



epsilon
HEALTHCARE

Epsilon Healthcare Limited
ACN 614 508 039

Notice of
Extraordinary General Meeting
At 10:00am (Sydney time) on Wednesday January 25, 2023



Notice of 2023 Extraordinary General Meeting

Notice is hereby given that the 2023 Extraordinary General Meeting of Epsilon Healthcare Limited (the **Company** or **Epsilon**) is to be held at 10:00am (Sydney time) on Wednesday January 25, 2023 at Computershare, Level 3, 60 Carrington Street, Sydney NSW 2000

Business of the Meeting

1. Resolution 1: Ratification of September 2022 Placement

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

“That for the purposes of ASX Listing Rule 7.4, and for all other purposes, Shareholders approve and ratify the issue of 56,363,639 Shares in the Company to the parties, for the purpose, and on the terms set out in the Explanatory Statement accompanying the Notice.”

Voting Exclusion Statement

A voting exclusion applies to this Resolution 1. The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- a) Any person who participated in the share issue; or
- b) Any associates of those persons

However, this does not apply to a vote cast in favour of a resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

2. Resolution 2: Ratification of November Top Up Placement

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

“That, for the purposes of ASX Listing Rule 7.4, and for all other purposes, Shareholders approve and ratify the issue of 3,636,634 Shares in the Company to the parties, for the purpose, and on the terms set out in the Explanatory Statement accompanying this Notice.”

**Voting Exclusion Statement**

A voting exclusion applies to this Resolution 2. The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- c) Any person who participated in the share issue; or
- d) Any associates of those persons

However, this does not apply to a vote cast in favour of a resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

3. Resolution 3: Approval to issue Participant Placement Options

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

“That, for the purposes of ASX Listing Rule 7.1, and for all other purposes, Shareholders approve the issue of 45,000,206 Options exercisable at \$0.05 expiring 3 years following their date of issue in the Company to the parties, for the purpose, and on the terms set out in the Explanatory Statement accompanying this Notice.”

Voting Exclusion Statement

A voting exclusion applies to this Resolution 3. The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- e) Any person who participated in the share issue; or
- f) Any associates of those persons

However, this does not apply to a vote cast in favour of a resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.



4. Resolution 4: Approval to issue Broker Placement Options

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

“That, for the purposes of ASX Listing Rule 7.1, and for all other purposes, Shareholders approve the issue of 56,363,639 Options exercisable at \$0.05 expiring 3 years following their date of issue in the Company to the parties, for the purpose, and on the terms set out in the Explanatory Statement accompanying this Notice.”

Voting Exclusion Statement

A voting exclusion applies to this Resolution 4. The Company will disregard any votes cast in favour of the resolution by or on behalf of:

- g) Evolution Capital Pty Ltd; or
- h) Any associates of Evolution Capital Pty Ltd

However, this does not apply to a vote cast in favour of a resolution by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the chair of the meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the chair to vote on the resolution as the chair decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Replacement of Auditor

5. Resolution 5: Removal of Auditor

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

“That, for the purposes of section 329(1) of the Corporations Act and for all other purposes, RSM Australia Partners, be removed as the Company’s auditors effective from the conclusion of the Meeting.”

6. Resolution 6: Appointment of Auditor

To consider and if thought fit, pass the following as **a special resolution**:

“That, subject to Resolution 5 being passed, for the purpose of section 327D of the Corporations Act and for all other purposes AD Danieli & Co, being qualified to act as auditor and having consented in writing to act as auditor, be appointed as the Company’s auditor effective from the conclusion of the Meeting and the directors be authorised to fix the remuneration.”



Other Business

7. Other Business

To transact any other business which may be legally brought before this Extraordinary General Meeting, in accordance with the Company's Constitution and the Corporations Act.

On behalf of the Board,

A handwritten signature in black ink, appearing to read 'Josh Cui'.

Josh Cui
Chairman
Epsilon Healthcare Limited
December 19, 2022



Explanatory Statement

This Explanatory Statement is intended to provide shareholders of Epsilon Healthcare Limited (**Epsilon** or the **Company**) with sufficient information to assess the merits of the Resolutions contained in the accompanying Notice of Extraordinary General Meeting of the Company.

