



NOTICE OF GENERAL MEETING
ATCOR MEDICAL HOLDINGS LIMITED
(ACN 113 252 234)
(“COMPANY”)

Notice is given that a General Meeting of the Company will be held at the offices of PricewaterhouseCoopers, 201 Sussex St, Sydney, NSW 2000 on 21 December 2016 commencing at 10:00am.

ITEMS OF BUSINESS

1. Ratification of prior share issue Placement for purpose of Listing Rule 7.4: re-set of 15% threshold

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

“That for the purposes of ASX Listing Rule 7.4 and for all other purposes, shareholders ratify the allotment and issue of 26,950,000 Shares on the terms described in the Explanatory Memorandum accompanying this Notice.”

Voting exclusion statement

The Company will disregard any votes cast on Resolution 1 by a person who participated in the issue and any of their associates. However, the Company need not disregard a vote cast on Resolution 1 if it is cast by:

- (a) a person as a proxy for a person who is entitled to vote, if the vote is cast in accordance with the directions on the proxy form; or
- (b) the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with the direction of the proxy form to vote as the proxy decides.

2. Approval of issue of shares to superannuation fund associated with a Director, Mr. Donal O’Dwyer

To consider, and if thought fit, to pass the following resolution

That, for the purposes of ASX Listing Rule 10.11, and all other purposes, approval is given for Mr. Donal O’Dwyer & Mrs Judith O’Dwyer – Dundrum Super Fund A/c, to subscribe for up to 1,538,462 Shares on the terms and conditions set out in the Explanatory Statement.”

3. Approval of issue of shares to a Director, Mr. King Nelson

To consider, and if thought fit, to pass the following resolution

“That, for the purposes of ASX Listing Rule 10.11, and all other purposes, approval is given for Mr. King Nelson to subscribe for up to 153,846 Shares on the terms and conditions set out in the Explanatory Statement.”

4. Approval of issue of shares to superannuation fund associated with a Director, Dr David Brookes

To consider, and if thought fit, to pass the following resolution

“That, for the purposes of ASX Listing Rule 10.11, and all other purposes, approval is given for Dr David Lionel Brookes & Mrs Elizabeth Brookes – DL Brookes Personal S/F A/c, to subscribe for up to 307,692 Shares on the terms and conditions set out in the Explanatory Statement.”

Voting Restrictions:

Resolution 2, 3 and 4

The Company will disregard any votes cast on resolutions 2, 3, and 4 by, in each case:

- the named Director; or
- his associates.

However, the Company need not disregard a vote if:

- It is cast by a Director as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or
- It is cast by a Director in the event he/she is 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.

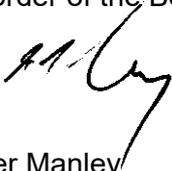
Voting Entitlements

For the purpose of the General Meeting, the Company has determined that all securities of the Company that are quoted securities at 7:00pm Australian Eastern Daylight Time on 19 December 2016 will be taken, for the purpose of the Meeting, to be held by the persons who were registered holders at that time. Accordingly, transactions registered after that time will be disregarded in determining entitlements to attend and vote at the Meeting.

Proxies

A shareholder has the right to appoint a proxy who need not be a shareholder of the Company. If a shareholder is entitled to two or more votes they may appoint two proxies and may specify the percentage of votes each proxy is appointed to exercise. The Proxy Form (which is enclosed with this Notice of Meeting) and any power of attorney or authority under which they are signed must be received at the share registry of the Company, c/- Link Market Services Ltd, Locked Bag A14, Sydney South, NSW 1235, Australia or at the Company's Registered Office, Suite 11, 1059-1063 Victoria Rd, West Ryde, NSW 2114, Australia, or by facsimile to Link Market Services Ltd on +61 (2) 9287 0309 or to the Company on +61 (2) 9874 9022 or online at www.linkmarketservices.com.au at least 48 hours prior to the meeting (i.e. by no later than 10:00am Australian Eastern Daylight Time on 19 December 2016) or any adjournment. Any proxy form received after this deadline, including at the Meeting, will be invalid.

By order of the Board



Peter Manley
Company Secretary
18 November 2016

Explanatory Memorandum

Overview

Under Listing Rule 7.1, a listed company may not issue shares if the shares issued, when aggregated with other shares issued over the previous 12 months and not subject to an exception to Listing Rule 7.1, exceed 15% of the issued capital of the Company.

