



# ASX Announcement & Media Release

## MDS Financial Group Limited

ACN 091 744 884

Level 37  
Rialto South Tower  
525 Collins Street  
Melbourne VIC 3000  
T: +61 3 9617 0600  
F: +61 3 9617 0699  
asx@mdsfinancial.com.au  
www.mdsfinancial.com.au

ASX Code: MWS

### Directors

**Sean Rothsey**  
Chairman and Non Executive Director

**Wayne Johnson**  
Deputy Chairman and Executive Director

**Damian Isbister**  
Executive Director and CEO - Trading

**Richard Symon**  
Executive Director

**Jamie Khoo**  
Independent Non-Executive Director

### Secretary

**Tony Iremonger**  
Company Secretary and CFO

312.3 million listed shares  
12.5 million unlisted options

## NOTICE OF ANNUAL GENERAL MEETING

Attached is the Notice of Annual General Meeting to be held on 30 November 2011

### ABOUT MDS FINANCIAL GROUP

MDS Financial Group is a full-service corporate advisory and capital markets specialist with clients in Australia and the Asia-Pacific region. Listed on the Australian Securities Exchange (ASX), MDS Financial Group is also an ASX market participant, with institutional and third-party wholesale brokerage facilities underpinned by substantial retail online trading and market data services.

Tony Iremonger  
Company Secretary

**END**

### For more information please contact:

Wayne Johnson  
Executive Deputy Chairman  
MDS Financial Group Limited  
Phone: +61 2 8226 3330  
Mobile: +61 411 544 449

Damian Isbister  
Executive Director and CEO - Trading  
MDS Financial Group Limited  
Phone: +61 3 9617 0605  
Mobile: +61 404 028 114

26 October 2011

«NAME»  
«AC\_DESIGNATION»  
«REG\_ADDRESS\_LINE\_3»  
«REG\_ADDRESS\_LINE\_4»  
«REG\_ADDRESS\_LINE\_5»  
«REG\_ADDRESS\_LINE\_6»

Dear MDS Financial Group Limited Shareholder,

**MDS Financial Group Limited Annual General Meeting – 30 November 2011 at 11.00am**

It gives me great pleasure to invite you to attend MDS Financial Group's 2011 Annual General Meeting and I enclose the Notice of Meeting. The meeting will be held at 11.00am on Wednesday 30 November 2011 in the MDS Financial Group's Board Room at Level 37, Rialto South Tower, 525 Collins Street, Melbourne Victoria (the same venue as last year).

The Board of Directors of MDS Financial Group considers the Annual General Meeting to be an important event on our calendar and we look forward to the opportunity to update you on MDS Financial Group's performance for the year and also answer any questions you may have on MDS Financial Group's businesses or the changes that have occurred at MDS Financial Group over the past 12 months.

In addition to the ordinary business of considering the financial report and remuneration report of MDS Financial Group for the 2011 financial year there are a number of additional items we will be asking Shareholders to consider. These include the election of Ms Jamie Khoo and Mr Wayne Johnson as Directors of the Company and the re-election of one of our current directors, Mr Richard Symon. The Directors are also requesting subsequent approval of the issue of 37,000,000 shares on 1 March 2011 to enable the Company to "refresh" its ability to issue new shares up to 15% of the Company's issued capital during the next 12 month period without prior Shareholder approval as provided under ASX Listing Rule 7.1.

Details of these items are included in the enclosed Notice of Meeting.

If you have any questions in relation to any of these items, or in relation to the upcoming Annual General Meeting generally, please call MDS Financial Group on 03 9617 0600.

If you are not able to attend the meeting to vote in person, please complete the enclosed proxy form and return it to us by mail or fax. **The Board recommends that you vote in favour of all items of business.**

Finally, the Board of Directors and members of the Company's senior management would like to invite you to join us for light refreshments following the meeting.

I look forward to welcoming you to the 2011 Annual General Meeting.

