

# Healthia Limited

## Notice of 2018 Annual General Meeting and Explanatory Notes

The Annual General Meeting (AGM) of Healthia Limited ACN 626 087 223  
(the Company) will be held at:

<b>TIME</b>	11:00am (Brisbane Time)
<b>DATE</b>	Wednesday, 28 November, 2018
<b>WHERE</b>	Clayton Utz, Level 28 Riparian Plaza, 71 Eagle Street, Brisbane QLD 4000 Australia

If you are unable to attend the Meeting, we encourage you to complete and return the enclosed Proxy Form by no later than **11:00am (Brisbane time) on Monday 26 November 2018**.

Information to assist Shareholders to complete the Proxy Form and details of where to send the completed Proxy Form can be found on page 3 of the Notice under the heading "Appointment of Proxies".

The accompanying Explanatory Notes which start on page 5 provide information about the items of business, voting, a summary of important information and Defined Terms and form part of this Notice and should be read in conjunction with it.

The Directors recommend that Shareholders read the Notice of Meeting and the Explanatory Notes in full before making any decision in relation to the Resolutions.

## NOTICE OF 2018 ANNUAL GENERAL MEETING

11:00AM (BRISBANE TIME)  
WEDNESDAY, 28 NOVEMBER 2018

### BUSINESS

#### FINANCIAL AND OTHER REPORTS

To receive and consider the Company's 2018 Annual Report comprising the Financial Report, Directors' Report and Auditor's Report for the Company and its controlled entities for the financial year ended 30 June 2018.

Note: There is no requirement for shareholder to approve these reports.

#### RESOLUTION 1: RE-ELECTION OF DIRECTOR - GLEN RICHARDS

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

*"That Glen Richards, who retires in accordance with Listing Rule 14.5 and Article 47 of the Constitution and being eligible, be re-elected as a Director of the Company".*

Note: Information about Glen Richards appears in the accompanying Explanatory Memorandum.

#### RESOLUTION 2: RE-ELECTION OF DIRECTOR - LISA DALTON

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

*"That Lisa Dalton, who retires in accordance with Listing Rule 14.5 and Article 47 of the Constitution and being eligible, be re-elected as a Director of the Company".*

Note: Information about Lisa Dalton appears in the accompanying Explanatory Memorandum.

#### RESOLUTION 3: APPOINTMENT OF AUDITOR

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

*"That, pursuant to and in accordance with section 327B of the Corporations Act and for all other purposes, BDO Audit Pty Ltd ACN 134 022 870 having been nominated by a Member and consented in writing to act in the capacity of auditor, be appointed as auditor of the Company on the terms and conditions set out in the Explanatory Notes."*

#### GENERAL BUSINESS

To consider any other business as may be lawfully put forward in accordance with the Constitution of the Company.

#### BY ORDER OF THE BOARD



WESLEY COOTE  
COMPANY SECRETARY  
24 OCTOBER 2018

#### AFTER THE MEETING

After the Meeting, all Shareholders are invited to join the Directors and Management for light refreshments

EXPLANATORY NOTES ACCOMPANY AND FORM PART OF THIS NOTICE OF MEETING. SHAREHOLDERS SHOULD READ THESE DOCUMENTS IN FULL.

## NOTICE OF 2018 ANNUAL GENERAL MEETING

11:00AM (BRISBANE TIME)  
WEDNESDAY, 28 NOVEMBER 2018

### VOTING NOTES

#### ENTITLEMENT TO ATTEND AND VOTE AT MEETING

For the purpose of the AGM and voting at the AGM, the Board has determined that a person's entitlement to vote at the Annual General Meeting will be determined as those persons who are registered holders of shares in the Company as at **7.00 pm (Sydney time) on Monday, 26 October 2018.**

Accordingly, persons who become shareholders after this time will be disregarded in determining a Shareholder's entitlement to attend and vote at the Meeting.

#### HOW TO VOTE

You may vote at the Meeting by attending the Meeting in person, or by proxy.

To vote in person you must attend the Meeting to be held at **11:00 am (Brisbane time) on Wednesday, 28 November 2018** at Level 28 Riparian Plaza, 71 Eagle Street, Brisbane QLD 4000 Australia.