Under Listing Rule 7.4, it is possible for shareholders to approve an issue of securities which has already taken place, for the purposes of excluding that number of securities from the calculation of the 15% threshold under Listing Rule 7.1.

The resolutions proposed for this meeting each relate to past or proposed issues of shares and seek to exempt them from being counted towards the 15% limit if future issues are made. We have included a table here to assist Shareholders in understanding the cumulative effect of these resolutions:

	Number of Shares
Total number of issued Shares pre-placement	204,680,539
Total number of Shares pre-placement if all options exercised	223,676,372
Total number of Shares (fully diluted) including Shares placed in November	250,626,372
Total number of shares (fully diluted) including Shares to be issued to Directors if approval given	252,626,372
Number of Shares which could be allotted in the next 12 months before approval required under Listing Rule 7.1 and in the absence of an exception to Listing Rule 7.1	37,893,955

Resolution 1 – Approval of prior share issue

On 16 November 2016, the Company announced that it would issue 28,950,000 fully paid ordinary shares to sophisticated investors and (subject to shareholder approval) 3 Directors, to raise funds (\$1,881,750) to progress the sales launch into the US clinical practice market, along with providing additional working capital. 26,950,000 shares have already been issued.

Under Listing Rule 7.1, a listed company may not issue shares if the shares issued, when aggregated with other shares issued over the previous 12 months and not subject to an exception to Listing Rule 7.1, exceed 15% of the issued capital of the Company. The placement of 26,950,000 shares did not result in the issue of more than 15% of the issued capital of the Company, but the Board would like the flexibility to issue further shares over the next 12 months.

Under Listing Rule 7.4, it is possible for shareholders to approve an issue of securities which has already taken place, for the purposes of excluding that number of securities from the calculation of the 15% threshold under Listing Rule 7.1. If shareholders approve this resolution, then the shares issued pursuant to the placement will not be taken into account in the 12 months following approval in calculating whether the 15% threshold is exceeded by issues that are not otherwise exempt from Listing Rule 7.1.

Information required under Listing Rule 7.5

In compliance with ASX Listing Rule 7.5, the following information is provided in relation to the Share Ratification:

- (a) 26,950,000 Shares were allotted;
 - (i) the issue price was \$0.065 per Share;
 - (ii) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing ordinary shares;
 - (iii) the Shares were allotted and issued to professional and sophisticated investor clients of Taylor Collison Limited, professional and sophisticated investor clients of Jett Capital LLC;
 - (iv) the Company intends to use the funds raised from this issue, and (if approved) the issues to Directors referred to in Resolutions 2 to 4, to:
 - a. accelerate the roll out of its clinical market strategy following the CPT1 code taking effect in January 2016, allowing doctors to be reimbursed for performing tests on patients using AtCor's SphygmoCor device; and
 - b. provide additional working capital.

Each of the Directors recommends that you vote in favour of Resolution 1.

Resolutions 2 – 4: Approval of Director participation in placement

1.1 Background

The Company's ASX announcement of 16 November 2016 disclosed that a total of \$1,881,750 would be raised, from:

- the issue of shares referred to in resolution 1 (which raised \$1,751,750); and
- a proposed issue of shares to directors, subject to shareholder approval (which would raise a further \$130,000 if approved)

It is proposed that each of Donal O'Dwyer, King Nelson and David Brookes participate in the balance of the placement, if shareholder approval is given.

1.3 Listing Rule 10.11

ASX Listing Rule 10.11 requires shareholder approval to be obtained where an entity issues, or agrees to issue, securities to a related party of the entity. Donal O'Dwyer, King Nelson and David Brookes are considered to be related parties of the Company as they are Directors of the Company. Accordingly, Resolutions 2 to 4 seek shareholder approval pursuant to Listing Rule 10.11 to enable Donal O'Dwyer, King Nelson and David Brookes to participate in the placement.

If shareholder approval is given under Listing Rule 10.11 pursuant to these Resolutions, approval is not required under Listing Rule 7.1, and the 2,000,000 shares issued to Directors will not be taken into account in calculating the 15% cap if further shares are issued over the next 12 months.

1.4 Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act regulates the provision of financial benefits to related parties of a public company. Section 208 of the Corporations Act provides that, for a public company to give a financial benefit to a related party of the company, the company must:

- (a) obtain the approval of the company's shareholders in the manner set out in Chapter 2E of the Corporations Act; and
 - (i) give the benefit within 15 months following such approval,

unless the giving of the financial benefit falls within one of the exemptions set out in Chapter 2E of the Corporations Act.