Yours Sincerely,



**Sean P Rothsey**  
Chairman - MDS Financial Group Limited



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## **MDS FINANCIAL GROUP LIMITED**

**ABN 90 091 744 884**

## **NOTICE OF ANNUAL GENERAL MEETING**

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**TIME:** 11.00am (AEDT)

**DATE:** 30 November 2011

**PLACE:** Level 37  
Rialto South Tower  
525 Collins Street  
Melbourne VIC 3000

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 the Company Secretary on (61 3) 9617 0600

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## **TIME AND PLACE OF MEETING AND HOW TO VOTE**

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### **VENUE**

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The Annual General Meeting of the Shareholders to which this Notice of Meeting relates will be held at 11.00am (AEDT) on 30 November 2011 at:

Level 37  
Rialto South Tower  
525 Collins Street  
Melbourne VIC 3000

### **YOUR VOTE IS IMPORTANT**

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

### **VOTING IN PERSON**

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

### **VOTING BY PROXY**

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To vote by proxy, please complete and sign the enclosed Proxy Form and return by the time and in accordance with the instructions set out on the Proxy Form.

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# NOTICE OF GENERAL MEETING

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Notice is given that the annual general meeting of Shareholders will be held at 11.00am (AEDT) on 30 November 2011 at Level 37, Rialto Tower, 525 Collins Street, Melbourne, VIC 3000.

The Explanatory Statement provides additional information on matters to be considered at the Annual General Meeting. The Explanatory Statement and 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 at 11.00am (AEDT) on 28 November 2011.

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

## AGENDA

### ORDINARY BUSINESS

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#### 1. FINANCIAL STATEMENTS AND REPORTS

To receive and consider the annual financial report of the Company for the financial year ended 30 June 2011 together with the declaration of the Directors, the Directors' report, the Remuneration Report and the auditor's report.

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#### 2. 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 resolution**:

*“That for the purposes of Section 250R(2) of the Corporations Act, and for all other purposes, approval is given for the adoption of the remuneration report as contained in the Company’s annual financial report for the financial year ended 30 June 2011.”*

**Short Explanation:** The Corporations Act provides that a resolution that the remuneration report be adopted must be put to vote at a listed company’s annual general meeting. The vote on Resolution 1 is advisory only and does not bind the Directors or the Company.

**Voting Prohibition Statement:**

A vote on this Resolution must not be cast (in any capacity) by or on behalf of the following persons:

- (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.

However, a person described above may vote on this Resolution if:

- (a) the person does so as a proxy appointed by writing that specifies how the proxy is to vote on the Resolution; and,
- (b) the vote is not cast on behalf of a person described in sub-paragraphs (a) or (b) above.

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#### **RESOLUTION 2 – ELECTION OF A DIRECTOR – MS JAMIE KHOO**

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

*“That for the purpose of Rule 3.3 of the Constitution and for all other purposes, Ms Jamie Khoo, a Director appointed by the Board who retires automatically at this annual general meeting and being eligible, is elected as a Director.”*

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#### **RESOLUTION 3 – ELECTION OF A DIRECTOR – MR WAYNE JOHNSON**

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

*“That for the purpose of Rule 3.3 of the Constitution and for all other purposes, Mr Wayne Johnson, a Director appointed by the Board who retires automatically at this annual general meeting and being eligible, is elected as a Director.”*

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#### **RESOLUTION 4 – RE-ELECTION OF A DIRECTOR – MR RICHARD SYMON**

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

*“That for the purpose of Rule 3.6 of the Constitution and for all other purposes, Mr Richard Symon, who retires by rotation, and being eligible, is re-elected as a Director.”*

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#### **RESOLUTION 5 – SUBSEQUENT APPROVAL OF ISSUE OF SECURITIES**

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

*“That the issue by the Company on 1 March 2011 of 37,000,000 fully paid ordinary shares in the capital of the company be approved for all purposes, including the purpose of ASX Listing Rule 7.4.”*

#### **Voting Prohibition Statement:**

A vote on this Resolution must not be cast (in any capacity) by or on behalf of the following persons:

- (a) any person who participated in the issue (**Participant**); or

(b) any Associate of any Participant.