The Directors ask shareholders to read this Explanatory Statement in full before making any decision in relation to the Resolutions.

If you have any queries regarding the matters set out in this Explanatory Statement or the preceding Notice please contact Epsilon or seek advice from your professional advisors.

Share Capital Approvals

Resolutions 1 and 2: Ratification of Placements

Resolutions 1 and 2 relate to ratification of prior issues of securities by the Company where the securities were issued without shareholder approval under the Company's capacity to issue securities which amount to no more than 15% of the Company's issued capital in the 12 month period immediately preceding the date of the issue or agreement per ASX Listing Rule 7.1. The effect of the ratification proposed by Resolutions 1 and 2 would be to provide subsequent approval for those issues of securities under ASX Listing Rule 7.4 which 'refreshes' the Company's 15% placement capacity.

ASX Listing Rule 7.1 provides that without the approval of holders of ordinary securities, a company must not, subject to specified exceptions, issue or agree to issue during any 12 months period any equity securities or other securities with rights to conversion to equity, if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12 month period. ASX Listing Rule 7.4 provides where an issue of securities made without shareholder approval pursuant to ASX Listing Rule 7.1 is subsequently approved or ratified by shareholders, those securities will be treated as having been issued with approval under ASX Listing Rule 7.1, effectively 'refreshing' the issue capacity noted above.

In the event that Resolutions 1 and 2 are not passed, the Company will not have 'refreshed' its capacity to issue securities pursuant to ASX Listing Rule 7.4 and accordingly these securities will continue to 'take up' part of the total 15% ASX Listing Rule 7.1 capacity.

If Resolutions 1 and 2 are passed, the Company will have 'refreshed' its capacity to issue securities pursuant to ASX Listing Rule 7.4, and accordingly these securities would not continue to 'take up' part of the total 15% ASX Listing Rule 7.1 capacity. The Company will have the full 15% ASX Listing Rule 7.1 capacity.

The Company provides the following information with respect to Resolutions 1 and 2 pursuant to ASX Listing Rule 7.5:



Resolution 1: September 2022 Placement

Number of Securities	56,363,639 Fully Paid Ordinary Shares
Price	\$0.0275 per share (\$1,550,000)
Terms of Securities	Fully Paid Ordinary Shares that rank equally with all existing Shares on issue
Date of Issue	9 September 2022
Persons Issued To	<p>Sophisticated and professional investors either introduced to the Company by Evolution Capital or other parties.</p> <p>The Company notes that each of Jarrod White (former CEO) and Sonny Didugu (current COO and Company Secretary) participated in the Placement – each subscribing for \$70,000.</p>
Purpose of Issue/ Use of Funds	The funds raised have been applied towards working capital including the operation of the Company's Southport Facility (through subsidiary, THC Pharma Pty Ltd) and Tetra Health clinic network (through subsidiary, Tetra Pty Ltd).
Material Terms of Relevant Agreement	Subject to shareholder approval, participants are also entitled to 3 Options for every 4 Shares subscribed with each Option being exercisable at \$0.05 expiring three years from their date of issue.
Voting Exclusion	A voting exclusion statement applies to this Resolution.

Resolution 2: November 2022 Top Up Placement

Number of Securities	3,636,634 Fully Paid Ordinary Shares
Price	\$0.0275 per share (\$100,000)
Terms of Securities	Fully Paid Ordinary Shares that rank equally with all existing Shares on issue
Date of Issue	9 November 2022
Persons Issued To	Karantzias Investments Pty Ltd <Karantzias Family A/C> being a sophisticated or professional investor identified by the Company
Purpose of Issue/ Use of Funds	The funds raised have been applied towards working capital including the operation of the Company's Southport Facility (through subsidiary, THC Pharma Pty Ltd) and Tetra Health clinic network (through subsidiary, Tetra Pty Ltd).
Material Terms of Relevant Agreement	Subject to shareholder approval, participants are also entitled to 3 Options for every 4 Shares subscribed with each Option being exercisable at \$0.05 expiring three years from their date of issue.
Voting Exclusion	A voting exclusion statement applies to this Resolution.

Recommendation of Board on Resolutions 1 and 2.

The Board recommends that shareholders vote in favour of Resolutions 1 and 2.



