

Corporate Governance Statement

Eagle Health Holdings Limited ACN 616 382 515 (Company)

The Board of the Company is committed to principles of best practice in corporate governance and is responsible for ensuring the existence of an effective corporate governance environment to safeguard the interests of the Company, its Shareholders and other stakeholders.

This statement sets out the Company's current compliance with the third edition of the *ASX Corporate Governance Council's Corporate Governance Principles and Recommendations, 2014 (Principles or Recommendations)*. The Principles are not prescriptive regarding the conduct of ASX listed companies. Rather, an ASX listed company is required to disclose the reasons why it is not complying fully with its obligations under the Principles. To the extent that they are relevant, the Company has adopted the Principles.

Following admission to the Official List of the ASX, the Company will report any departures from the Principles in its future annual reports.

The Board considers that the Company generally complies with the Principles and, where the Company does not comply, this is primarily due to the current relative size of the Company and scale of its current operations. Comments on compliance and departures are set out below.

ASX Corporate Governance Principle/Recommendation	Comply	Particulars of Compliance and If Not Why Not
Principle 1- Lay solid foundations for management and oversight		
Recommendation 1.1: A listed entity should disclose: (a) the respective roles and responsibilities of its board and management; and (b) those matters expressly reserved to the board and those delegated to management.	Yes	<p>The Board's responsibilities are contained in the Company's Board Charter. The Board Charter also sets out the responsibilities of the Chief Executive Officer (CEO). The Board Charter sets out the role and responsibilities of the Board, Chairman and CEO. The Board Charter also explains the relationship between the Board and management.</p> <p>The Board has established committees to oversee certain functions, including the Audit and Risk Committee and the Nomination and Remuneration</p>

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		<p>Committee.</p> <p>A copy of the Board Charter is available on the Company's website at www.eaglehealthltd.com</p>
<p>Recommendation 1.2: A listed entity should:</p> <p>(a) undertake appropriate checks before appointing a person, or putting forward to security holders a candidate for election, as a director; and</p> <p>(b) provide security holders with all material information in its possession relevant to a decision on whether or not to elect or re-elect a director.</p>	Yes	<p>The Nomination and Remuneration Committee undertakes appropriate checks, including police clearance checks, bankruptcy searches, verification of qualifications and experience of potential Directors, before appointing a Director or putting forward to Shareholders a candidate for election as a Director.</p> <p>All material information in relation to potential Directors will be provided to Shareholders as the need arises, including in the form of disclosures contained in an explanatory memorandum to a notice of meeting, seeking the approval of Shareholders for the election or re-election of Directors.</p>
<p>Recommendation 1.3: A listed entity should have a written agreement with each director and senior executive setting out the terms of their appointment.</p>	Yes	<p>Each of the directors have consented to act as a director and have received a formal letter of appointment which sets out duties and responsibilities, rights and remuneration entitlements.</p> <p>Each of the executive directors, Mr Zhang Mingwang and Ms Chen Linxiang, are employed under a Service Agreement which sets out the terms on which the executives are employed, including details of the executive's duties and responsibilities, rights and remuneration entitlements.</p>
<p>Recommendation 1.4: The company secretary of a listed entity should be accountable directly to the board, through the chair, on all matters to do with the proper functioning of the board.</p>	Yes	<p>Each Company Secretary, being Mr Justyn Stedwell and Mr Michael Beer, is directly accountable to the Board in relation to matters of governance. Their role includes advising the Board and its committees on governance matters, monitoring that policies and procedures are followed, coordinating the timely completion and despatch of Board papers, ensuring that the business at Board and committee meetings is accurately captured in the minutes and helping to</p>

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		<p>organise and facilitate the induction and professional development of Directors. Further description of the role is set out in the Board Charter.</p> <p>Each Company Secretary is accessible to all Directors. The Board is responsible for the appointment and removal of the Company Secretary.</p>
<p>Recommendation 1.5: A listed entity should:</p> <p>(a) have a diversity policy which includes requirements for the board or a relevant committee of the board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the entity's progress in achieving them;</p> <p>(b) disclose that policy or a summary of it; and</p> <p>(c) disclose as at the end of each reporting period the measurable objectives for achieving gender diversity set by the board or a relevant committee of the board in accordance with the entity's diversity policy and its progress towards achieving them, and either:</p> <p>(i) the respective proportions of men and women on the board, in senior executive positions and across the whole organisation (including how the entity has defined 'senior executive' for these purposes); or</p> <p>(ii) if the entity is a 'relevant employer' under the Workplace Gender Equality Act, the entity's most recent 'Gender Equality Indicators', as</p>	Yes	<p>The Company has a strong commitment to diversity in business which is evidenced through its Diversity Policy.</p> <p>The Diversity Policy includes requirements for the Board to set measurable objectives for achieving gender diversity and to assess annually both the objectives and the Company's progress in achieving them.</p> <p>A copy of the Diversity Policy is available on the Company's website at www.eaglehealthltd.com.</p> <p>The Company proposes to provide details as to compliance with this Recommendation 1.5 in its future annual reports, including the matters set out in Recommendation 1.5(c).</p>