However, the entity must not disregard a vote if:

(c) 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,

(d) 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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**DATED: 26 OCTOBER 2011**

**BY ORDER OF THE BOARD**

A handwritten signature in black ink, consisting of a large, stylized 'A' followed by a series of loops and a long horizontal stroke.

**AJ (TONY) IREMONGER  
COMPANY SECRETARY**

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## **EXPLANATORY STATEMENT**

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This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at 11.00am (AEDT) on 30 November 2011 at Level 37, Rialto South Tower, 525 Collins Street, Melbourne Victoria 3000.

The 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.

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### **1. FINANCIAL STATEMENTS AND REPORTS**

In accordance with the Constitution, the business of the Annual General Meeting will include receipt and consideration of the annual financial report at the Company for the financial year ended 30 June 2011 together with the declaration of the Directors, the Directors' report, the Remuneration Report and the auditor's report.

The Company is not required to provide a hard copy of the Company's annual financial report unless a Shareholder has specifically elected to receive a printed copy.

Whilst the Company will not provide a hard copy of the Company's annual financial report unless specifically requested to do so, Shareholders may view the Company's annual financial report on its website at [www.mdsfinancial.com.au](http://www.mdsfinancial.com.au).

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### **2. RESOLUTION 1 – ADOPTION OF REMUNERATION REPORT**

#### **2.1 General**

The Remuneration Report is set out in the Directors' Report in the Company's 2011 Annual Report.

The Remuneration Report sets out the Company's remuneration arrangement for the Directors and senior management of the Company.

Section 250R(2) of the Corporations Act requires that a resolution to adopt the Remuneration Report be put to the vote of the Company at the Annual General Meeting. However, Shareholders should note that the vote on Resolution 1 is advisory only and is not binding on the Company or its Directors.

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

#### **2.2 Changes to the Corporations Act**

The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted must be put to the shareholders.

However, such a resolution is advisory only and does not bind the Directors or the Company.

Under recent changes to the Corporations Act which came into effect on 1 July 2011, if at least 25% of the votes cast on Resolution 1 are voted against adoption of the remuneration report at the annual general meeting, and then again at the company's 2012 annual general meeting, the company will be required to put to shareholders a resolution proposing the calling of a general meeting to consider the appointment of directors of the company (**Spill Resolution**).

If more than 50% of shareholders vote in favour of the Spill Resolution, the company must convene the general meeting (Spill Meeting) within 90 days of the company's 2012 annual general meeting. All of the directors who were in office when the company's 2012 directors' report was approved, other than the managing director of the Company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting. Following the Spill Meeting those persons whose election or re-election as directors is approved will be the directors of the company.

### 2.3 Proxy Restrictions

Pursuant to the Corporations Act, if you elect to appoint the Chair, or another member of Key Management Personnel or any Closely Related Party as your proxy to vote on this Resolution 1, **you must direct the proxy how they are to vote**. Where you do not direct the Chair, or another member of Key Management Personnel or Closely Related Party on how to vote on this Resolution 1, the proxy is prevented by the Corporations Act from exercising your vote and your vote will not be counted in relation to this Resolution 1.

### 2.4 Definitions

**Key Management Personnel** has the same meaning as in the accounting standards and broadly includes those persons having authority and responsibility for planning, direction and controlling the activities of the Company, directly or indirectly, including any director (whether executive or otherwise) of the Company.

**Closely Related Party** of a member of the Key Management Personnel means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependent of the member or the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the members dealing with the entity;
- (e) a company the member controls; or

- (f) a person prescribed by the Corporations Regulations 2001 (Cth).

**Remuneration Report** means the remuneration report set out in the Directors' report section of the Company's annual financial report for the year ended 30 June 2011.

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### **3. RESOLUTION 2 – ELECTION OF A DIRECTOR – MS JAMIE KHOO**

#### **3.1 General**

Rule 3.3 of the Constitution requires that if the Board appoints a person to be a Director, that Director automatically retires at the next annual general meeting and is eligible for re-election by that annual general meeting. Any director so appointed is not taken into account in deciding the rotation or retirement of Directors at annual general meeting that may otherwise be required by the Constitution.