If you wish to vote by proxy, your proxy form must be received by the Company no later than **11:00am (Brisbane time) on Monday, 26 November 2018.** Any proxy form received after that time will not be valid for the scheduled Meeting. Proxy forms can be lodged by:

Posting it to:  
Healthia Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235

Lodging it online at Link Market Services website [WWW.LINKMARKETSERVICES.COM.AU](http://WWW.LINKMARKETSERVICES.COM.AU) and logging in using the control number found on the front of your accompanying proxy form or scanning the QR code on the front of the accompanying Proxy Form with your mobile device and inserting your postcode.

**Note:** You will be taken to have signed your proxy form if you lodge it in accordance with the instructions on the website.

Faxing it to +61 2 9287 0309

By hand delivering it to:  
Link Market Services Limited\*  
1A Homebush Bay Drive  
Rhodes NSW 2138

\* During business hours (Monday to Friday, 9:00am–5:00pm (Sydney time))

#### APPOINTMENT OF PROXIES

- A Shareholder may appoint a body corporate or an individual as its proxy and such proxy need not be a Shareholder of the Company;
- A body corporate appointed as a Shareholder's proxy may appoint an individual as its representative to exercise any of the powers that the body may exercise as the Shareholder's proxy; and

- Shareholders entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise, but where the proportion or number is not specified, each proxy may exercise half of the votes.

If the proxy form is signed by the Shareholder's attorney, the original or an original certified copy of the power of attorney must accompany the proxy form (if it has not already been lodged with Link for notation).

If a Shareholder appoints a body corporate as its proxy and the body corporate wishes to appoint an individual as its representative, a certificate of the appointment of corporate representative should be completed and lodged in the manner specified below.

If proxy holders vote on a poll, they must vote all directed proxies as directed. Any directed proxies which are not voted on a poll will automatically default to the person chairing the Meeting, who must vote the proxies as directed.

Proxy forms must be lodged by **11:00am (Brisbane time) on Monday, 26 November 2018.**

The **enclosed** proxy form provides further details on appointing proxies and lodging proxy forms. The Chair intends to vote all undirected proxies in favour of all items of business.

#### CORPORATE REPRESENTATIVES

Any:

- a) corporate Shareholder; or
- b) corporate proxy appointed by a Shareholder,

that has appointed an individual to act as its corporate representative at the AGM should provide that person with a certificate or letter executed in accordance with the Corporations Act authorising him or her to act as that company's representative.

The authority may be sent to the Company or its share registry, Link Market Services, in advance of the AGM or handed in at the AGM when registering as a corporate representative.

An Appointment of Corporate Representative form is available by contacting the Company's share registry:

Link Market Services  
Phone: 1300 554 474 (within Australia),  
Phone: +61 1300 554 474 (outside Australia).

#### QUESTIONS ON HOW TO CAST YOUR VOTES

If you have any queries on how to cast your votes, please call the Company's share registry:

Link Market Services  
Phone: 1300 554 474 (within Australia),  
Phone: +61 1300 554 474 (outside Australia).  
Fax: Phone: +61 2 9287 0309 (within Australia),

#### QUESTIONS ABOUT HEALTHIA LIMITED

Shareholders may direct questions during the Meeting to the Chairman about the operations and management of Healthia Limited.

In addition, a question form has been included with this Notice of

## NOTICE OF 2018 ANNUAL GENERAL MEETING

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11:00AM (BRISBANE TIME)

WEDNESDAY, 28 NOVEMBER 2018

Meeting to make it easier for Shareholders to submit written questions. Please submit written questions by no later than **5pm (Brisbane time) on Friday, 16 October 2018** to the Company Secretary by post or email at the address below:

**Written Questions to the Company**

**To be submitted by:**

Time: 5:00 pm (Brisbane Time)

Date: Friday, 16 November 2018

**By Post:**

Mr Wesley Coote (Company Secretary)

Healthia Limited

Level 4 East Tower, 25 Montpelier Road

Bowen Hills QLD 4006

**By Email:** [wesley.coote@healthia.com.au](mailto:wesley.coote@healthia.com.au)

# NOTICE OF 2018 ANNUAL GENERAL MEETING

## EXPLANATORY NOTES

These Explanatory Notes are provided to Shareholders of the Company to explain the Items of business and Resolutions to be put to Shareholders at the Annual General Meeting to be held at Clayton Utz, Level 28 Riparian Plaza, 71 Eagle Street, Brisbane QLD 4000 Australia on **Wednesday, 28 November 2018 at 11:00am (Brisbane time)**.

The Directors recommend that Shareholders read the accompanying Notice of Meeting and these Explanatory Notes in full before making any decision in relation to the resolutions.