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defined in and published under that Act.		
<p>Recommendation 1.6: A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of the board, its committees and individual directors; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>		<p>The Board has appointed the Nomination and Remuneration Committee to oversee the process of appointment, performance and remuneration of the non-executive Directors and managing director.</p> <p>A copy of the Nomination and Remuneration Committee Charter is available on the Company's website at www.eaglehealthltd.com.</p> <p>The Company proposes to provide details as to compliance with this Recommendation 1.6 in its future annual reports, including the matters set out in Recommendation 1.6(b).</p>
<p>Recommendation 1.7: A listed entity should:</p> <p>(a) have and disclose a process for periodically evaluating the performance of its senior executives; and</p> <p>(b) disclose, in relation to each reporting period, whether a performance evaluation was undertaken in the reporting period in accordance with that process.</p>	Yes	<p>The Board has appointed the Nomination and Remuneration Committee to oversee the process of appointment, performance and remuneration of senior executives and employees of the Company.</p> <p>A copy of the Nomination and Remuneration Committee Charter is available on the Company's website at www.eaglehealthltd.com.</p> <p>The Company proposes to included details of the evaluation process and the linkages between the result of performance evaluations and remuneration in the Company's future annual reports, which will include the matters set out in Recommendation 1.7(b).</p>
Principle 2 – Structure the board to add value		
Recommendation 2.1: The Board of a listed entity should:	Yes	The Board has established the Nomination and Remuneration Committee to oversee the process of appointment, performance and remuneration of senior

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<p>(a) have a nomination committee which:</p> <ul style="list-style-type: none"> (i) has at least three members, a majority of whom are independent directors; and (ii) is chaired by an independent director, <p>and disclose:</p> <ul style="list-style-type: none"> (iii) the charter of the committee; (iv) the members of the committee; and (v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or <p>(b) if it does not have a nomination committee, disclose that fact and the processes it employs to address board succession issues and to ensure that the board has the appropriate balance of skills, knowledge, experience, independence and diversity to enable it to discharge its duties and responsibilities effectively.</p>		<p>executives and employees of the Company.</p> <p>The Nomination and Remuneration Committee comprises three non-executive Directors, all of which are independent Directors.</p> <p>The Nomination and Remuneration Committee is chaired by Rodney Hannington, who is an independent Director.</p> <p>A copy of the Nomination and Remuneration Committee Charter is available on the Company's website at www.eaglehealthltd.com.</p> <p>The Company will provide details as to compliance with this Recommendation 2.1 in its future annual reports, including the matters set out in Recommendations 2.1(a)(iv) and (v).</p>
<p>Recommendation 2.2: A listed entity should have and disclose a board skills matrix setting out the mix of skills and diversity that the board currently has or is looking to achieve in its membership.</p>	<p>Yes</p>	<p>The Board has developed a matrix to consider the mix of appropriate skills, experience, expertise and diversity for Board membership.</p> <p>A copy of the skills of the Company's Board is set out in the Company's prospectus dated 24 April 2017.</p> <p>A copy of the Diversity Policy is available on the Company's website at</p>

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		www.eaglehealthltd.com .
<p>Recommendation 2.3: A listed entity should disclose:</p> <p>(a) the names of the directors considered by the board to be independent directors;</p> <p>(b) if a director has an interest, position, association or relationship of the type described in the Principles but the board is of the opinion that it does not compromise the independence of the director, the nature of the interest, position, association or relationship in question and an explanation of why the board is of that opinion; and</p> <p>(c) the length of service of each director.</p>	Yes	<p>The Company considers a Director to be independent if the Director is independent of management and free of any business or other relationship that could materially interfere, or be perceived as interfering, with the exercise of an unfettered and independent judgment in relation to matters concerning the Company.</p> <p>The Board considers that the following Directors are independent:</p> <p>(a) Mr Andrew Thomson;</p> <p>(b) Mr Andrew Smith; and</p> <p>(c) Mr Rodney Hannington.</p> <p>Information relating to the Directors of the Company, including whether they are independent, their skills, experience, expertise and period of office they have held will be contained in the Director's Report section of the Annual Report or on the ASX Company Announcements Platform.</p>
<p>Recommendation 2.4: A majority of the board of a listed entity should be independent directors.</p>	Yes	<p>The Board comprises two Executive Directors and four non-executive Directors.</p> <p>Three of the non-executive Directors are considered independent, being Mr Andrew Thomson, Mr Andrew Smith and Mr Rodney Hannington.</p> <p>In view of the size of the Company and the nature of its activities, the Board considers that the current mix of skills, qualifications and experience on the Board is consistent with the Company's current circumstances and its long-term interests.</p>