Jamie Khoo retires automatically in accordance with Rule 3.3 of the Constitution and seeks election at the Annual General Meeting.

Jamie was appointed as an independent Non-Executive Director on 28 February 2011 and is Chairman of the Board's Audit Committee.

Jamie has over 20 years experience in accounting and corporate finance including project financing, capital raising, IPO, investment evaluation, due diligence and restructuring. Jamie has previously held senior positions in companies in Singapore, Hong Kong and China including Adventus Holdings Ltd, STT Communications Ltd, Hughes Tool Singapore Pte Ltd and ABB Holding Ltd.

Jamie holds a Bachelor of Accountancy from the National University of Singapore and a MBA from the University of Hull (United Kingdom). She is a Fellow Member of the Institute of Certified Public Accountants of Singapore and a member of the Singapore Institute of Directors

#### **3.2 Board Recommendation**

The Board, other than Ms Khoo, who has an interest in the outcome of Resolution 2, unanimously recommends that Shareholders vote in favour of Resolution 2.

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### **4. RESOLUTION 3 – ELECTION OF A DIRECTOR – MR WAYNE JOHNSON**

#### **4.1 General**

Rule 3.3 of the Constitution requires that if the Board appoints a person to be a Director, that Director automatically retires at the next annual general meeting and is eligible for re-election by that annual general meeting. Any director so appointed is not taken into account in deciding the rotation or retirement of Directors at annual general meeting that may otherwise be required by the Constitution.

Wayne Johnson retires automatically in accordance with Rule 3.3 of the Constitution and seeks election at the Annual General Meeting.

Wayne was appointed as an-Executive Director and Deputy Chairman on 20 May 2011 and is a substantial shareholder in the Company.

Wayne has over 25 years business and financial transaction experience gained in Australia, New Zealand, Asia and North America. He has founded and managed a range of businesses from start-up through to public listings and has been responsible for a number of large business sales in the financial services industry, telecommunication industries and resource sectors to multi-national buyers. Wayne provides the company with a wealth of experience in merger and acquisitions, corporate advisory, public listings and strategic business development, which benefits the MDS operational Group while developing the corporate advisory arm of the group.

#### **4.2 Board Recommendation**

The Board, other than Mr Johnson, who has an interest in the outcome of Resolution 3, unanimously recommends that Shareholders vote in favour of Resolution 3.

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### **5. RESOLUTION 4 – RE-ELECTION OF A DIRECTOR – MR RICHARD SYMON**

#### **5.1 General**

Rule 3.6 of the Constitution requires that one third (or the number nearest one-third) of the Directors who are not appointed and required to retire in accordance with Rule 3.3 must retire at each annual general meeting, provided always that no Director (except a Managing Director) shall hold office for a period in excess of three years, or until the third annual general meeting following his or her appointment, whichever is the longer, without submitting himself or herself for re-election. A Director who requires by rotation under Rule 3.6 of the constitution is eligible for re-election.

The Company currently has five Directors, however, two Directors, Ms Jamie Khoo and Mr Wayne Johnson will not be taken into account in determining the number of Directors to retire by rotation as they are otherwise required to retire pursuant to Rule 3.3 of the Constitution. Accordingly, the Company has three qualifying Directors for the purpose of Rule 3.6 and one must retire at the Annual General Meeting.

Mr Richard Symon retires by rotation in accordance with Rule 3.6 of the Constitution and seeks re-election at the Annual General Meeting.

Richard was appointed as an-Executive Director on 27 November 2008 and is a substantial shareholder in the Company.

Richard has held various positions in financial services over 25 years including CEO of NSX Ltd, (National Stock Exchange), Executive Director of the Stockbroking Association – SDIA and Director of Client Services at Prudential-Bache Securities. In 1997 he co-founded one of Australia's first online stockbrokers, ShareTrade – Australian

Stockbroking, which was acquired by ASX listed eCorp Ltd, Publishing and Broadcasting Ltd's internet company which became Charles Schwab Australia. Richard has extensive experience in multi channel enterprises, corporate advisory, compliance and education. He is currently Chair of the Financial Services Foundation, Growth Markets Organisation and a Fellow of FINSIA. Richard is a member of the Board's Nomination and Audit Committees.