For the purposes of Chapter 2E, the proposed issue of Shares to Donal O'Dwyer, King Nelson and David Brookes will constitute "giving a financial benefit".

The Directors consider that this issue of Shares will be on arms' length terms as the Placement will be made on the same terms to all parties, regardless of whether they are associated with the Company or not. Accordingly the proposed participation by Donal O'Dwyer, King Nelson and David Brookes falls within the "arm's length terms" exemption provided by Section 210 of the Corporations Act to the requirement to obtain shareholder approval under Chapter 2E of the Corporations Act in addition to approval under Listing Rule 10.11.

1.5 Information required under Listing Rule 10.13

The Company provides the following additional information in accordance with Listing Rule 10.13:

- (a) the related parties proposing to participate in the placement to Directors are:
 - (i) Mr Donal O'Dwyer & Mrs Judith O'Dwyer – Dundrum Super A/c. This entity is a related party by virtue of being Donal O'Dwyer's personal superannuation fund, of which the trustee is Dundrum Investments Pty Ltd. Mr O'Dwyer (Chairman and non-executive Director of the Company) is a Director of Dundrum Investments Pty Ltd;
 - (ii) King Nelson, a Non-Executive Director of the Company; and
 - (iii) Mr David Lionel Brookes & Mrs Elizabeth Brookes – Dr DL Brookes Personal S/F A/c. This entity is a related party by virtue of being David Brookes' personal superannuation fund, of which the trustees are Dr Brookes (a Non-Executive Director of the Company) and his wife Mrs Elizabeth Brookes.

- (iv) the maximum number of Shares for which the related parties will subscribe under the placement to Directors is as follows:

Related Party	Number of Shares
Mr Donal O'Dwyer & Mrs Judith O'Dwyer – Dundrum Super A/c	1,538,462
King Nelson	153,846
Mr David Lionel Brookes & Mrs Elizabeth Brookes – DR DL Brookes Personal S/F A/c	307,692
Total	2,000,000

- (v) the Shares will be issued no later than 1 month after the date of the General Meeting (or such later date to the extent permitted by any ASX waiver or modification of the ASX Listing Rules) and it is intended that allotment will occur on the day after the General Meeting;
- (vi) the issue price will be \$0.065 per Share; and the Shares issued will be fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing ordinary shares; and
- (vii) the Company intends to use the funds raised from these Share issues and the earlier placement referred to in Resolution 1 to:
- accelerate the roll out of its clinical market strategy following the CPT1 code taking effect in January 2016, allowing doctors to be reimbursed for performing tests on patients using AtCor's SphygmoCor device; and
 - provide additional working capital.

LODGE YOUR VOTE

 **ONLINE**
www.linkmarketservices.com.au

 **BY MAIL**
Atcor Medical Holdings Limited
C/- Link Market Services Limited
Locked Bag A14
Sydney South NSW 1235 Australia

 **BY FAX**
02 9287 0309

 **BY HAND**
Link Market Services Limited
1A Homebush Bay Drive, Rhodes NSW 2138; or
Level 12, 680 George Street, Sydney NSW 2000

 **ALL ENQUIRIES TO**
Telephone: 1800 678 246 (free call within Australia)

PROXY FORM

I/We being a member(s) of Atcor Medical Holdings 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 Extraordinary General Meeting of the Company to be held at **10:00am on Wednesday, 21 December 2016 at the offices of PwC, 201 Sussex Street, Sydney, Sydney, NSW, 2000** (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.

STEP 1

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 Ratification of prior share issue – reset of 15% threshold	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2 Approval of issue of shares to a superannuation fund associated with Donal O'Dwyer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Approval of issue of shares to King Nelson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Approval of issue of shares to a superannuation fund associated with David Brookes	<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.

STEP 2

SIGNATURE OF SHAREHOLDERS – THIS MUST BE COMPLETED

Shareholder 1 (Individual)

Joint Shareholder 2 (Individual)

Joint Shareholder 3 (Individual)

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).

STEP 3



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.

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:

- 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
- 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" should 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.

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 **10:00am on Monday, 19 December 2016**, 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

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

Atcor Medical Holdings 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
or
Level 12
680 George Street
Sydney NSW 2000

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

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