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		The Board intends to review its composition as the Company's operations evolve, and may in the future appoint additional independent Directors as it deems appropriate.
Recommendation 2.5: The chair of the board of a listed entity should be an independent director and, in particular, should not be the same person as the CEO of the entity.	Yes	The Company's Chair is Mr Andrew Thomson. The Chair is not the Managing Director/Chief Executive Officer and is considered by the Board to be independent.
Recommendation 2.6: A listed entity should have a program for inducting new directors and provide appropriate professional development opportunities for directors to develop and maintain the skills and knowledge needed to perform their role as directors effectively.	Yes	<p>The Nomination and Remuneration Committee Charter and Board Charter demonstrate the Company's compliance with this Recommendation.</p> <p>The Nomination and Remuneration Committee will be responsible for the induction program for new directors and the development of a professional development program for Directors.</p>
Principle 3 – Act ethically and responsibly		
Recommendation 3.1: A listed entity should: <ul style="list-style-type: none"> (a) have a code of conduct for its directors, senior executives and employees; and (b) disclose that code or a summary of it. 	Yes	<p>The Board has established and adopted a Code of Conduct.</p> <p>The Code of Conduct sets out the Company's commitment to making positive economic, social and environmental contributions to each of the communities in which it operates, while complying with all applicable laws and regulations and acting in a manner that is consistent with the Company's foundational principles of honesty, integrity, fairness and respect.</p> <p>A copy of the Code of Conduct is available on the Company's website at www.eaglehealthltd.com.</p>

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Principle 4 – Safeguard integrity in corporate reporting		
<p>Recommendation 4.1: The board of a listed entity should:</p> <p>(a) have an audit committee which:</p> <p>(i) has at least three members, all of whom are non-executive directors and a majority of whom are independent directors; and</p> <p>(ii) is chaired by an independent director, who is not the chair of the board,</p> <p>and disclose:</p> <p>(iii) the charter of the committee;</p> <p>(iv) the relevant qualifications and experience of the members of the committee; and</p> <p>(v) in relation to each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have an audit committee, disclose that fact and the processes it employs that independently verify and safeguard the integrity of its corporate reporting, including the processes for the appointment and removal of the external auditor and the rotation of</p>	Yes	<p>The Board has established an Audit and Risk Committee.</p> <p>The Audit and Risk Committee has three non-executive Directors all of whom are independent. The current members of the committee are Mr Andrew Smith, Mr Andrew Thomson and Mr Rodney Hannington.</p> <p>The Audit and Risk Committee is chaired by Mr Andrew Smith, who is an independent Director and is not the chair of the Board.</p> <p>The Board has adopted an Audit and Risk Committee Charter to assist with ensuring the integrity and reliability of information prepared for use by the Board.</p> <p>A copy of the Audit and Risk Committee Charter is available on the Company's website at www.eaglehealthltd.com.</p> <p>The Company proposes to provide details as to compliance with this Recommendation 4.1 in its future annual reports, including the matters set out in Recommendations 4.1(a)(iv) and (v).</p>