Terms used in these Explanatory Notes are defined on page 6 of this document.

### INFORMATION RELATING TO THE ITEMS OF BUSINESS AND RESOLUTIONS

#### Annual Financial Report and Directors' and Auditor's Reports

The Company's Annual Report comprising the Directors' Report and Auditor's Report, Directors' Declaration, Consolidated Statement of Profit and Loss and Other Comprehensive Income, Consolidated Statement of Financial Position, Consolidated Statement of Changes in Equity, Consolidated Statement of Cash Flows and notes to the financial report for the Company and its controlled entities for the financial year ended 30 June 2018 were released to ASX Limited on 27 September 2018.

The Company's Annual Report is placed before the Shareholders for discussion.

No voting is required for this item.

#### ***If you have a question for the Company's Auditor before the Annual General Meeting***

As a Shareholder, you may submit a written question to the Auditor prior to the Meeting provided that the question relates to:

- o the content of the Auditor's Report; or
- o the conduct of the audit in relation to the Financial Report.

All questions must be sent to the Company Secretary and may not be sent to the Auditor. The Company will then forward all questions to the Auditor.

#### **Written Questions to the Auditor**

##### **To be submitted by:**

Time: 5:00 pm (Brisbane time)

Date: Wednesday, 21 November 2018

##### **By Post:**

Mr Wesley Coote (Company Secretary)

Level 4 East Tower, 25 Montpelier Road

Bowen Hills QLD 4006

**By Email:** [wesley.coote@healthia.com.au](mailto:wesley.coote@healthia.com.au)

#### ***If you have a question for the Company's Auditor at the Meeting***

The Auditor will be attending the Annual General Meeting and will answer written questions submitted prior to the Meeting.

The Auditor will also be available to answer questions from Shareholders relevant to:

- o the conduct of the audit;
- o the preparation and content of the Auditor's Report;
- o the accounting policies adopted by the Company in relation to

the preparation of the Financial Statements; and

- o the independence of the Auditor in relation to the conduct of the audit.

#### **Resolution 1 | Re-election of Director - Glen Richards**

Article 47 of the Constitution requires the Company to hold an election of directors whenever required by the Corporations Act or the Listing Rules. The Listing Rules require the Company to hold an election of directors at each annual general meeting. Accordingly, Glen Richards, being eligible, offers himself for re-election by Shareholders.

The experience, qualifications and other details in relation to Glen Richards are set out below.

<b>Glen Richards</b> <i>Chair and Non-Executive Director</i>	<p>Glen is a veterinary surgeon and has over 20 years' experience in professional service consolidations including being the founding CEO of Greencross Limited, a veterinary services provider.</p> <p>He remains as a non-executive director of Greencross Limited. He is also the chairperson of ASX listed People Infrastructure Limited, and a director of a number of other enterprises.</p> <p>Glen is a member of the Remuneration and Nomination Committee and a member of the Audit and Risk Committee.</p>
Current directorships of listed entities	Chairman and non-executive director of People Infrastructure Ltd (ASX code: PPE).  Non-executive director of: <ul style="list-style-type: none"> <li>• Greencross Ltd (ASX code: GXL)</li> <li>• Regeneus Ltd (ASX code: RGS).</li> </ul>
Directorships of listed entities over last 3 years	Non-executive director of 1300 Smiles Ltd (ASX code: ONT) (ceased 23 November 2017)
Bankruptcy and Criminal Records Searches	Nil to Report

#### **Directors' recommendation:**

The Directors, with Glen Richards abstaining, unanimously recommend that you vote in favour of this ordinary resolution to approve the re-election of Glen Richards as a Director.

#### **Resolution 2 | Re-election of Director - Lisa Dalton**

On the same basis as set out in Resolution 1, Lisa Dalton, being eligible, offers herself for re-election by Shareholders.

The experience, qualifications and other details in relation to Lisa Dalton are set out below.