## **5.2 Board Recommendation**

The Board, other than Mr Symon, who has an interest in the outcome of Resolution 4, unanimously recommends that Shareholders vote in favour of Resolution 4.

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## **6. RESOLUTION 5 – APPROVAL OF PRIOR ISSUE OF SECURITIES**

### **6.1 General**

Retrospective approval is sought, pursuant to ASX Listing Rule 7.4, for the 1 March 2011 issue of 37,000,000 fully paid Ordinary Shares, ranking pari passu with existing fully paid Ordinary Shares on issue, at an issue price of two cents per share.

The Shares were issued as a placement to sophisticated investors for the purpose of providing additional working capital to the Company and were allotted as follows:

Citicorp Nominees Pty Ltd	22,000,000 Shares
Mr Yih Peir Jeffrey Hing & Ms Bei Keen Wong	15,000,000 Shares

The issue of these Shares was permitted by ASX Listing Rule 7.1 which provides that a Company is able to issue new Shares up to 15% of its capital during a 12 month period without the prior approval of its Shareholders.

Where an issue of securities is subsequently approved by Shareholders under Listing Rule 7.4, the number of those securities may then be included in determining the total number of issued securities used to calculate the number of new securities that may be issued under Listing Rule 7.1 in the subsequent 12 month period.

The Directors believe that it is in the best interests of the Company to have the ability to issue the maximum number of securities permitted under Listing Rule 7.1 as it enables the Company to move quickly to undertake fundraising when necessary.

### **6.2 Board Recommendation**

The Board unanimously recommends that Shareholders vote in favour of Resolution 5.

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## **7. ENQUIRIES**

Shareholders are requested to contact the Company Secretary on (+61 3) 9617 0600 if they have any queries in respect of the matters set out in these documents.

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## GLOSSARY

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**\$** means Australian dollars.

**AEDT** means Australian Eastern Daylight Time as observed in Melbourne, Victoria.

**Annual General Meeting** or **Meeting** means the meeting convened by the Notice.

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

**ASX** means ASX Limited.

**ASX Listing Rules** or **Listing Rules** means the Listing Rules of the ASX.

**Board** means the current board of directors of the Company.

**Business Day** means Monday to Friday inclusive, except New Year's Day, Good Friday, Easter Monday, Christmas Day, Boxing Day, and any other day that ASX declares is not a business day.

**Closely Related Party** has the meaning as set out in Section 2.4 of the Explanatory Statement.

**Company** means MDS Financial Group Limited (ABN 90 091 744 884).

**Constitution** means the Company's Constitution.

**Corporations Act** means the Corporations Act 2011 (Cth).

**Directors** means the current directors of the Company.

**Explanatory Statement** means the explanatory statement accompanying the Notice of Meeting.

**Key Management Personnel** has the meaning as set out in Section 2.4 of the Explanatory Statement.

**Notice** or **Notice of Annual General Meeting** or **Notice of Meeting** means this notice of general meeting including the Explanatory Statement and the Proxy Form.

**Proxy Form** means the proxy form accompanying the Notice.

**Remuneration Report** has the same meaning as set out in Section 2.4 of the Explanatory Statement.

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

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

**Shareholder** means a holder of a Share.



«NAME»  
«AC\_DESIGNATION»  
«REG\_ADDRESS\_LINE\_3»  
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«REG\_ADDRESS\_LINE\_5»  
«REG\_ADDRESS\_LINE\_6»

## Lodge your vote:

### By Mail:

MDS Financial Group Limited  
PO Box 274  
Collins Street West  
Melbourne VIC 8007

Alternatively you can fax your form to  
(+61 3) 9617 0699

### For all enquiries call:

(+61 3) 9617 0600

## Proxy Form

View the annual report, 24 hours a day, 7 days a week:

[www.mdsfinancial.com.au/reports](http://www.mdsfinancial.com.au/reports)

For your vote to be effective it must be received by 11.00am (AEDT) Monday, 28 November 2011

## How to Vote on Items of Business

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

## Appointment of Proxy

In considering who to appoint as your proxy, you should take careful note of the warnings outlined in Step 1.