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the audit engagement partner.		
Recommendation 4.2: The board of a listed entity should, before it approves the entity's financial statements for a financial period, receive from its CEO and CFO a declaration that, in their opinion, the financial records of the entity have been properly maintained and that the financial statements comply with the appropriate accounting standards and give a true and fair view of the financial position and performance of the entity and that the opinion has been formed on the basis of a sound system of risk management and internal control which is operating effectively.	Yes	<p>The CEO and CFO will provide a declaration to the Board in accordance with section 295A of the Corporations Act for each financial report and assure the Board that such declaration is founded on a sound system of risk management and internal control.</p> <p>Copies of each of the Board Charter and the Audit and Risk Committee Charter are available on the Company's website at www.eaglehealthltd.com.</p> <p>The Company will ensure compliance with this Recommendation 4.2 in its future annual reports.</p>
Recommendation 4.3: A listed entity that has an AGM should ensure that its external auditor attends its AGM and is available to answer questions from security holders relevant to the audit.	Yes	The Company will ensure compliance with this Recommendation 4.3 at its AGMs.
Principle 5 – Make timely and balanced disclosure		
<p>Recommendation 5.1: A listed entity should:</p> <p>(a) have a written policy for complying with its continuous disclosure obligations under the Listing Rules; and</p> <p>(b) disclose that policy or a summary of it.</p>	Yes	<p>The Company has adopted a Continuous Disclosure and Shareholder Communications Policy. This policy sets out, amongst other matters, the manner in which the Board will ensure compliance with the disclosure requirements of the ASX Listing Rules.</p> <p>A copy of the Continuous Disclosure and Shareholder Communications Policy is available on the Company's website at www.eaglehealthltd.com.</p>

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Principle 6 – Respect the rights of security holders		
Recommendation 6.1: A listed entity should provide information about itself and its governance to investors via its website.	Yes	<p>A page on the Company's website, www.eaglehealthltd.com, is dedicated to corporate governance.</p> <p>The Company's website also includes links to:</p> <ul style="list-style-type: none"> (a) the names, photographs and brief biographical information for each of its Directors and senior executives; (b) its Constitution, Board Charter, Audit and Risk Committee Charter and Nomination and Remuneration Committee Charter; and (c) copies of the Code of Conduct, Diversity Policy, Share Trading Policy and Continuous Disclosure and Shareholder Communications Policy. <p>The Company's website also includes in the Investor Centre links to:</p> <ul style="list-style-type: none"> (a) copies of its annual reports and financial statements; (b) copies of its announcements to the ASX; and (c) copies of notices of meetings of Shareholders and any accompanying documents. <p>The Company's website also includes key information regarding:</p> <ul style="list-style-type: none"> (a) an overview of the Company's business, (b) a description of the structure of the Company and its subsidiaries;

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		<p>(c) a summary of the Company's history;</p> <p>(d) copies of media releases the Company makes; and</p> <p>(e) contact details for enquiries from Shareholders, analysts or the media.</p>
Recommendation 6.2: A listed entity should design and implement an investor relations program to facilitate effective two-way communication with investors.	Yes	<p>The Company has adopted the Continuous Disclosure and Shareholder Communications Policy which sets out, amongst other things, the manner in which the Company will promote effective communication with Shareholders and encourage their participation at general meetings and respond to Shareholder enquiries.</p> <p>A copy of the Continuous Disclosure and Shareholder Communications Policy is available on the Company's website at www.eaglehealthltd.com/.</p>
Recommendation 6.3: A listed entity should disclose the policies and processes it has in place to facilitate and encourage participation at meetings of security holders.	Yes	<p>The Company has adopted the Continuous Disclosure and Shareholder Communications Policy which sets out, amongst other things, the manner in which the Company will promote effective communication with security holders and encourage their participation at general meetings.</p> <p>A copy of the Continuous Disclosure and Shareholder Communications Policy is available on the Company's website at www.eaglehealthltd.com/.</p>
Recommendation 6.4: A listed entity should give security holders the option to receive communications from, and send communications to, the entity and its security registry electronically.	Yes	<p>The Company gives its Shareholders the opportunity to give and receive communications to and from both the Company and security registry electronically. Electronic communications to the Company may be sent via email to info@eaglehealthltd.com.</p> <p>The Company's Share Register is managed and maintained by Boardroom Pty Limited. Shareholders can access their shareholding details or make enquiries</p>

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		about their current shareholding electronically by quoting their Shareholder Reference Number or Holder Identification Number, via https://boardroomlimited.com.au/ .
Principle 7 – Recognise and manage risk		
<p>Recommendation 7.1: The board of a listed entity should:</p> <p>(a) have a committee or committees to oversee risk, each of which:</p> <p>(i) has at least three members, a majority of whom are independent directors; and</p> <p>(ii) is chaired by an independent director,</p> <p>and disclose:</p> <p>(iii) the charter of the committee;</p> <p>(iv) the members of the committee; and</p> <p>(v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a risk committee or committees that satisfy paragraph (a) above, disclose that fact and the processes it employs for overseeing the entity's risk</p>	Yes	<p>The Board has established an Audit and Risk Committee to assist with risk oversight, risk management and internal control.</p> <p>The Audit and Risk Committee has three non-executive Directors all of whom are independent.</p> <p>The Audit and Risk Committee is chaired by Mr Andrew Smith, who is an independent Director and is not the chair of the Board.</p> <p>The Board has adopted the Audit and Risk Committee Charter which sets out the functions of the Audit and Risk Committee. A copy of the Audit and Risk Committee Charter is available on the Company's website at www.eaglehealthltd.com/.</p> <p>The Company proposes to provide details as to compliance with this Recommendation 7.1 in its future annual reports, including the matters set out in Recommendations 7.1(a)(iv) and (v).</p>