# NOTICE OF 2018 ANNUAL GENERAL MEETING

<p><b>Lisa Dalton</b> <i>Independent Non-Executive Director</i></p>	<p>Lisa is an experienced director, senior executive and company secretary with expertise in the healthcare, medical, utilities, manufacturing, childcare, energy, mining and construction sectors.</p> <p>She has experience in leading teams responsible for strategy, governance, risk management, human resources, communication, stakeholder relations and program management. Lisa has participated in 4 successful ASX listings in the past 5 years.</p> <p>Lisa has strong practical experience in fit for purpose governance, risk management, strategic planning and motivating teams to find solutions to complex issues.</p> <p>Lisa is the Chairman of the Remuneration and Nomination Committee and a member of the Audit and Risk Committee.</p>
Current directorships of listed entities	None
Directorships of listed entities over last 3 years	None
Bankruptcy and Criminal Records Searches	Nil to Report

## GLOSSARY

Defined Terms	Meaning
<b>Auditor</b>	BDO.
<b>Annual General Meeting or AGM</b>	the annual general meeting of Shareholders of the Company.
<b>ASX</b>	ASX Limited ACN 008 624 691 or the securities exchange operated by it (as the case requires).
<b>BDO</b>	BDO Audit Pty Ltd ACN 134 022 870.
<b>Board</b>	the board of Directors of the Company.
<b>Chair</b>	the person appointed to Chair the Meeting.
<b>Corporations Act</b>	the Corporations Act 2001 (Cth).
<b>Company</b>	Healthia Limited ACN 626 087 223
<b>Constitution</b>	the constitution of the Company, as amended from time to time, a copy of which is available on the Company's website <a href="http://www.healthia.com.au">www.healthia.com.au</a>
<b>Directors</b>	the directors of the Company.
<b>Listing Rules</b>	the Listing Rules of the ASX.
<b>Meeting</b>	this meeting.
<b>Notice</b>	the notice of meeting which accompanies the Explanatory Notes.
<b>Shareholder</b>	a registered holder of shares in the Company.

### Directors' recommendation:

The Directors, with Lisa Dalton abstaining, unanimously recommend that you vote in favour of this ordinary resolution to approve the re-election of Lisa Dalton as a Director.

### Resolution 3 | Appointment of Auditor

In May 2018, the Directors appointed BDO as the Auditor. Under section 327A(1) of the Corporations Act, an auditor appointed by Directors holds office until the Company's first Annual General Meeting. At that time the Members must appoint an Auditor.

In accordance with section 328B of the Corporations Act, notice in writing nominating BDO has been given to the Company by a Member. A copy of this notice is included in this Notice of Meeting at Annexure A. The appointment of BDO will be by vote of Members as an ordinary resolution.

### Directors' recommendation:

The Directors unanimously recommend that you vote in favour of this ordinary resolution to appoint BDO as auditor of the Company.

### Remuneration Report

The Company was not listed at its balance date of 30 June 2018, and therefore did not include a Remuneration Report in its Annual Report. Since there is no Remuneration Report for the year ended 30 June 2018, no resolution for the adoption of the Remuneration Report will be put to the Meeting.

NOTICE OF 2018  
ANNUAL GENERAL MEETING

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**Annexure A**

15 September 2018

The Directors  
Healthia Limited  
Level 4 East Tower  
25 Montpelier Road  
Bowen Hills QLD 4006

Dear Directors

**Nomination of Company Auditor**

Pursuant to section 328B(1) of the Corporations Act 2001 (Cth) (Act), I, Wesley James Coote, being a member of Healthia Limited (the Company) hereby nominate BDO Audit Pty Ltd, for appointment as auditor of the Company at the next annual general meeting of the Company to be held on or about 28 November 2018 and at any adjournment thereof.

Please distribute copies of this notice in accordance with section 328B(3) of the Act.

Yours sincerely



Wesley Coote

## LODGE YOUR VOTE

-  **ONLINE**  
www.linkmarketservices.com.au
-  **BY MAIL**  
Healthia Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235 Australia
-  **BY FAX**  
+61 2 9287 0309
-  **BY HAND**  
Link Market Services Limited  
1A Homebush Bay Drive, Rhodes NSW 2138
-  **ALL ENQUIRIES TO**  
Telephone: 1300 554 474      Overseas: +61 1300 554 474



X99999999999

## PROXY FORM

I/We being a member(s) of Healthia Limited and entitled to attend and vote hereby appoint:

### APPOINT A PROXY

**the Chairman of the Meeting (mark box)**      **OR** if you are **NOT** appointing the Chairman of the Meeting as your proxy, please write the name of the person or body corporate you are appointing as your proxy

or failing the person or body corporate named, or if no person or body corporate is named, the Chairman of the Meeting, as my/our proxy to act on my/our behalf (including to vote in accordance with the following directions or, if no directions have been given and to the extent permitted by the law, as the proxy sees fit) at the Annual General Meeting of the Company to be held at **11:00am (Brisbane time) on Wednesday, 28 November 2018 at Level 28, Riparian Plaza, 71 Eagle Street, Brisbane QLD 4000** (the **Meeting**) and at any postponement or adjournment of the Meeting.