**Voting 100% of your holding:** You may direct your proxy how to vote by marking one of the boxes opposite each item of business in Step 3. If you mark more than one box on an item your vote will be invalid on that item.

If your proxy chooses to vote, then he/she must vote in accordance with your direction. If you have directed your proxy to vote, and they do not attend the meeting or choose to not vote on a poll, then the Chairman of the Meeting will vote you proxies as directed by you.

If you do not mark a box your proxy may vote as they choose on that item. However, note that if the Chairman of the Meeting is your proxy, he/she will vote your undirected proxy in accordance with the voting intentions set out in Step 3 in the Notice of Meeting if you tick the box in Step 2

**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 of 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 of securities for each in Step 1 overleaf.

**A proxy need not be a Shareholder of the Company**

## Signing Instructions for Postal Forms

**Individual:** Where the holding is in one name, the security holder must sign.

**Joint Holding:** Where the holding is in more than one name, all the security holders 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 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 security holder 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 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.

«NAME»  
 «AC\_DESIGNATION»  
 «REG\_ADDRESS\_LINE\_3»  
 «REG\_ADDRESS\_LINE\_4»  
 «REG\_ADDRESS\_LINE\_5»  
 «REG\_ADDRESS\_LINE\_6»

Change of address. If incorrect, mark this box and make the correction in the space to the left. Shareholders sponsored by a broker reference number commences with "x" should advise your broker of any changes.

«HOLDER\_IDENTIFIER»

**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 MDS Financial Group 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.

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 MDS Financial Group Limited to be held at Level 37, Rialto South Tower, 525 Collins Street, Melbourne Victoria on Wednesday, 30 November 2011 at 11.00am (AEDT) and at any adjournment of that meeting.

**The laws that apply to voting on resolutions relating to the remuneration of Key Management Personnel (which includes the Chairman of the Meeting) have changed. Certain categories of persons are now prohibited from voting on such resolutions. To ensure that your vote counts, please carefully read the following:**

- Note 1: The Chairman of the Meeting can only exercise your proxies on Item 1 if you mark the box in Step 2 below or you direct him how to vote in Step 3.
- Note 2: If you appoint a member of the key management personnel (other than the Chairman of the Meeting) or a closely related party of such a member as your proxy for Item 1, you must direct him/her how to vote in Step 3 or your votes will not be counted.

**STEP 2 IMPORTANT FOR ITEM 1– IF THE CHAIRMAN OF THE MEETING IS YOUR PROXY OR IS APPOINTED AS YOUR PROXY BY DEFAULT**

If you appoint the Chairman of the Meeting as your proxy you can direct him how to vote on item 1 by either marking the relevant boxes in Step 3 below (for example if you wish to vote for or against) or by marking the box below (in which case you are directing the Chairman to vote in accordance with the Chairman's voting intentions set out in Step 3 below).

If you do not mark the box below and you have not directed your proxy how to vote on Item 1, the Chairman of the Meeting **cannot** cast your votes on these Items and your votes will not be counted in computing the required majority where a poll is called on these Items.

I/We direct the Chairman of the Meeting to vote in accordance with the Chairman's voting intentions on Item 1 (except where I/we have indicated a different voting intention in Step 3 below) and acknowledge that the Chairman of the Meeting may exercise my/our proxy even though these items are connected directly or indirectly with the remuneration of a member of the key management personnel.

**STEP 3 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

		For	Against	Abstain		For	Against	Abstain	
Item 1	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Item 2	Election of Ms Jamie Khoo as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3	Election of Mr Wayne Johnson as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	Item 4	Re-election of Mr Richard Symon as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5	Subsequent approval of issue of securities	<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 Shareholder(s)** *This section must be completed.*

Individual or Shareholder 1

Sole Director and Sole Company Secretary

Shareholder 2

Director

Shareholder 3

Director/Company Secretary

Contact Name

Contact Daytime Telephone

Date

/ /