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management framework.		
<p>Recommendation 7.2: The board or a committee of the board should:</p> <p>(a) review the entity's risk management framework at least annually to satisfy itself that it continues to be sound; and</p> <p>(b) disclose, in relation to each reporting period, whether such a review has taken place.</p>	Yes	<p>The Audit and Risk Committee is responsible for the review of the Company's risk management program.</p> <p>A copy of the Audit and Risk Committee Charter is available on the Company's website at www.eaglehealthltd.com/.</p> <p>The Company proposes to provide details as to compliance with this Recommendation 7.2 in its future annual reports, including the matters set out in Recommendation 7.2(b).</p>
<p>Recommendation 7.3: A listed entity should disclose:</p> <p>(a) if it has an internal audit function, how the function is structured and what role it performs; or</p> <p>(b) if it does not have an internal audit function, that fact and the processes it employs for evaluating and continually improving the effectiveness of its risk management and internal control processes.</p>	No	<p>The Company does not presently have an internal audit function. The Board intends to establish an internal audit function following listing to evaluate and continually improve the effectiveness of our risk management and internal control processes.</p>
<p>Recommendation 7.4: A listed entity should disclose whether it has any material exposure to economic, environmental and social sustainability risks and, if it does, how it manages or intends to manage those risks.</p>	Yes	<p>The Company has disclosed its risks, including environmental and social sustainability risks and how those risks are mitigated in Section 9 of the Prospectus dated 24 April 2017.</p>
Principle 8 – Remunerate fairly and responsibly		

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<p>Recommendation 8.1: The board of a listed entity should:</p> <p>(a) have a remuneration committee which:</p> <p>(i) has at least three members, a majority of whom are independent directors; and</p> <p>(ii) is chaired by an independent director,</p> <p>and disclose:</p> <p>(iii) the charter of the committee;</p> <p>(iv) the members of the committee; and</p> <p>(v) as at the end of each reporting period, the number of times the committee met throughout the period and the individual attendances of the members at those meetings; or</p> <p>(b) if it does not have a remuneration committee, disclose that fact and the processes it employs for setting the level and composition of remuneration for directors and senior executives and ensuring that such remuneration is appropriate and not excessive.</p>	Yes	<p>The Board has established a Nomination and Remuneration Committee.</p> <p>The Nomination and Remuneration Committee comprises three directors, all of whom are independent Directors.</p> <p>The Nomination and Remuneration Committee is chaired by Mr Rodney Hannington, who is an independent Director.</p> <p>The Board has adopted the Nomination and Remuneration Committee Charter, which sets out the role and the responsibilities of the Nomination and Remuneration Committee in overseeing the process of appointment and remuneration of non-executive Directors, the Managing Director, Secretary, CFO and other senior executives and employees of the Company.</p> <p>A copy of the Nomination and Remuneration Committee Charter is available on the Company's website at www.eaglehealthltd.com/.</p> <p>The Company proposes to provide details as to compliance with this Recommendation 8.1 in its future annual reports, including the matters set out in Recommendations 8.1(a)(iv) and (v).</p>
<p>Recommendation 8.2: A listed entity should separately disclose its policies and practices regarding the remuneration of non-executive directors and the remuneration of executive</p>	Yes	<p>The Board has adopted the Nomination and Remuneration Committee Charter, which sets out the role and the responsibilities of the Nomination and Remuneration Committee in overseeing the process of appointment and</p>

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directors and other senior executives.		<p>remuneration of senior executives and employees of the Company.</p> <p>A copy of the Nomination and Remuneration Committee Charter is available on the Company's website at www.eaglehealthltd.com/.</p> <p>The Company will distinguish the structure of non-executive Directors' remuneration from that of executive directors and senior executives in compliance with Recommendation 8.2 in future annual reports.</p>
<p>Recommendation 8.3: A listed entity which has an equity-based remuneration scheme should:</p> <p>(a) have a policy on whether participants are permitted to enter into transactions (whether through the use of derivatives or otherwise) which limit the economic risk of participating in the scheme; and</p> <p>(b) disclose that policy or a summary of it.</p>	Yes	The Company does not currently have a Employee Incentive Scheme.