



Sigma Pharmaceuticals Limited
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Notice of Annual General Meeting Monday 21 June 2010

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Sigma Pharmaceuticals Limited (“the Company”) will be held at the ANZ Pavilion, Victorian Arts Centre, 100 St Kilda Road, Melbourne, Victoria on Monday 21 June 2010 at 11.00am.

Items of Business

1 Chairman’s Address and Presentation by the Managing Director and Chief Executive Officer

2 Financial Statements and Reports

To consider the Company’s Financial Report and Directors’ and Auditor’s Reports for the year ended 31 January 2010.

3 Remuneration Report

To adopt the Remuneration Report for the year ended 31 January 2010.

The vote on this resolution is advisory and does not bind the Company.

4 Election of Directors

To elect Directors in accordance with Rules 3.3 and 3.6 of the Company’s Constitution:

- (a) Dr John Stocker AO retires.
- (b) Mr Doug Curlewis retires.
- (c) Mr David Manuel retires and, being eligible, offers himself for re-election.

By Order Of The Board
Sue Morgan-Dethick
Company Secretary
20 May 2010

Information for Shareholders:

Shareholders of the Company

For the purpose of voting at the Meeting, the Board has determined that persons holding shares in Sigma Pharmaceuticals Limited which are listed for quotation on the Australian Stock Exchange at 7.00pm in Melbourne on 18 June 2010 will be treated as Shareholders of the Company.

Appointment of proxies

Proxies may be appointed for the Annual General Meeting. Please note that:

- a Shareholder entitled to attend and vote at the Meeting is entitled to appoint no more than two proxies to attend and vote on behalf of the Shareholder. Where two proxies are appointed, each proxy must be appointed to represent a specified number of votes or proportion of the Shareholder's voting rights. If no number or proportion is specified, each proxy may exercise half of the votes;
- a proxy need not be a Shareholder of the Company and may be an individual or a body corporate;
- a body corporate appointed as a Shareholder's proxy may appoint a representative to exercise any of the powers the body corporate may exercise as a proxy at the Meeting. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which the appointment is signed, unless it has previously been provided to the Company;
- If a Shareholder appoints the Chairman of the Meeting as proxy and does not specify how the Chairman is to vote on an item of business, the Chairman will vote (if permitted under the proxy form), as proxy in favour of the resolution.

Lodgement of proxy forms

A proxy form accompanies this Notice of Meeting. To be effective, the completed proxy form and the power of authority (if any) under which the proxy form is signed or a certified copy of the relevant authority must be received by the Company at least 48 hours before the start of the Meeting.

Proxies may be returned:

By mail:

Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235

By hand:

Link Market Services Limited
Level 12, 680 George Street
Sydney 2000

By facsimile:

+61 (0) 2 9287 0309

Explanatory Notes on Resolutions

Item 2 – Financial Statements and Reports

The Corporations Act 2001 (Cwlth) (“Corporations Act”) requires the Directors to lay before the Meeting the Financial Report, Directors’ Report and the Auditor’s Report for the financial period ended 31 January 2010.

There is no requirement either in the Corporations Act or the Company’s Constitution for Shareholders to vote on the reports. However, Shareholders will be given a reasonable opportunity to ask questions and make comments on these reports at the Meeting.

Item 3 - Remuneration Report

The Corporations Act requires a non-binding resolution to be put to Shareholders for the adoption of the Remuneration Report and a reasonable opportunity for Shareholders to comment and ask questions about the Remuneration Report.

The Remuneration Report is contained in the Annual Financial Report. Copies of the Annual Financial Report, including the Remuneration Report, are available on the Company’s website at www.sigmaco.com.au or may be obtained from the Office of the Company Secretary by telephoning (03) 9839 2800.

The Remuneration Report includes:

- an explanation of the Company’s policy for determining the remuneration of the Directors, senior managers and employees; and
- a discussion of the relationship between that policy and the Company’s performance.

The vote on the proposed resolution in this item is advisory only and will not bind the Company. The Board will however take the outcome of the vote into consideration when reviewing remuneration practices and policies.

Item 4 – Election of Directors

Article 3.3 of the Company’s Constitution requires a Director appointed during the year to automatically retire at the next annual general meeting following their appointment. Directors so appointed are eligible for re-election. Accordingly Mr David Manuel offers himself for re-election.

Article 3.6 of the Company’s Constitution requires one-third of the current Directors (excluding the Managing Director), or the whole number nearest one-third, to retire by rotation at each Annual General Meeting. Dr John Stocker AO and Doug Curlewis retire at the end of the Meeting.

A profile on Mr David Manuel is set out below.



Mr David G Manuel

BPharm, MPS, MAICD. Non-Executive Director. Appointed a Director of Sigma Pharmaceuticals Limited in October 2009. Mr Manuel is a community pharmacist and an active participant in industry affairs with a special interest in cognitive services such as Opiate Dependency treatments, Compounding, and Aged Care pharmacy services. He is the current Western Australian representative on the Amcal Members Advisory Committee (MAC). He is a current Branch Committee Member of The Pharmacy Guild of Australia (WA Branch), and a current member of the Guild National Workplace Relations and Small Business Committee. Mr Manuel has not held a directorship of any other listed entity during the last 3 years.
Age 45.

Directors Recommendation

The Directors, other than Mr David Manuel recommends that Shareholders vote in favour of Mr David Manuel standing for re-election.