**The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business.**

### VOTING DIRECTIONS

**Proxies will only be valid and accepted by the Company if they are signed and received no later than 48 hours before the Meeting. Please read the voting instructions overleaf before marking any boxes with an .**

#### Resolutions

		For	Against	Abstain*
1	Re-election of Glen Richards as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Re-election of Lisa Dalton as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Appointment of auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

 \* If you mark the Abstain box for a particular Item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

### SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)	Joint Shareholder 2 (Individual)	Joint Shareholder 3 (Individual)
<input style="width: 100%; height: 30px;" type="text"/>	<input style="width: 100%; height: 30px;" type="text"/>	<input style="width: 100%; height: 30px;" type="text"/>
Sole Director and Sole Company Secretary	Director/Company Secretary (Delete one)	Director

This form should be signed by the shareholder. If a joint holding, either shareholder may sign. If signed by the shareholder's attorney, the power of attorney must have been previously noted by the registry or a certified copy attached to this form. If executed by a company, the form must be executed in accordance with the company's constitution and the *Corporations Act 2001* (Cth).



## HOW TO COMPLETE THIS SHAREHOLDER PROXY FORM

### YOUR NAME AND ADDRESS

This is your name and address as it appears on the Company's share register. If this information is incorrect, please make the correction on the form. Shareholders sponsored by a broker should advise their broker of any changes. **Please note: you cannot change ownership of your shares using this form.**

### APPOINTMENT OF PROXY

If you wish to appoint the Chairman of the Meeting as your proxy, mark the box in Step 1. If you wish to appoint someone other than the Chairman of the Meeting as your proxy, please write the name of that individual or body corporate in Step 1. A proxy need not be a shareholder of the Company.

### DEFAULT TO CHAIRMAN OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chairman of the Meeting, who is required to vote those proxies as directed. Any undirected proxies that default to the Chairman of the Meeting will be voted according to the instructions set out in this Proxy Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

### VOTES ON ITEMS OF BUSINESS – PROXY APPOINTMENT

You may direct your proxy how to vote by placing a mark in one of the 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 the items of business, your proxy may vote as he or she chooses. If you mark more than one box on an item your vote on that item will be invalid.

### APPOINTMENT OF A SECOND PROXY

You are entitled to appoint up to two persons as proxies to attend the Meeting and vote on a poll. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by telephoning the Company's share registry or you may copy this form and return them both together.

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 the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded; and
- (b) return both forms together.

### SIGNING INSTRUCTIONS

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

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

**Joint Holding:** where the holding is in more than one name, either shareholder may sign.

**Power of Attorney:** to sign under Power of Attorney, you must lodge the Power of Attorney with the 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:** where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the *Corporations Act 2001*) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please indicate the office held by signing in the appropriate place.

### CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate "Certificate of Appointment of Corporate Representative" must be produced prior to admission in accordance with the Notice of Meeting. A form of the certificate may be obtained from the Company's share registry or online at [www.linkmarketservices.com.au](http://www.linkmarketservices.com.au).

### LODGEMENT OF A PROXY FORM

This Proxy Form (and any Power of Attorney under which it is signed) must be received at an address given below by **11:00am (Brisbane time) on Monday, 26 November 2018**, being not later than 48 hours before the commencement of the Meeting. Any Proxy Form received after that time will not be valid for the scheduled Meeting.

Proxy Forms may be lodged using the reply paid envelope or:



#### ONLINE

[www.linkmarketservices.com.au](http://www.linkmarketservices.com.au)

Login to the Link website using the holding details as shown on the Proxy Form. Select 'Voting' and follow the prompts to lodge your vote. To use the online lodgement facility, shareholders will need their "Holder Identifier" (Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form).



#### BY MAIL

Healthia Limited  
C/- Link Market Services Limited  
Locked Bag A14  
Sydney South NSW 1235  
Australia



#### BY FAX

+61 2 9287 0309



#### BY HAND

delivering it to Link Market Services Limited\*  
1A Homebush Bay Drive  
Rhodes NSW 2138

\* During business hours (Monday to Friday, 9:00am–5:00pm)

**IF YOU WOULD LIKE TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING, PLEASE BRING THIS FORM WITH YOU.  
THIS WILL ASSIST IN REGISTERING YOUR ATTENDANCE.**