of business, you are directing your Proxy not to vote on your behalf on a show of hands or on a poll or, if your votes entitlement cannot be voted by the Chairman of the Meeting, your votes will not be counted in computing the required majority on a poll. Accordingly, the Directors urge Shareholders to lodge only “directed” proxy forms.**

**Authorised signature/s**

This section **must** be signed in accordance with the instructions below to enable your directions to be implemented.

|  |                           |                            |
|--|---------------------------|----------------------------|
| Individual or Securityholder 1                         | Securityholder 2          | Securityholder 3           |
| <input type="text"/>                                   | <input type="text"/>      | <input type="text"/>       |
| Individual/Sole Director and<br>Sole Company Secretary | Director                  | Director/Company Secretary |
| .....  | .....                     | ...../...../.....          |
| Contact Name   | Contact Daytime Telephone | Date                       |

**How to complete this Proxy Form**

- 1 Your Name and Address**  
 The Notice of Meeting documents have been sent to your name and address as it appears on the share register of Vita Life Sciences Limited. If this information is incorrect, please advise the Company of your new details. Shareholders sponsored by a broker should advise their broker of any changes.  
**Please note you cannot change ownership of your Shares using this form.**
- 2 Appointment of a Proxy**  
 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. If you leave this section blank, or your named proxy does not attend the meeting, the Chairman of the Meeting will be your proxy and vote on your behalf. A proxy need not be a Shareholder of Vita Life Sciences Limited.
- 3 Votes on items of Business**  
 You may direct your proxy how to vote by placing a mark in one of the three 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 a given resolution, your proxy will vote as they choose. If you mark more than one box on a resolution your vote on that resolution will be invalid.
- 4 Appointment of a Second Proxy**  
 If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company on (+613 9828 0500) or you may copy this form.  
 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 two Proxy Forms are received but no percentage or number of votes is indicated, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
  - (b) return both forms together in the email, facsimile transmission or in the same envelope.

**5 Authorised Signature(s)**

You must sign this form as follows in the spaces provided:

- Joint Holding : where the holding is in more than one name all of the holders must sign.
- Power of Attorney : to sign under a power of attorney, you must have already lodged the power of attorney with the share 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 : a Director can sign jointly with another Director or a Company Secretary. A sole Director who is also a sole Company Secretary (or where there is no Company Secretary) can also sign. Please indicate the office held by signing in the appropriate space.

If a representative of a corporate shareholder or proxy is to attend the meeting the appropriate "Certificate of Appointment of Corporate Representative" should be produced prior to admission. A form of the certificate may be obtained from the Company or share registry.

**6 Lodgement of Proxy**

To be valid the form appointing the proxy and the power of attorney or other authority (if any) under which it is signed (or an attested copy of it) must be lodged with the Company:

- (a) at Suite 650, Level 6, 1 Queens Road, Melbourne, Victoria, 3004;
- (b) at the registered office;
- (c) by email to enquiries@vitalifesciences.com.au; or
- (d) by faxing it to fax number (+613) 9820 5957 or the registered office,

not later than **2.30 pm** (Sydney time) on **Tuesday, 20 May 2014**, being 48 hours before the holding of the Meeting.

Shareholders are urged to complete any one of the "FOR", "AGAINST" OR "ABSTAIN": boxes thereby giving a directed proxy which then can be voted in all circumstances.

**Documents may be lodged:**

**by posting, delivery or facsimile to Vita Life Sciences Limited at the address opposite:**

**Suite 650, Level 6,  
1 Queens Road, Melbourne, Victoria, 3004  
Facsimile: (+613) 9820 5957  
Email: enquiries@vitalifesciences.com.au**

**SHAREHOLDERS ARE URGED TO COMPLETE ANY ONE OF THE "FOR", "AGAINST" OR "ABSTAIN" BOXES ON THE PROXY FORM THEREBY GIVING A DIRECTED PROXY WHICH THEN CAN BE COUNTED IN ACCORDANCE WITH YOUR WISHES.**



## **SHAREHOLDER ENQUIRIES**

Shareholders with questions regarding the Proxy Form should contact the Company Secretary on +61 3 9828 0500 during normal office hours, contact details as shown below. He will attempt to answer your questions or refer you to someone who can do so, but no person is authorised to give any information, or make any representation, in connection with the Notice of Meeting or this Explanatory Statement not contained in them.