Resolutions 3 and 4: Issue of Placement and Broker Options

In 2022, the Company completed a placement of 56,363,639 Shares at \$0.0275 per share to sophisticated and institutional investors to raise \$1,550,000 before costs (the **September 2022 Placement**). In November 2022, the Company completed a further top up placement of 3,636,634 Shares on the same terms as the September 2022 Placement (the **November 2022 Top Up Placement**). Both Placements were undertaken without disclosure to the recipients under Part 6D.2 of the Corporations Act 2001 (Cth).

Subject to shareholder approval, each Placement participant is to receive three free attaching Option for every four new Shares issued. An advisor to the September 2022 Placement, Evolution Capital (or their nominees), would also be entitled to one Option for every one Share issued pursuant to the September 2022 Placement. Each Option will be exercisable at \$0.05 per share and each would expire three years from the date of issue.

The issue of the Options are subject to approval by Shareholders at this Extraordinary General Meeting. If Shareholder approval is not received, in respect of Resolution 3, Placement participants will not receive their attaching Option, and will have no further entitlement in lieu of the value of these Options.

ASX Listing Rule 7.1

ASX Listing Rule 7.1 provides that without the approval of holders of ordinary securities, a company must not, subject to specified exceptions, issue or agree to issue during any 12 months period any equity securities or other securities with rights to conversion to equity, if the number of those securities exceeds 15% of the number of securities in the same class on issue at the commencement of that 12 month period. Accordingly the Company must put before shareholders approval or otherwise for the issue of these securities.

The Company provides the following information with respect to Resolutions 3 and 4 pursuant to ASX Listing Rule 7.1:

Resolution 3: Issue of Options to Placement Participants

Maximum Number of Options	45,000,206 Options
Security Class	Options ex \$0.05 exp three years from date of issue
Date of Issue	The Option would be issued no later than 3 months after the date of the Meeting
Price	The issue price is nil. The Options are free attaching options to the Shares issued under the September 2022 and November 2022 Top Up Placements on a 3 Options for every 4 Shares subscribed basis.
Terms of Securities	The Options would be exercisable at a price of \$0.05 each expiring three years from the date of issue. The Shares issued on conversion will be fully paid ordinary shares issued on the same terms and conditions as the Company's existing Shares.



Advantages of Issue	Although no further funds are being raised by the issue of these Options, if all Options are exercised, the Company will raise a further \$2.25 million which would be applied towards general working capital.
Disadvantages of Issue	<ol style="list-style-type: none"> 1. As regards existing shareholders, the exercise of the Options would materially dilute the prima facie value of their shareholding; especially if they did not receive Options. 2. Because the exercise price of the Options is \$0.05 each only, if the share price increased above this exercise price, the Company would be issuing shares at a substantially devalued price.
Persons Issued To	<p>Sophisticated and professional investors either introduced to the Company by Evolution Capital or other parties.</p> <p>The Company notes that each of Jarrod White (former CEO) and Sonny Didugu (current COO and Company Secretary) participated in the Placement and accordingly are each entitled to 1,909,092 Options.</p>
Voting Exclusion	A voting exclusion statement applies to this Resolution.

Resolution 4: Issue of Options to Broker

Maximum Number of Options	56,363,639 Options
Date of Issue	The Options would be issued no later than 3 months after the date of the Meeting.
Price	The issue price is Nil.
Terms of Securities	The Options would be exercisable at a price of \$0.05 each expiring three years from the date of issue.
Advantages of Issue	If all Options are exercised, the Company will raise a further \$2.81 million which would be applied towards general working capital.
Disadvantages of Issue	<ol style="list-style-type: none"> 1. As regards existing shareholders, the exercise of the Options would materially dilute the prima facie value of their shareholding; especially if they did not receive Options. 1. Because the exercise price of the Options is \$0.05 each only, if the share price increased above this exercise price, the Company would be issuing shares at a substantially devalued price. 2. Due to Evolution effectively, by its own efforts, only raising \$400,000 of a total of \$1,650,000 (14.545 million shares @ 2.75 cents of a total of 60,000,000 shares), the issue of Options is very disproportionate to its efforts. In addition, Evolution has also received other fees.
Persons Issued To	Evolution Capital Pty Ltd (or their nominee).



