

30 November 2016

Markets Announcement Office  
ASX Limited  
Exchange Centre  
20 Bridge Street  
SYDNEY NSW 2000



ASX ANNOUNCEMENT

## **Vitaco shareholders approve scheme of arrangement**

At the scheme meetings of Vitaco Holdings Limited (ASX: VIT) (**Vitaco**) held today at Northcott Room, SMC Conference & Function Centre, 66 Goulburn Street, Sydney, Vitaco shareholders have voted overwhelmingly in favour of the scheme of arrangement for the proposed acquisition of Vitaco by Zeus One Company Pty Limited ACN 615 426 545 (**Zeus One**) (an entity controlled by SIIC Medical Science and Technology (Group) Limited, a 100% subsidiary of Shanghai Pharmaceuticals Holdings Co., Ltd, and PV Zeus Limited, a 100% subsidiary of Primavera Capital Fund II L.P.,) (**Scheme**).

### ***Next steps***

Vitaco has applied to the Federal Court of Australia for approval of the Scheme at a hearing scheduled for Tuesday, 6 December 2016. If the Scheme is approved by the Court, Vitaco shareholders who hold shares in Vitaco on the Record Date (currently proposed as 7.00pm on Friday, 9 December 2016) will receive the Scheme consideration (in accordance with the terms of the Scheme, as set out in Annexure B to the Scheme booklet dated 26 October 2016 (**Scheme Booklet**)). If this occurs, Vitaco intends to request that its shares be suspended from trading on ASX with effect from close of trading on 6 December 2016.

### ***Voting results – Scheme Meeting***

For the purpose of ASX Listing Rule 3.13.2 and sections 251AA(1) and (2) of the *Corporations Act 2001* (Cth), Vitaco states that the resolutions to approve the Scheme, as set out in the Notices of Meeting in Annexure D to the Scheme Booklet, were passed by the requisite majorities of shareholders, with:

- 82.30% of Vitaco shareholders (who are not members of Vitaco's senior management team (**Management Shareholders**)) (**Vitaco Shareholders**) present and voting (either in person or by proxy) at the meeting of Vitaco Shareholders to approve the Scheme (**Vitaco Scheme Meeting**) voted in favour of the resolution to approve the Scheme;
- 98.88% of votes at the Vitaco Scheme Meeting cast in favour of the resolution;
- 100% of Management Shareholders present and voting (either in person or by proxy) at the meeting of Management Shareholders to approve Scheme (**Management Scheme Meeting**) voted in favour of the resolution to approve the Scheme; and
- 100% of votes at the Management Scheme Meeting cast in favour of the resolution.

The poll reports submitted by the returning officer as appointed by Vitaco are attached.

For further information, please contact:

**Investors**

Phil Wiltshire

Vitaco CFO

Tel: +64 (0) 275 826 600

**Media**

Peter Brookes

Citadel-MAGNUS

Tel: +61 (0) 407 911 389

- Ends -



## VITACO HOLDINGS LIMITED

## RESULT OF GENERAL MEETING (ASX REPORT)

SCHEME MEETING  
Wednesday, 30 November, 2016

As required by section 251AA(2) of the Corporations Act 2001 (Commonwealth) the following statistics are provided in respect of each resolution on the agenda.

Resolution	Manner in which the securityholder directed the proxy vote (as at proxy close):				Manner in which votes were cast in person or by proxy on a poll (where applicable)		
	Votes <i>For</i>	Votes <i>Against</i>	Votes <i>Discretionary</i>	Votes <i>Abstain</i>	<i>For</i>	<i>Against</i>	<i>Abstain **</i>
1 SCHEME RESOLUTION	70,359,442	856,399	5,400,031	9,071	75,759,473 98.88%	861,399 1.12%	9,071

\*\* - Note that votes relating to a person who abstains on an item are not counted in determining whether or not the required majority of votes were cast for or against that item



## VITACO HOLDINGS LIMITED

## RESULT OF GENERAL MEETING (ASX REPORT)

MANAGEMENT SCHEME MEETING  
Wednesday, 30 November, 2016

As required by section 251AA(2) of the Corporations Act 2001 (Commonwealth) the following statistics are provided in respect of each resolution on the agenda.

Resolution		Manner in which the securityholder directed the proxy vote (as at proxy close):			
		Votes <i>For</i>	Votes <i>Against</i>	Votes <i>Discretionary</i>	Votes <i>Abstain</i>
1	MANAGEMENT SCHEME MEETING	1,596,579	0	0	0

\*\* - Note that votes relating to a person who abstains on an item are not counted in determining whether or not the required majority of votes were cast for or against that item