**VITA LIFE SCIENCES LIMITED**

Telephone: (03) 9828 0500

Facsimile: (03) 9820 5957

[www.vitalifesciences.com.au](http://www.vitalifesciences.com.au)  
[enquiries@vitalifesciences.com.au](mailto:enquiries@vitalifesciences.com.au)



Vita Life Sciences Ltd ABN 35 003 190 421  
 Suite 650, Level 6, 1 Queens Road, Melbourne  
 Victoria 3004, AUSTRALIA  
 T: 613 9828 0500 F: 613 9820 5957  
 www.vitalifesciences.com

## Shareholder Update Form

### Full Name(s) of Registered Holding\*

\*On the box on the right, please indicate "I" for Individual, "P" for Partnership, "C" for Company, "T" for Trust and "S" for Super Fund

### Securityholder reference Number (SRN)/ Holder Identification Number (HIN)

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### Registered Address of Shareholder

Post Code

### Other Details

Telephone Number: \_\_\_\_\_(day) Telephone Number: \_\_\_\_\_(night)

Facsimile Number: \_\_\_\_\_ Email Address: \_\_\_\_\_

Tax File Number (TFN): \_\_\_\_\_ (or exemption of individual code)

Tax File Number (TFN): \_\_\_\_\_ (or exemption of individual code)

Australia Business Number (ABN): \_\_\_\_\_

Details of Australian Bank into which you wish to have dividends paid (details must be completed in FULL)

### Name of Bank

### Branch Address

Post Code

### Name(s) in which bank account is held

BSB Number:

Account Number:

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**PLEASE UPDATE MY RECORDS WITH THE SHARE REGISTRY AS ABOVE**

### Signature(s) of Shareholder(s)-This MUST be completed

Joint Holders-each must sign. Power of Attorney must have been previously provided to the Share Registry or must accompany this authority. Companies-must sign in accordance with the Constitution.

Shareholder 1 (individual)

Director

Joint Shareholder 2 (individual)

Director/ Company Secretary\*

Joint Shareholder 3 (individual)

Date: \_\_\_\_\_

\*delete one

## **Instructions on completing the Shareholder Update Form**

The details provided herein shall supersede all previous details kept at the share registry. In the event that some of the above details have not been provided, the old details (if any) shall continue to be retained in the share registry.

### **Tax File Number (TFN) and Australian Business Number (ABN)**

There is no obligation to provide the tax file number (TFN) or Australian Business Number (ABN) for a business account, on this investment. However if it is not provided to us, we are required to deduct withholding tax at the highest marginal tax rate on any unfranked portion of any dividend or distribution. Shareholders who wish to claim an exemption from quotation of their TFN may instead enter the exemption code for the pension of benefit they received.

For any information of Tax File Number (TFN), Australian Business Number (ABN) and Exemptions, please contact the Australian Taxation Office (ATO).

### **Signature(s)**

All holders of joint shareholding are required to sign. Companies must sign in accordance with their constitution. Each signatory must have their position of office clearly stated.

### **Privacy**

Chapter 2C of the Corporations Act 2001 requires information about shareholders to be included in the public register of the Company in which you hold shares. Information is collected to administer your shareholding and if some of the information provided is incomplete or missing, then it may not be possible to administer your shareholding appropriately. These information will be disclose to the Company in which you hold your securities.

### **On completion, please forward this form to Vita Life Sciences Ltd Share Registry:**

Gould Ralph Pty Ltd  
Level 42, SunCorp Place  
259, George Street  
Sydney NSW 2000

Tel: 02 9032 3000  
Fax: 02 9032 3088