Relevant Agreement	The Options are being issued pursuant to an agreement between the Company and Evolution Capital in relation to the September 2022 Placement. This Agreement effectively had Evolution Capital, by its own efforts, raising monies in relation to only \$400,000 (14.545 million shares) of a total of \$1,650,000 and 60,000,000 shares. The mandate also included a management fee (2%) and a placing fee (4%) on the funds raised in the September 2022 placement. Totalling a cash payment to Evolution of some \$47,000
Voting Exclusion	A voting exclusion statement applies to this Resolution.

Recommendation of Board on Resolutions 3 and 4.

The Board recommends that shareholders vote against Resolutions 3 and 4.

Voting Exclusion Statement

Various Voting Exclusion Statements apply to each of Resolutions 1 to 4. Please refer to the Voting Exclusion Statements under each Resolution in the Notice for further information on the exclusions.

Replacement of Auditor

Resolutions 5 and 6: Removal of Existing Auditor and Appointment of New Auditor

On November 9, 2022 the Company received a Notice under s 329 of the Corporations Act. This Notice was of the intention to move a resolution to remove RSM Australia Partners as auditors of the Company. After a tender process, A D Danieli Audit Pty Ltd are recommended to be appointed to replace RSM Australia Partners.

Section 329 of the Corporations Act provides that an auditor of a company may be removed from office by resolution at a general meeting of which 2 months' notice of intention to move the resolution has been given. It should be noted that under this section, if a company calls a meeting after the notice of intention has been given, the meeting may pass the resolution even though the meeting is held less than 2 months after the notice of intention is given.

Following receipt of this notice, the Company has confirmed the consent of AD Danieli Audit Pty Ltd to be appointed as the Company's auditors and has moved to have these resolutions considered at this meeting rather than having another meeting convened at a later date in accordance with the above.

Section 327D of the Corporations Act provides that the Company may immediately appoint an auditor to replace an auditor removed under section 329 of the Corporations Act.

If RSM Australia Partners is removed under Resolution 5, it is proposed A D Danieli Audit Pty Ltd be appointed as the Company's auditor effective from the conclusion of the Meeting. The nomination of A D Danieli Audit Pty Ltd as auditor of the Company is provided to Shareholders in Annexure A to this Notice of Extraordinary Meeting. A D Danieli Audit Pty Ltd has given written consent to act as the Company's auditor in accordance with section 328(1) of the Corporations Act.

If Resolutions 5 and 6 are passed, the appointment of AD Danieli Audit Pty Ltd as the Company's auditor will take effect from the later of the close of this meeting, or the consent to RSM Australia Partners resignation from the Australian Securities and Investments Commission.

Recommendation of Board on Resolutions 5 and 6.

The Board recommends that Shareholders vote in favour of Resolutions 5 and 6.



Further Information

For further information, please contact the Company at corporate@epsilonhc.com.

Voting Information

Pursuant to Regulation 7.11.37 of the Corporations Regulation 2001 (Cth) the persons eligible to vote at the Meeting are those who are registered Shareholders at 10:00am (Sydney time) on Monday January 23, 2023.

Voting in person: To vote in person, attend the Meeting at the time, date and place set out above.

Voting by proxy: To vote by proxy, please complete and sign the enclosed Proxy Form and return it in accordance with the instructions set out in the Voting form so it is received no later than 10:00am (Sydney time) on Monday January 23, 2023.

Pursuant to section 249L of the Corporations Act, Shareholders are advised that:

- each Shareholder has a right to appoint a proxy;
- the proxy need not be a Shareholder of the Company; and
- a Shareholder who is entitled to cast 2 or more votes may appoint 2 proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If the member appoints 2 proxies and the appointment does not specify the proportion or number of the member's votes each proxy may exercise, then in pursuant to section 249X(3) of the Corporations Act, each proxy may exercise one-half of the votes.

If a Proxy Form is signed by an attorney, the original or a certified copy of the power of attorney or other authority under which the Proxy Form is signed must be provided to the Company's share registry in the manner specified in the Proxy Form by no later than 10:00am (Sydney time) on Monday January 23, 2023.

Voting by corporate representative: A Shareholder or proxy which is a corporation and entitled to attend and vote at the Meeting may appoint an individual to act as its corporate representative to vote at the Meeting. The appointment must comply with section 250D of the Corporations Act. The representative should bring to the Meeting evidence of his or her appointment and lodge it with the registration desk, unless it has been previously provided to the Company's share registry by the time and in the manner specified in the Proxy Form.

Voting by attorney: Pursuant to Clause 54.1 of the Company's Constitution a Shareholder entitled to attend and vote at the Meeting is entitled to appoint an attorney to attend and vote at the Meeting on the Shareholder's behalf. An attorney does not need to be a Shareholder. The power of attorney appointing the attorney must be signed and specify the name of each of the Shareholder, the Company and the attorney, and also specify the meeting(s) at which the appointment may be used. The appointment may be a standing one. To be effective, the power of attorney (or certified copy) must also be returned in the same manner and time as specified for Proxy Form or otherwise lodged at the registration desk on the day of the Meeting.

Key Management Personnel: The Chair of the meeting may vote an undirected proxy (ie. a proxy that does not specify how it is to be voted), provided the shareholder who has lodged the proxy has given informed consent, in the form of an express voting direction to the chair to exercise the undirected proxy, even if the resolution is connected with the remuneration of a member of Key Management Personnel (**Informed Consent**).



SCHEDULE: DEFINITIONS AND INTERPRETATIONS

1.1 Definitions

In this Notice of Explanatory Statement, unless the context otherwise requires, the following terms have the following meanings:

ASIC means the Australian Securities and Investments Commission;

Associated Body Corporate means a:

- (a) related body corporate of the Company under section 50 of the Corporations Act;
- (b) body corporate that has voting power in the Company of not less than 20%; or
- (c) body corporate in which the Company has voting power of not less than 20%;

ASX means ASX Limited or the securities market operated by ASX Limited, as the context requires;

Board means the board of Directors;

Business Day means a day (other than Saturday, Sunday or public holiday) on which banks are open for general banking business in Sydney, New South Wales;

Chair means the chair of the Meeting;

Company means Epsilon Healthcare Limited ACN 614 508 039;

Constitution means the constitution of the Company;

Corporations Act means the *Corporations Act 2001 (Cth)*;

Director means a current Director of the Company;

Equity Securities has the meaning given in the Listing Rules;

Explanatory Statement means the explanatory statement that accompanies this Notice of Extraordinary General Meeting;

Key Management Personnel has the meaning given by section 9 of the Corporations Act;

Listing Rules means the official listing rules of ASX;

Meeting, AGM or Extraordinary General Meeting means this notice of Extraordinary General Meeting, including as the context allows, the Explanatory Statement;

November 2022 Top Up Placement means the Shares issued in a placement conducted in November 2022 on the same terms as the September 2022 Placement to raise \$100,000;

Official List means the official list of entities that ASX has admitted to and not removed from listing;

Options means an option which can be converted into a Share on payment of the exercise price, and on the terms and conditions summarised in the Explanatory Statement;

Proxy Form means the proxy form enclosed with this Notice;

Resolution means a resolution contained in this Notice;

Section means a section of this Explanatory Statement;

Securities means any Shares or Options issued by the Company;

September 2022 Placement means the Shares issued in a placement conducted in September 2022 at \$0.0275 to raise \$1,550,000;

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

Shareholder means the holder of a Share.



1.2 Interpretation

Headings are for convenience only, and do not affect interpretation. The following rules also apply in interpreting this Notice and Explanatory Statement, except where the context makes it clear that a rule is not intended to apply.

- 1.1 Words and phrases which are defined by the Corporations Act have the same meaning in this Notice and Explanatory Statement.
- 1.2 A reference to:
 - (a) a legislative provision or legislation (including subordinate legislation) is to that provision or legislation as amended, re-enacted or replaced, and includes any subordinate legislation issued under it;
 - (b) a document or agreement is to that document, agreement or provision as amended, supplemented, replaced or novated;
 - (c) a person includes any type of entity or body of persons, whether or not it is incorporated or has a separate legal identity, and any executor, administrator or successor in law of the person;
 - (d) anything (including a right, obligation or concept) includes each part of it, and
 - (e) \$ is to the lawful currency in Australia unless otherwise stated.
- 1.3 A singular word includes the plural, and vice versa.
- 1.4 A word which suggests one gender includes the other genders.
- 1.5 If a word or phrase is defined, any other grammatical form of that word or phrase has a corresponding meaning.
- 1.6 If an example is given of anything (including a right, obligation or concept), such as by saying it includes something else, the example does not limit the scope of that thing.
- 1.7 All references to time are references to the time in Sydney, New South Wales.



Annexure A

9 November, 2022

Mr Josh Cui
Chairman
Epsilon Healthcare Limited
Level 17, 9 Castlereagh Street
SYDNEY NSW 2000

Dear Chairman

NOTICE OF NOMINATION OF AUDITOR IN ACCORDANCE WITH SECTION 328B OF THE CORPORATIONS ACT 2001

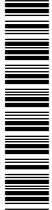
In accordance with section 328B(1) of the Corporations Act 2001 (Cth), I Chongna Wang, being a member of Epsilon Healthcare Limited ACN 614 508 039 (Company), nominates AD Danieli Audit Pty Ltd for appointment as auditor of the Company at the Annual General Meeting of the Company to be held on 25 January 2023, or any later date. Please distribute copies of this Notice of Nomination as required by the Corporations Act 2001 (Cth).

Yours sincerely

Chongna Wang

Need assistance?**Phone:**1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)**Online:**www.investorcentre.com/contact

EPN

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Epsilon Healthcare Limited Extraordinary General Meeting

The Epsilon Healthcare Limited Extraordinary General Meeting will be held on Wednesday, 25 January 2023 at 10:00am (AEDT). You are encouraged to participate in the meeting using the following options:



MAKE YOUR VOTE COUNT

To lodge a proxy, access the Notice of Meeting and other meeting documentation visit www.investorvote.com.au and use the below information:

**Control Number: 999999****SRN/HIN: I9999999999****PIN: 99999**

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

For your proxy appointment to be effective it must be received by 10:00am (AEDT) Monday, 23 January 2023.



ATTENDING THE MEETING IN PERSON

The meeting will be held at:
Computershare, Level 3, 60 Carrington Street, Sydney NSW 2000.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

Need assistance?**Phone:**1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)**Online:**www.investorcentre.com/contact

EPN

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030**YOUR VOTE IS IMPORTANT**For your proxy appointment to be effective it must be received by **10:00am (AEDT) Monday, 23 January 2023.**

Proxy Form

How to Vote on Items of Business

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

APPOINTMENT OF PROXY**Voting 100% of your holding:** Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.**Voting a portion of your holding:** Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.**Appointing a second proxy:** You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.**A proxy need not be a securityholder of the Company.****SIGNING INSTRUCTIONS FOR POSTAL FORMS****Individual:** Where the holding is in one name, the securityholder must sign.**Joint Holding:** Where the holding is in more than one name, all of the securityholders should sign.**Power of Attorney:** If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.**Companies:** Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.**PARTICIPATING IN THE MEETING****Corporate Representative**If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".**Lodge your Proxy Form:****XX****Online:**Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is

**Control Number: 999999****SRN/HIN: I999999999****PIN: 99999**For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com**By Mail:**Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia**By Fax:**1800 783 447 within Australia or
+61 3 9473 2555 outside Australia**PLEASE NOTE:** For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030



Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



I 9999999999

I ND

Proxy Form

Please mark ☒ to indicate your directions

Step 1

Appoint a Proxy to Vote on Your Behalf

XX

I/We being a member/s of Epsilon Healthcare Limited hereby appoint

☐ the Chairman of the Meeting

OR

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Extraordinary General Meeting of Epsilon Healthcare Limited to be held at Computershare, Level 3, 60 Carrington Street, Sydney NSW 2000 on Wednesday, 25 January 2023 at 10:00am (AEDT) and at any adjournment or postponement of that meeting.

Step 2

Items of Business

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

		For	Against	Abstain
Resolution 1	Ratification of September 2022 Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Ratification of November Top Up Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval to issue Participant Placement Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval to issue Broker Placement Options	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Removal of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of resolutions 1, 2, 5 and 6 and against resolutions 3 and 4. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3

Signature of Securityholder(s)

This section must be completed.

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically